DISCLOSURE DOCUMENT

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

A. This Disclosure Document pertains to the disclosures hereby made by Marcellus Investment Managers Private Limited (the "**Company/Portfolio Manager**"). This Disclosure Document is filed with the Securities Exchange Board of India ("**SEBI**") along with the certificate set out at Schedule 1 of this Disclosure Document, in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.

B. The purpose of this Disclosure Document is to provide essential information about the Portfolio Management Services to assist and enable investors in making informed decisions prior to engaging the Portfolio Manager.

C. The Disclosure Document sets forth necessary information about the Portfolio Manager required by an investor before investing, and the investor may also be advised to retain the Disclosure Document for future reference.

D. The name, phone number, e-mail address of the Principal Officer so designated by the Portfolio Manager is:

Name of the Principal Officer	Saurabh Mukherjea
Phone	0806-9199-400
Email	saurabh@marcellus.in
Registered / Corporate Office Address	Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India

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

Regulation 22

Name of the Portfolio Manager	Marcellus Investment Managers Private Limited
Registered and Corporate office	Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala MIDC, Mumbai-400093, Maharashtra, India
Telephone	0806-9199-400
Email	saurabh@marcellus.in

We confirm that:

i) The Disclosure Document forwarded to the Securities & Exchange Board of India (SEBI) is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by SEBI from time to time in this regard;

ii) The disclosures made in the Disclosure Document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of their portfolio to us/ investment in the Portfolio Management Services;

iii) The Disclosure Document has been duly certified by an independent Chartered Accountant - Kamdar Desai & Patel LLP, Chartered Accountants, having membership No W100805 and office at 296, Sumati Smruti CHS, Old Cadell Road, Opposite Catering College, Dadar West, Mumbai - 400028 on January 28, 2026.

For and on behalf of Marcellus Investment Managers Private Limited

Saurabh Mukherjea
Digitally signed by Saurabh Mukherjea
Date: 2026.01.28 12:07:22 +05'30'

Saurabh Mukherjea
Principal Officer

Date: 28th January 2026
Place: Mumbai

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Part-I Static section:

Part-II Dynamic

Part I – Static Section:

1. **Disclaimer**

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

2. **Definitions**

Unless the context or meaning thereof otherwise requires, the following expressions shall have the meaning assigned to them hereunder respectively:

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended from time to time.

2. **"Account Activation Date"** means the date on which a unique Client code is generated by the Portfolio Manager.

3. **"Account Activation Anniversary Date"** means the 12 (twelve) month anniversary of the Account Activation Date and every 12 (twelve) month anniversary, thereafter.

4. **"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.

5. **"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:
    ii. annual income of at least two crore rupees; or
    iii. 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
    iv. 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.

    b. in case of a body corporate, has net worth of at least fifty crore rupees;
    c. in case of a trust other than family trust, has net worth of at least fifty crore rupees;
    d. in case of a partnership firm set up under the Indian Partnership Act, 1932, each partner independently meets the eligibility criteria for accreditation:

        i. Provided that the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018, Category I foreign portfolio investors, sovereign wealth funds and multilateral agencies and any other entity as may be specified by the Board from time to time, shall deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

6. "**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.

7. **"Agreement" "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.

8. **"Applicable Laws" "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.

9. **"Application"** means the application made by the Client to the Portfolio Manager to invest its monies and/or Securities as mentioned therein with the Portfolio Manager for Portfolio Management Services. Upon execution of the Agreement by the Portfolio Manager, the Application shall be deemed to form an integral part of the Agreement. Provided that in case of any conflict between the contents of the Application and the provisions of the Agreement, the provisions of the Agreement shall prevail.

10. "**Assets**" means (i) the Portfolio and/or (ii) the Funds and (iii) all accruals thereto, and (iv) expenses due from the Client's portfolio, payable by the Client as applicable.

11. **"Asset Under Management" or "AUM"** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.

12. "**Authority**" means any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to the government including but not limited to the SEBI or the Reserve Bank of India.

13. "**Bank Account**" means one or more omnibus bank accounts opened, maintained and operated by the Portfolio Manager in the name of the Client or pool account managed in the name of the Portfolio Manager for the purpose of managing funds on behalf of the Client with any of the Scheduled Commercial Banks.

14. **"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.

15. "**Board**" 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.

16. **"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.

17. "**BPS**" means basis point.

18. "**Chartered Accountant**" means a chartered accountant as defined in Clause (b) of Sub-Section (1) of Section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who holds a certificate of practice under the provisions therein.

19. "**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.

20. "**Client Bank Account**" means one or more bank accounts opened, maintained and operated by the Portfolio Manager for the purpose of managing funds on behalf of the Client with any Scheduled Commercial Bank.

21. "**Client Depository Account**" means one or more account or accounts opened, maintained and operated by the Portfolio Manager with any depository or depository participant registered under the SEBI (Depositories and Participants) Regulations, 1996 in accordance with the agreement entered into with the Client.

22. "**Corpus Investment Value**" shall mean monies given and value of securities at the time of initial funding or subsequent top-up of DPMS account, by the client and included by the Portfolio Manager in its Assets under Management or Assets under Advisory in accordance with SEBI PMS regulations.

23. "**Custodian**" 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.

24. "**Depository**" means Depository as defined in Depositories Act, 1996 (22 of 1996).

25. "**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.

26. "**Derivatives**" shall have the definition as per the Securities Contract Regulation Act, 1956.

27. "**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.

28. **“Disclosure Document” or “Document**” means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.

29. **“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).

30. **“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.

31. “**Fair Market Value**” means the price that the Security would ordinarily fetch on sale in the open market on the particular date.

32. “**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.

33. “**Financial Year”** means the year starting from April 1 and ending on March 31 in the following year.

34. “**Fixed Fee**” means a fixed fee payable by the Client to the Portfolio Manager for DPMS Services, as further specified in the Fee Schedule.

35. “**Fixed Fee Billing Period**” means the frequency at which the Fixed Fees will be payable by the Client to the Portfolio Manager as set out in the Fee Schedule”.

36. “**Funds**” means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the Application, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of the sale or other realization of the Portfolio and interest, dividend or other monies arising from the Assets, withdrawals, expenses and accruals so long as the same is managed by the Portfolio Manager in accordance with the provisions of the Agreement. “High Water Mark” shall mean the higher of either ‘corpus investment value’ or ‘highest NAV (before charging Performance Fee)’ on which client has paid a Performance Fee to the Portfolio Manager’.

37. **“Group Company**” shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.

38. **“HUF”** means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.

39. **“Hurdle Rate of Return”** shall mean a certain agreed level of return (as specified in the Fee Schedule) achieved in a Performance Fee Billing Period calculated on the relevant Performance Fee Billing Period’s opening NAV.

40. **“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.

41. **“IT Act**” means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.

42. **“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.

43. **“Lock-in period”** shall mean the time period during which withdrawal of investment by the client from Portfolio Management Services shall be subject to penal charge in the form of ‘exit load’ being levied by the Portfolio Manager on such withdrawal. Such exit load would be mentioned in the schedules to this agreement and shall be levied in accordance with the terms agreed upon between client and the Portfolio Manager. **“Non-resident Investors” or “NRI(s)”** shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.

44. **“Net Asset Value” “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.

45. **“NISM”** means the National Institute of Securities Markets, established by the Board.

46. “**Non-discretionary Portfolio Management Services**” **(NDPMS)** means a portfolio management services under which the Portfolio Manager, subject to express prior instructions issued by the Client from time to time in writing, for an agreed fee structure and for a definite described period, invests in respect of the Client’s account in any type of security entirely at the Client’s risk and ensure that all benefits accrue to the Client’s Portfolio.

47. “**Minimum Investment**” for the purpose of compliance with SEBI’s PMS Regulations shall be computed by aggregating the market value of all securities and cash/bank balance of Client which are being managed by the Portfolio Manager at the time of such computation. Client has to adhere to minimum investment requirement specified by SEBI or the Portfolio Manager, whichever is higher.

48. “**Parties**” means the Portfolio Manager and the Client; and “Party” shall be construed accordingly.

49. “**Performance Fee**” shall mean a performance linked fee payable by the Client to the Portfolio Manager for the PMS Services, as further specified in the Fee Schedule that will be payable if the Portfolio Manager achieves a rate of return that is greater than the Hurdle Rate of Return for the relevant Performance Fee Billing Period subject to the High-Water Mark for the relevant Performance Fee Billing Period.

50. **“Performance Fee Billing Period**” means a 12-months period from the Account Activation Date or Account Activation Anniversary Date, as the case may be.

51. “**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.

52. “**Portfolio**” means the total holdings of all investments, Securities and Funds belonging to the Client.

53. “**Portfolio Manager**” means Marcellus Investment Managers Private Limited, a company incorporated under the Companies Act, 2013, registered with SEBI as a portfolio manager bearing registration number INP000006183 and having its registered office at Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Mumbai 400093.

54. “**Portfolio Management Services**” means the Discretionary Portfolio Management Services or Non-Discretionary Portfolio Management Services or Advisory Services, as the context may be and may include services such as advisory, investment management, custody of securities and keeping track of corporate benefits associated with the securities.

55. “**Power of Attorney**” means the power of attorney to be executed by the Client is favor of the Portfolio Manager in the format specified by the Portfolio Manager, including any additional powers of attorney from time to time, in favor of the Portfolio Manager.

56. “**Principal Officer**” “**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.

57. “**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.

58. “**Related Party”** in relation to a portfolio manager 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 percent of its paid-up share capital; (vi) anybody corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager; (vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a

professional capacity; (viii) anybody corporate which is (a) a holding, subsidiary or an associate company of the portfolio manager; or (b) a subsidiary of a holding company to which the portfolio manager is also a subsidiary; (c) an investing company or the venturer of the portfolio manager;

a. Explanation – For the purpose of this clause, "investing company or the venturer of a 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.
b. (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;

59. **"Schedule to the Agreement"** means the schedules to this Discretionary Portfolio Investment Management Service Agreement which have been filled, signed and executed by the Client for the purpose of availing portfolio management services from the portfolio manager in accordance with terms of this Agreement & includes any amendment thereto made in writing upon mutual consent of the Parties hereto. These schedules could be executed at the time of signing of this Agreement or at any date subsequent to date of execution of this Agreement and it is hereby understood between parties that if Portfolio Manager accepts Client's request received from Client's email address registered with the Portfolio Manager provided such request is regarding change in fees, top up, redemption or alteration of terms and details listed in schedules to this Agreement then it shall be considered as a valid amendment to this Agreement and schedules thereto.

60. "**Scheduled Commercial Bank**" means any bank included in the second Schedule to the Reserve Bank of India Act, 1934 (2 of 1934).

61. "**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.

62. "**Securities**" includes 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.

    Words and expressions used in this Disclosure Document and not expressly defined shall be interpreted according to their general meaning and usage. The definitions are not exhaustive. They have been included only for the purpose of clarity and shall in addition be interpreted according to their general meaning and usage and shall also carry meanings assigned to them in regulations governing Portfolio Management Services.

3. Description

i. History, Present, and Background of the portfolio manager

The Company, having Corporate Identification Number (CIN) U66301MH2018PTC312571, was incorporated on 7th August 2018 and has its registered and corporate office at Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala MIDC, Mumbai-400093, Maharashtra, India. The Company was incorporated with the objective of carrying out portfolio management, investment management and advisory services. Marcellus has been registered as a Portfolio Manager with SEBI on October 22, 2018, vide registration No: INP000006183 under SEBI (Portfolio Managers) Regulations, 1993.

The Company has established its branch office at Unit No. 431 and 432, Signature Building, Fourth Floor, Block No. 13B, Zone -1, GIFT SEZ, GIFT City, Gandhinagar, Gujarat - 382355. The Branch office is registered with International Financial Services Centres Authority (IFSCA) as a Fund Management Entity (Non-Retail) bearing registration number – IFSCA/FME/IV/037/2022-23 on August 10, 2022.

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

The promoters of the Company have 14 years of experience in investment research and asset management. The details of the promoters and the directors of the portfolio manager are as below:

Name	Qualification	Brief Experience
Saurabh Mukherjea	Saurabh is educated at the London School of Economics where he earned a BSc in Economics (with First Class Honours) and an MSc in Economics (with distinction in Macro & Microeconomics) from the London School of Economics and is also a CFA charter holder.	Saurabh Mukherjea is the Founder and Chief Investment Officer of Marcellus Investment Managers Private Limited. He was the former CEO of Ambit Capital Private Limited and played a key role in it's rise as a broker and a wealth manager. Prior to turning around Ambit Capital Private Limited, he was a co-Founder of Clear Capital, a London based small-cap equity research firm which he and his co-founders created in 2003 and sold in 2008. He has written several bestselling books: "Gurus of Chaos" (2015), "The Unusual Billionaires" (2016), "Coffee Can Investing: The low-risk route to stupendous returns" (2018), "The Victory Project: Six Steps to Peak Potential" (2020), "Diamonds

		in the Dust" (2021), "Unfiltered: The CEO and the Coach" (2023) and "Behold the Leviathan: The Unusual Rise of Modern India (2024)."
Sudhanshu Nahta	Sudhanshu is a qualified Chartered Accountant and a CFA Level 3 candidate. He has completed his graduation in Commerce from Mumbai University.	Sudhanshu is the Portfolio Analyst at Marcellus' India business (non-GIFT). Besides this, Sudhanshu also mentors the Finance Team at Marcellus. Prior to joining Marcellus, he was Executive Assistant to the CEO at Ambit Capital Private Limited and worked in the Institutional Equities' Strategy team. He has also worked with KPMG in the statutory audit team from 2013 to 2016 gaining extensive experience across Indian accounting standards, financial control systems and financial statement analysis & reviews.
Pramod Gubbi	Pramod is CFA charter holder with a B. Tech from Regional Engineering College, Surathkal and a Post-graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.	Pramod leads Sales and Marketing function at Marcellus. Besides being a technology analyst in past, Pramod has served in technology firms such as HCL Technologies and Philips Semiconductors' Indian arm in Business Development and Engineering respectively. Prior to joining Marcellus, Pramod was with Ambit Capital Private Limited and in the final two years of his 8-year stint, he was Managing Director & Head of Institutional Equities (from 2016 to 2018). Prior to that he served as the head of Ambit's Singapore office from 2013-2016. Before joining Ambit Capital Private Limited, he has also worked across sales and research functions at Clear Capital, a British equity research firm.
Rakshit Ranjan	Rakshit has a B.Tech from Indian Institute of Technology (Delhi) and is a CFA charter holder.	Rakshit manages the investments under the Consistent Compounder Portfolio Investment Approach. Besides Fund Management, Rakshit actively mentors the Research Team.

		Rakshit spent 6 years (2005-2011) covering UK equities with Lloyds Bank (Director, Institutional Equity Research) and Execution Noble (Sector Lead analyst). He launched Ambit Capital Private Limited's Coffee Can PMS in March 2017 and managed it till December 2018.
Manish Hemnani	Manish holds an MBA from University of Warwick – Warwick Business School (UK).	Manish is one of the Founders of Marcellus. Manish comes from quantitative data analytics and research background and has more than 12 years of experience working with banks and financial institutions across east-Asia, India and Europe. Prior to founding Marcellus, he founded Crosstab Limited (2011), a London based quantitative data analytics outfit. Prior to that he worked with a Mumbai based boutique analytics consulting firm.
Ashvin Shetty	Ashvin is a B.com graduate from Narsee Monjee College (Mumbai). He is a qualified Chartered Accountant (ICAI India) and Chartered Financial Analyst (CFA Institute, USA).	Ashvin has more than 10 years of experience in equity research. He led the coverage on automobile sector at Ambit Capital from 2010 to 2017. He thereafter worked as a senior analyst for Ambit's Mid and Small cap PMS funds till November 2018. Prior to joining Ambit, he worked with Execution Noble as an analyst covering consumer and media space. He has also worked with KPMG's and Deloitte's statutory audit departments from 2004 to 2007 gaining extensive experience across Indian accounting standards and financial statement analysis.
Nitesh Bhadani	Nitesh is a Chartered Accountant and MBA from the Indian School of Business – Hyderabad.	Nitesh worked across Institutional Equities and Investment Banking division of the firm in his 6 years stint in Ambit Capital Private Ltd. Prior to that Nitesh worked in the investment team of private equity firm SAIF Partners in Gurgaon. Before joining SAIF, Nitesh worked as equity research analyst in CRISIL and used to track Indian Telecom & Cement sector.

Subodh Dinkar Hungund	Subodh has bachelor's degree in Electronics Engineering from Mumbai University.	Subodh Hungund is a seasoned IT leader with over 30 years of experience in the financial services industry, specializing in Information Technology strategy, infrastructure management, and operations across Asset Management and Wealth Management sectors. Currently serving as Head – IT Practice, he has a proven track record in setting up businesses from scratch, implementing robust IT frameworks, and leading large teams to achieve organizational objectives. His expertise spans cyber security, business application deployment, and disaster recovery planning.
Sujal Patwardhan	Sujal is Master's in Business Administration, specializing in Human Resource from Pune University, India (2001), Bachelor of Commerce from Pune University, India (1999)	Sujal Patwardhan is an accomplished entrepreneur and former HR leader with over 14 years of corporate experience in financial and technology sectors. Since 2016, she has been the Co-Founder and Director of Embarq Motorworld Pvt Ltd, a premium travel brand specializing in curated self-drive road trips across global destinations such as Scotland, New Zealand, Spain, Kyrgyzstan, and India. A passionate advocate for experiential travel, Sujal is dedicated to redefining road journeys and fostering a global community of explorers. Her prior career includes senior HR leadership roles at Ambit Holdings, Lehman Brothers, and Infosys, along with consulting assignments in organizational design and performance management. In her HR stint, she handled setting-up large business teams grounds up which can deliver multiyear business plans.

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

Marcellus Investment Managers Pvt Ltd ('Marcellus') has majority interest in Marcellus Capital Partners LLP, Marcellus Distributors LLP, Marcellus International Investment

Managers LLC, Marcellus Asset Management Private Limited and Marcellus Trustee Private Company.

Marcellus Capital Partners LLP is a registered Investment Advisor under the SEBI (Investment Advisor) Regulation 2013. Marcellus is an Investment Manager and Sponsor of Marcellus Capital Trust, a SEBI registered category III Alternate Investment Fund.

The Marcellus has applied to the SEBI to act as a sponsor to Marcellus Mutual Fund (trust). Marcellus Asset Management Private Limited and Marcellus Trustee Private Limited have been appointed as the investment manager and trustee, respectively, for such mutual fund.

Further, Marcellus Distributors LLP has invested in Marcellus' Curation Investment Approach.

Marcellus has registered with the US Securities and Exchange Commission ("US SEC") as an Investment Advisor. Marcellus has also obtained an exemption from the adviser registration requirement under the Securities Act (Ontario Province of Ontario, Canada).

iv. Details of the services being offered by the Portfolio Manager

The Portfolio Manager intends to offer services of discretionary portfolio management, non-discretionary portfolio management and that of investment advisory as set out in the details provided below. All clients will have the option to be onboarded directly to avail these services, without intermediation of persons engaged in distribution services.

(i) ***Discretionary Services*:**

Under these services, the choice as well as the timings of the investment decisions would rest solely with the Portfolio Manager and the Portfolio Manager can exercise any degree of discretion in the investments or management of Assets of the Client. The Securities to be invested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's 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, 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. Statements in respect to Client's Portfolio shall be sent to the respective Client at a frequency not less than as determined by law.

(ii) Non – Discretionary Services:

Under the Non-Discretionary Portfolio Management Services, the portfolio of the Client shall be managed in consultation with the Client and in accordance with the instructions of the Client under Strategies as prescribed by SEBI. Under this service, the Assets will be managed as per express prior instructions issued by the Client from time to time. The Client will have complete discretion to decide on the investment (Stock Quantity and Price or amount). In this case, the Portfolio Manager shall be responsible for *inter alia* managing transaction execution, accounting, recording of corporate benefits, valuation and reporting aspects on behalf of the Client entirely at the Client's risk.

(iii) ***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 environment, the same can be binding or non – binding in nature in accordance with the terms mentioned in the Agreement. For such services, the Portfolio Manager shall charge the Client a fee for services rendered as mentioned in the Agreement. The advice may be either general or specific in nature and may pertain to a particular portfolio. Entry / exit timing, execution and settlement are solely the Client's responsibility.

4. Penalties, pending litigation or proceedings, findings of inspection or investigations for which action may have been taken or initiated by any regulatory authority:

(i) All cases of penalties imposed by the Board or the directions issued by the Board under the Act or Regulations made there under relating to Portfolio Management Services.

None

(ii) The nature of the penalty/direction.

None

(iii) Penalties imposed for any economic offence and/or for violation of any securities laws.

None

(iv) Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any.

None

(v) Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency in relation to Portfolio Management Services for which action may have been taken or initiated.

On December 02, 2019, in response to Company's filing an intimation with SEBI for an inter se transfer of Company's shares between shareholders, SEBI had issued a caution letter advising the Company to take prior approval before making any such transfer in future.

SEBI had conducted inspection of books of accounts and records of MIPL, for the period April 2021 to June 2022. SEBI through letter dated August 02, 2023 identified few deficiencies and advised MIPL to exercise caution. MIPL based on the observation has taken corrective measures. The matter is closed.

SEBI had conducted inspection of books accounts and other records of MIPL, for the period April 01, 2022 to September 30, 2023. SEBI through letter dated September 03, 2024 identified one deficiency and advised MIPL to exercise caution. MIPL based on the observation has taken corrective measures. The matter is closed.

(vi) Any enquiry/ adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the Act or rules or regulations made thereunder.

Securities Exchange Board of India (SEBI) has issued a Show cause notice: SEBI/HO/EAD-3/JS/OW/P/13577/1/2019 dated 29th May 2019 in respect of Mr. Saurabh Mukherjea (in the capacity of the CEO of Institutional Equities, Ambit) in the matter of Mannapuram Finance Ltd. Under Rule 4(1) of the SEBI (Procedure for holding Inquiry and Imposing Penalties by Adjudication Officer) Rules, 1995 and Rule 4(1) of Securities Contracts (Regulation) (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 2005. On 23rd July, 2019 Mr. Saurabh Mukherjea filed an Application for Settlement (“Consent Application”) in connection with Show Cause Notice bearing reference no. SEBI/HO/EAD-3/JS/OW/P/13577/1/2019 dated 29th May 2019 (“Notice”) issued by the Securities and Exchange Board of India (“SEBI”) to Saurabh Mukherjea (“Applicant”). On 29th September 2020, SEBI accepted the Settlement Application filed by Mr. Saurabh Mukherjea.

5. Services offered

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

To generate sustainable returns over medium to long term by making investments which primarily comprise in any or all in any combination in Equity and/or Equity linked Securities, other debt products, fixed income products/instruments, mutual fund units, exchange traded fund/s, and any other permissible securities/instruments/products in which the Portfolio Manager can invest as per Applicable Laws. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

The Portfolio Manager broadly offers Discretionary Portfolio Management, Non-Discretionary portfolio management and Advisory services. The Portfolio Manager shall not accept from the client, funds or securities worth less than fifty lakh rupees.

5.1. Investment Approaches of the Portfolio Manager

The Portfolio Management Services to be offered shall be as per the following Investment Approaches under Equity Strategy:

(i) Investment approach – Consistent Compounders

1. Investment Objective – To generate sustainable returns over medium to long term by making investments which primarily comprise of equity securities.

2. Description of Securities – Under Consistent Compounders, client monies would primarily be invested in equity shares and equity linked instruments issued by companies which are listed in India. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Consistent Compounders investment approach is based on generating returns by investing in participating instruments of companies which have a proven track record of steady growth in revenues alongside the ability to consistently deliver a return on capital employed in excess of the cost of capital. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Equity and equity linked instruments	=>70%
Money market funds / Liquid funds / Bank balance	up to 30%

5. Appropriate Benchmark to compare performance – Nifty 50 Total Return Index

6. Basis for choice of benchmark – Most of the portfolio companies fall in large-cap category based on market Capitalization. Further, the portfolio managers reinvest the dividends received unless the client provides instruction for pay-out of dividend. Hence, Nifty 50 Total Return Index has been selected as the benchmark for comparing performance.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Consistent Compounders Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment.

8. Indicative tenure or investment horizon – 3 years – 20 years

9. Minimum tenure – not applicable under this investment approach.

10. Lock-in period – DPMS Investments managed under Consistent Compounders Investment Approach shall not be subject to any lock-in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Please refer the clause 6 on Risk Factors.

(ii) Investment approach: Little Champs

1. Investment Objective – To preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.

2. Description of Securities – Under Little Champs, client monies would primarily be invested in equity shares and equity linked instruments issued by companies with proven corporate governance and capital allocation track record and which dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes and strategic assets. Some part

of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Little Champs investment approach is based on generating returns by investing in participating instruments of companies with proven corporate governance and capital allocation track record and which dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes and strategic assets. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India and which generally have market capitalization of up to Rs.20,000 crores on the date of first investment. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities

   Client monies would primarily be invested in equity shares and equity linked instruments issued by Indian companies. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account as per the discretion of the Fund Manager.

5. Appropriate Benchmark to compare performance – S&P BSE 500 Total Returns Index

6. Basis for choice of benchmark – Most of the portfolio companies under LCP Investment Approach are small-mid caps, generally having market capitalisation of upto Rs.20,000 crores on the date of first investment. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Little Champs Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment.

8. Indicative tenure or investment horizon – 3 years to 10 years

9. Minimum tenure – 3 years.

10. Lock-in period – DPMS Investments managed under Little Champs Investment Approach shall be subject to lock in period of three years, which shall apply from the date of the placement (i.e. date on which the investments/funds are accepted). If the client wishes to withdraw investments before the expiry of lock-in period, portfolio manager shall be entitled to charge exit load specified in clause 11 of this schedule. The Client will be at liberty to withdraw full/partial Funds/Securities at any time after the lock-in-period and/or minimum period. Non-withdrawal of Funds/Securities as mentioned above will be deemed to be continuance of the agreement for managing the Funds/securities portfolio.

11. Exit loads – Exit load shall be levied in following manner – (i) 3% of AUM withdrawn if investments are withdrawn within 1 year from date of investment, (ii) 2% of AUM withdrawn if investments are withdrawn within 2 years from date of investment, and (iii)1% of AUM withdrawn if investments are withdrawn within 3 years from date of investment.

12. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, exit load (if any) and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Please refer clause 6 on Risk Factor.

(iii) Investment Approach – Kings of Capital

1. Investment Objective – To preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.

2. Description of Securities – Under Kings of Capital, client monies would primarily be invested in equity shares and equity linked instruments issued by companies in operating in India's financial sector with proven corporate governance and capital allocation track record. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Kings of Capital investment approach is based on generating returns by investing in participating instruments of companies operating in India's financial sector with a proven corporate governance and capital

allocation track record. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Equity and equity linked instruments	=>70%
Money market funds / Liquid funds / Bank balance	up to 30%

5. Appropriate Benchmark to compare performance – Nifty 50 Total Return Index

6. Basis for choice of benchmark – All the portfolio companies will be operating in the Indian financial services industry. Further, the portfolio managers reinvest the dividends received. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, Nifty 50 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Kings of Capital Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – 3 years to 10 years

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Kings of Capital Investment Approach shall not be subject to any lock in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Please refer the clause 6 Risk Factor

(iv) Investment Approach – Marcellus' Curation

1. Investment Objective – To preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.

2. Description of Securities – Under Marcellus' Curation, client monies would primarily be invested in equity shares and equity linked instruments issued by companies operating in India with proven corporate governance and capital allocation track record. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Marcellus' Curation investment approach is based on generating returns by investing in participating instruments of companies operating in companies which have a proven track record of corporate governance and generating return on capital in excess of their cost of capital. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Equity and equity linked instruments	=>70%
Money market funds / Liquid funds / Bank balance	up to 30%

5. Appropriate Benchmark to compare performance – S & P BSE 500 Total Return Index.

6. Basis for choice of benchmark – The portfolio will consist of a combination of large cap and small cap companies. Further, the portfolio managers reinvest the dividends received. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Marcellus' Curation Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – 3 years to 10 years

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Marcellus' Curation Investment Approach shall not be subject to any lock in period.

11. Exit loads – Exit loads on withdrawal of monies being managed under this approach shall be agreed upon with each client and specified in more detail in the Marcellus DPMS agreement.

12. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Please refer the clause 6 Risk Factor.

(v) Investment approach: Rising Giants

1. Investment Objective – To generate returns for the Investors through capital appreciation of the stocks held over a period of time. The objective of the Fund will be to generate returns over the medium term, with a moderated volatility while primarily investing in listed equities and also investing in other permissible securities/products in accordance with the Regulations.

2. Description of Securities – Client monies would primarily be invested in equity shares and equity linked instruments issued by Indian companies. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Rising Giants approach intends to invest primarily in high quality mid-sized companies (<INR 75,000 crores market capitalisation, predominantly in INR 7,000 crores – INR 75,000 crores range) with: 1) Well moated dominant franchise in niche segments not yet well discovered by the market participants; 2) Demonstrated track record of prudent capital allocation with high reinvestment in the core business and continuous focus on adjacencies for growth; and 3) Clean accounts and impeccable corporate governance. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities.
   Client monies would primarily be invested in equity shares and equity linked instruments issued by Indian companies. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account as per the discretion of the Fund Manager.

5. Appropriate Benchmark to compare performance – S & P BSE500 Total Returns Index.

6. Basis for choice of benchmark – Most of the portfolio companies are primarily high quality small-mid-sized companies (<INR75,000 crores market-capitalization, predominantly in INR 7,000 crores – INR 75,000 crores range and most fall in the small-mid cap range. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Rising Giants Investment Approach would be

decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or any other amount (subject to regulatory minimums), at the discretion of the Portfolio Manager. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment.

8. Indicative tenure or investment horizon – 3 years to 10 years.

9. Minimum tenure/ Lock-in period – DPMS Investments managed under Rising Giants Investment Approach shall be subject to lock in period of 15 months, which shall apply from the date of the placement (i.e. date on which the investments/funds are accepted). If the client wishes to withdraw investments before the expiry of lock-in period, portfolio manager shall be entitled to charge exit load specified in clause 10 of this schedule. The Client will be at liberty to withdraw full/partial Funds/Securities after the lock-in-period. Non-withdrawal of Funds/Securities as mentioned above will be deemed to be continuance of the agreement for managing the Funds/securities portfolio.

10. Exit load shall be levied in following manner – Exit loads on withdrawal of monies being managed under this approach shall be agreed upon with each client and specified in more detail in the Marcellus DPMS agreement.

11. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, exit load (if any) and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

12. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

13. Risks associated with the investment approach – Please refer clause 6 on Risk Factors.

(vi) Investment approach: MeritorQ

1. Investment Objective – To generate sustainable returns over medium to long term by making investments which primarily comprise of equity securities.

2. Description of Securities – Under MeritorQ client monies would primarily be invested in equity shares and equity linked instruments issued by companies which

are listed in India. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – MeritorQ's investment approach is based on generating returns by investing in companies which are both profitable as well as relatively mispriced in a rules-based manner. Selected companies are also required to pass the Marcellus's quantitative forensic accounting framework and are also screened for low leverage and consistent profitability. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities.

Type of security	Allocation in portfolio
Equity and equity linked instruments	=>70%
Money market funds / Liquid funds / Bank balance	up to 30%

5. Appropriate Benchmark to compare performance – S & P BSE 500 Total Returns Index.

6. Basis for choice of benchmark – For MeritorQ, the universe from which stocks are selected, is the S&P BSE 500 Index. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under MeritorQ Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or any other amount (subject to regulatory minimums), at the discretion of the Portfolio Manager. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment.

8. Indicative tenure or investment horizon – 3 years to 10 years.

9. Minimum tenure/ Lock-in period/Exit loads – Minimum tenure not applicable under this investment approach / DPMS Investments managed under MeritorQ Investment

Approach shall not be subject to any lock-in period / There shall be no levy of exit load on withdrawal of monies being managed under this approach.

10. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, exit load (if any) and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

11. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

12. Risks associated with the investment approach –

    Specific Risk: - In case your date of investment is close to the rebalancing date, your portfolio may run higher costs for the sale transactions undertaken during the rebalancing. Please refer clause 6 Risk Factors for other Risk.

(vii) Non-Discretionary Investment Approach

1. Investment Objective – To generate sustainable returns over medium to long term by making investments which primarily comprise of equity securities.

2. Description of Securities – Under Non-Discretionary Portfolio, client monies would primarily be invested in equity shares and equity linked instruments issued by companies which are listed in India. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Non-Discretionary Portfolio investment approach is based on generating returns by investing in participating instruments of companies which have a proven track record of steady growth in revenues alongside the ability to consistently deliver a return on capital employed in excess of the cost of capital. Hence, under this investment approach, investments are primarily made in equity shares and equity linked instruments issued by companies listed in India. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

4. Allocation of portfolio across types of securities.

Type of security	Allocation in portfolio
Equity and equity linked instruments	>70%
Money market funds / Liquid funds / Bank balance	up to 20%

5. Appropriate Benchmark to compare performance – S & P BSE 500 Total Returns Index.

6. Basis for choice of benchmark – The portfolio companies will be a combination of large cap and small cap companies. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Non-Discretionary Portfolio Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – 3 years to 20 years.

9. Minimum tenure/ Lock-in period/Exit loads – Minimum tenure not applicable under this investment approach. Non-Discretionary Investment Approach shall not be subject to any lock-in period and no levy of exit load on withdrawal of monies being managed under this approach.

10. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, exit load (if any) and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

11. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Negative security list and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

12. Risks associated with the investment approach – Please refer clause 6 Risk Factors for other Risk.

(viii) Investment Approach – Marcellus' Curation – I

1. Investment Objective – To preserve the purchasing power of the Investment Portfolio whilst providing sustainable returns over long periods of time.

2. Description of Securities – Under Marcellus' Curation – I, client monies would primarily be invested in equity shares issued by companies operating in India with proven corporate governance and capital allocation track record. Some part of client monies might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Marcellus' Curation – I investment approach is based on generating returns by investing in participating instruments of companies operating in companies which have a proven track record of corporate governance and generating return on capital in excess of their cost of capital. Hence, under this investment approach, investments are primarily made in equity shares issued by companies listed in India. Some part of client monies might be retained as bank balance in bank account.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Equity	=>95%
Bank balance	up to 5%

5. Appropriate Benchmark to compare performance – S & P BSE 500 Total Return Index.

6. Basis for choice of benchmark – The portfolio will consist of a combination of large cap and small cap companies. Further, the portfolio managers reinvest the dividends received. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Marcellus' Curation – I Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or INR equivalent in Canadian Dollar or any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule. The Portfolio Manager will, however, be at liberty to call for the amounts payable under the tranches ahead of the dates for payment mentioned in the said Schedule by giving a prior written

notice of 10 days to the Client. The Client has the option to pay such amounts ahead of the dates to the Portfolio Manager if he/it deems fit.

8. Indicative tenure or investment horizon – 3 years to 10 years.
9. Minimum tenure – not applicable under this investment approach.

10. Risks associated with the investment approach – Please refer clause 6 Risk Factors for other Risk.

(ix) Investment Approach – MeritorQ Small cap

11. Investment Objective – To generate returns for the Investors through capital appreciation of the stocks held over a period of time. The objective of the Investment Approach will be to generate returns over the medium term, with a moderated volatility while primarily investing in listed equities and also investing in other permissible securities/products in accordance with the Regulations.

12. Description of Securities – Client monies would primarily be invested in equity shares and equity linked instruments issued by Indian companies. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

13. Basis of Selection of type of security – The MeritorQ Small cap approach intends to invest atleast 65% of the portfolio in small cap companies defined as those whose 6-month average market cap is less than the 250th company ranked basis 6-month average market cap. MeritorQ Small cap The approach intends to invest primarily in high quality mid-sized companies which: 1) Are relatively undervalued compared to their free cash flow generation ; 2) Have a demonstrated track record of prudent capital allocation with high profitability and low financial leverage; and 3) Have clean accounts and impeccable corporate governance. To keep some part of client monies in liquid form, such monies are either invested in units of money market funds or liquid fund or they are retained in the bank account in form of bank balance.

14. Allocation of portfolio across types of securities - Client monies would primarily be invested in equity shares and equity linked instruments issued by Indian companies. Some part of client monies might be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account as per the discretion of the Fund Manager.

15. Appropriate Benchmark to compare performance – S & P BSE 500 Total Return Index

16. Basis for choice of benchmark – Most of the portfolio companies are primarily high quality small-mid-sized companies. SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, S&P BSE 500 TRI was considered to be most appropriate.

17. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under MeritorQ Small cap Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than Rs. 50,00,000 (Rupees fifty lakhs) or INR equivalent in Canadian Dollar or any other amount as may be stipulated by the Regulations. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange traded index funds, debt oriented schemes of mutual funds, gilt schemes, bank deposits and other short term avenues for investment.

18. Indicative tenure or investment horizon – 3 years to 10 years.

19. Minimum tenure – not applicable under this investment approach.

20. Risks associated with the investment approach – Please refer clause 6 Risk Factors for other Risk.

5.2 The Portfolio Management Services to be offered shall be as per the following Investment Approaches under Debt Strategy:

(i) Investment Approach – Liquid STP

1. Investment Objective – To invest the client's capital in liquid or overnight funds.

2. Description of Securities – Under Liquid STP, client monies would primarily be invested in units of money market and liquid funds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Liquid STP investment approach is based on investing money in units of liquid funds / overnight funds / debt oriented funds/ money market funds or simply as bank balance till the funds are invested in one of the other investment approaches of Marcellus.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Money market funds / Liquid funds / Gilt schemes/ Debt oriented schemes/ Bank balance	100%

5. Appropriate Benchmark to compare performance – Crisil Composite Bond Fund Index.

6. Basis for choice of benchmark – The portfolio will consist of units of money market and liquid funds. SEBI has prescribed the Portfolio Managers to choose benchmarks

from Nifty Medium to Long Duration Debt Index, CRISIL Credit Index $, CRISIL Composite Bond Fund Index. Out of the options available under regulations, CRISIL Composite Bond Fund Index was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Liquid STP Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than the amount stipulated by the Regulations from time to time. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – Not applicable under this approach

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Liquid STP Approach shall not be subject to any lock in period.

11. Exit loads – Exit loads on withdrawal of monies being managed under this approach shall be agreed upon with each client and specified in more detail in the Marcellus DPMS agreement.

12. Redemptions / Partial withdrawals – Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in Clause 7 of this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Please refer the clause 6 Risk Factor.

5.3 The Portfolio Management Services to be offered shall be as per the following Investment Approaches under Multi Asset Strategy:

(i) Investment Approach – Multi Asset Balanced*

1. Investment Objective – To dynamically allocate across range of asset class through a systematic approach to maximize risk adjusted returns.

2. Description of Securities – Under Multi Asset, client monies would primarily be invested in Mutual funds, ETF, Direct Equities, REITs, INVITs. Debentures, Non-Convertible Debentures and Government Bonds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Multi Asset Balanced investment approach is based on past performance, risk as well as suitability to overall asset allocation scheme.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Open-ended Mutual Funds (Direct Schemes only), ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash	Equity and Equity linked instrument - 0-100%, Gold ETFs - 0-40%, REITs/InVITs- 0-40%, Debt, Debt MF - 0-90%, Bonds/debentures/NCDs - 0-90%,

5. Appropriate Benchmark to compare performance – NSE Multi Asset Index 1 TRI.

6. Basis for choice of benchmark – Investment approach is a Multi Asset Balanced strategy investing through units Mutual Funds, ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash. SEBI has prescribed the Portfolio Managers to choose benchmarks from NSE Multi Asset Index 1, NSE Multi Asset Index 2 and CRISIL Multi Asset Index 3. Out of the options available under regulations, NSE Multi Asset Index 1 was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Multi Asset Balanced Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than the amount stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – Investment horizon will be 5-7 years for investors with a moderate risk appetite

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Multi Asset Investment Approach shall not be subject to any lock-in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – The minimum amount of partial withdrawals shall be at the discretion of the portfolio manager and shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

    Risks associated with the investment approach – Specific Risk - In case of Investment in mutual fund, there exist risk of fund redemption when the fund temporarily stops accepting redemption requests due to lack of liquidity in underlying securities. Please refer clause 6 Risk Factors for other Risk.

    Note: - *The name of the Investment Approach has been changed from Multi Asset to Multi Asset Balanced.

(ii) Investment Approach – Multi Asset Conservative

1. Investment Objective – To dynamically allocate across range of asset class through a systematic approach to maximize risk adjusted returns.

2. Description of Securities – Under Multi Asset, client monies would primarily be invested in Mutual funds, ETF, Direct Equities, REITs, INVITs. Debentures, Non-Convertible Debentures and Government Bonds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Multi Asset Conservative investment approach is based on past performance, risk as well as suitability to overall asset allocation scheme.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio

Open-ended Mutual Funds (Direct Schemes only), ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash	Equity and Equity linked instrument - 0-80%, Gold ETFs - 0-40%, REITs/InVITs- 0-40%, Debt, Debt MF - 0-90%, Bonds/debentures/NCDs - 0-90%,

5. Appropriate Benchmark to compare performance – NSE Multi Asset Index 1 TRI.

6. Basis for choice of benchmark – Investment approach is a Multi Asset Conservative strategy investing through units Mutual Funds, ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash. SEBI has prescribed the Portfolio Managers to choose benchmarks from NSE Multi Asset Index 1, NSE Multi Asset Index 2 and CRISIL Multi Asset Index 3. Out of the options available under regulations, NSE Multi Asset Index 1 was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Multi Asset Conservative Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than the amount stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – Investment horizon will be 5-7 years for investors with a moderate risk appetite

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Multi Asset Investment Approach shall not be subject to any lock-in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – The minimum amount of partial withdrawals shall be at the discretion of the portfolio manager and shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Specific Risk - In case of Investment in mutual fund, there exist risk of fund redemption when the fund temporarily stops accepting redemption requests due to lack of liquidity in underlying securities. Please refer clause 6 Risk Factors for other Risk.

(iii) Investment Approach – Multi Asset Aggressive

1. Investment Objective – To dynamically allocate across range of asset class through a systematic approach to maximize risk adjusted returns.

2. Description of Securities – Under Multi Asset, client monies would primarily be invested in Mutual funds, ETF, Direct Equities, REITs, INVITs. Debentures, Non-Convertible Debentures and Government Bonds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Multi Asset Aggressive investment approach is based on past performance, risk as well as suitability to overall asset allocation scheme.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Open-ended Mutual Funds (Direct Schemes only), ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash	Equity and Equity linked instrument - 0-100%, Gold ETFs - 0-40%, REITs/InVITs- 0-40%, Debt, Debt MF - 0-80%, Bonds/debentures/NCDs - 0-90%,

5. Appropriate Benchmark to compare performance – NSE Multi Asset Index 1 TRI.

6. Basis for choice of benchmark – Investment approach is a Multi Asset Aggressive strategy investing through units Mutual Funds, ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash. SEBI

has prescribed the Portfolio Managers to choose benchmarks from NSE Multi Asset Index 1, NSE Multi Asset Index 2 and CRISIL Multi Asset Index 3. Out of the options available under regulations, NSE Multi Asset Index 1 was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Multi Asset Aggressive Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than the amount stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – Investment horizon will be 5-7 years for investors with a moderate risk appetite

9. Minimum tenure – Not applicable under this investment approach

10. Lock-in period – DPMS Investments managed under Multi Asset Aggressive Investment Approach shall not be subject to any lock-in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – The minimum amount of partial withdrawals shall be at the discretion of the portfolio manager and shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – Specific Risk - In case of Investment in mutual fund, there exist risk of fund redemption when the fund temporarily stops accepting redemption requests due to lack of liquidity in underlying securities. Please refer clause 6 Risk Factors for other Risk.

(iv) Investment Approach – Multi Asset Income

1. Investment Objective – To generate income by investing dynamically across range of asset classes.

2. Description of Securities – Under Multi Asset, client monies would primarily be invested in Mutual funds, ETF, Direct Equities, REITs, INVITs . Under Multi Asset, client monies would primarily be invested in Mutual funds, ETF, Direct Equities, REITs, INVITs. Debentures, Non-Convertible Debentures and Government Bonds and some part might be retained as bank balance in bank account.

3. Basis of Selection of type of security – The Multi Asset investment approach is based on past performance, risk as well as suitability to overall asset allocation scheme.

4. Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Open-ended Mutual Funds (Direct Schemes only), ETFs, Direct Equities, REITs, INVITs and Cash Open-ended Mutual Funds (Direct Schemes only), ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash	Equity and Equity linked instrument - 0-20%, REITs/InVITs- 0-50%, Debt, Debt MF - 0-90%, Bonds/debentures/NCDs - 0-90%

5. Appropriate Benchmark to compare performance – NSE Multi Asset Index 1 TRI.

6. Basis for choice of benchmark – Investment approach is an Income strategy investing through units Mutual Funds, ETFs, Direct Equities, REITs, INVITs, Debentures, Non-Convertible Debentures and Government Bonds and Cash. Because the strategy would predominantly invest in debt or debt like income generating assets, Nifty medium to long term debt index was considered to be most appropriate.

7. Minimum investment – The minimum value of Funds/investments which will be accepted towards initial corpus under Multi Asset Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than the amount stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash. The Portfolio Manager may call for the amount in tranches which shall be detailed in a separate Schedule.

8. Indicative tenure or investment horizon – Investment horizon will be 3-4 years for investors with a conservative risk appetite.

9. Minimum tenure – Minimum tenure not applicable under this investment approach.

10. Lock-in period – DPMS Investments managed under Multi Asset Investment Approach shall not be subject to any lock-in period.

11. Exit loads – There shall be no levy of exit load on withdrawal of monies being managed under this approach.

12. Redemptions / Partial withdrawals – The minimum amount of partial withdrawals shall be at the discretion of the portfolio manager and shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

13. Use of derivatives – The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in the account opening form and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

14. Risks associated with the investment approach – In addition to what we have in our agreement, adding specific risk – In case of Investment in mutual fund, there exist risk of fund redemption when the fund temporarily stops accepting redemption requests due to lack of liquidity in underlying securities.

5.4 The policies for investments in associates/group companies of the Portfolio Manager and the maximum percentage of such investments therein subject to the applicable laws/regulations/ Guidelines

The Portfolio Manager will not invest the funds of the Clients in any Security of an associate or group companies of the Portfolio Manager.

5.5 Details of conflicts of interest related to services offered by group companies or associates of the portfolio manager:

Marcellus Investment Managers Pvt Ltd (Marcellus) has majority interest in Marcellus Capital Partners LLP, Marcellus Distributors LLP and Marcellus International Investment Managers LLC. Marcellus Capital Partners LLP is a registered Investment Advisor under the SEBI (Investment Advisor) Regulation 2013. Marcellus Capital Trust, a SEBI registered category III Alternate Investment Fund (where Marcellus is an Investment Manager and Sponsor) which may offer same or similar services as offered by the Company and to that extent there might be conflict to the extent investment opportunities may be limited. Further, Marcellus Distributors LLP has invested in Marcellus' Curation Investment Approach.

Marcellus has registered with the US Securities and Exchange Commission ("US SEC") as an Investment Advisor. Marcellus has also obtained an exemption from the adviser registration requirement under the Securities Act (Ontario Province of Ontario, Canada).

6. Risk Factors

The investments made in Securities are subject to market risk and there is no assurance or guarantee that the objectives of investments will be achieved, and the Portfolio Manager has no liability for any losses resulting from the Client availing of the Portfolio Management Services. The following are the current risk factors as perceived by management of the Portfolio Manager. This list is not intended to be exhaustive in nature and is merely intended to highlight certain risks that are associated with investing in Securities:

(1) Investment in equities, derivatives and mutual funds and Exchange Traded Index Funds are subject to market risks and there is no assurance or guarantee that the objective of investments will be achieved.

(2) As with any investment in Securities, the Net Asset Value of the portfolio can go up or down depending upon the factors and forces affecting the capital markets.

(3) The performance of the portfolio may be affected by changes in Government policies, general levels of interest rates and risks associated with trading volumes, liquidity and settlement systems in equity and debt markets.

(4) The past performance of the Portfolio Manager does not indicate its future performance. Investors are not being offered any guaranteed returns.

(5) The performance of the Assets of the Client may be adversely affected by the performance of individual Securities, changes in the marketplace and industry specific and macro-economic factors. The investment approaches are given different names for convenience purpose and the names of the approaches do not in any manner indicate their prospects or returns.

(6) Investments in debt instruments and other fixed income securities are subject to default risk, liquidity risk and interest rate risk. Interest rate risk results from changes in demand and supply for money and other macroeconomic factors and creates price changes in the value of the debt instruments. Consequently, the Net Asset Value of the portfolio may be subject to fluctuation.

(7) Investments in debt instruments are subject to reinvestment risks as interest rates prevailing on interest amount or maturity due dates may differ from the original coupon of the bond, which might result in the proceeds being invested at a lower rate.

(8) The Portfolio Manager may invest in non-publicly offered debt securities and unlisted equities. This may expose the Client's portfolio to liquidity risks.

(9) Engaging in Securities lending is subject to risks related to fluctuations in collateral value/settlement/liquidity/counter party. The Portfolio Manager may use derivatives instruments like index futures, stock futures and options contracts, warrants, convertible securities, swap agreements or any other derivative instruments for the purpose of hedging and portfolio balancing, as permitted under the Regulations and guidelines. Usage of derivatives will expose the Portfolio to certain risks inherent to such derivatives. As and when the Portfolio Manager deals in the derivatives market on

behalf of the Client, there are risk factors and issues concerning the use of derivatives that investors should understand.

(10) Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but of the derivative itself.

(11) Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price or interest rate movements correctly. There is the possibility that a loss may be sustained by the portfolio as a result of the failure of another party (usually referred to as the "counter party") to comply with the terms of the derivatives contract. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.

(12) Re-investment 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 reinvested may be lower than that originally assumed.

(13) There are inherent risks arising out of investment objectives, investment approach, asset allocation and non-diversification of portfolio.

(14) Prepayment risk: there may be unscheduled return of principal on a particular Security, which may result in a reinvestment risk.

(15) Credit Risk: Credit risk or default risk refers to the risk that an issuer of a fixed income Security may default 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 any actual event of default.

(16) The Net Asset Value may be affected by changes in settlement periods and transfer procedures.

(17) Risks related to index linked securities: Performance of the reference index will have a direct bearing on the performance of the strategy. In the event the reference index is dissolved or withdrawn by the Index Provider; in case of Securities such as debentures, the debenture trustees upon request by the issuer may modify the terms of issue of the debentures so as to track a different and suitable index. Tracking errors are also inherent in any equity linked security and such errors may cause the equity index-linked security to generate returns which are not in line with the performance of the reference index or one or more Securities covered and/or included in the reference index.

(18) Risks pertaining to investments in Gold ETF's will be as provided in the disclosure document of the Portfolio Management Services. However, some of the specific risks may include market risks, currency risks, counter party risk, liquidity risk and loss of physical gold.

(19) Currency Exchange Rate Risk: The Client's portfolio 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 price of the Client's portfolio Securities or in foreign exchange rates or prevent losses if the prices of these Securities should decline. Performance of the Client's Portfolio may be strongly influenced by movements in foreign exchange rates because currency positions held by the Client's portfolio may not correspond with the Securities positions held.

(20) In case of investments in mutual fund, the Client bear the recurring expenses of the Portfolio Manager in addition to the expenses of the underlying mutual fund schemes. Hence, the Client may receive lower pre-tax returns compared to what the Client may have received had he invested directly in the underlying Securities of the mutual fund schemes.

(21) After accepting the corpus for management, the Portfolio Manager may not get an opportunity to deploy the same or there may be a delay in deployment. In such a situation the Client may suffer opportunity loss without any indemnity for such opportunity loss by the Portfolio Manager.

(22) Spread risk: Investments in corporate bonds are exposed to the risk of widening of the Spread between corporate bonds and gilts. Prices of corporate bonds tend to fall if this spread widens which will affect the Strategy accordingly.

(23) Liquidity or Marketability Risk: This refers to the ease with which a security can be sold at or near to its valuation yield-to-maturity (YTM). The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer.

(24) Risks related to Special Situations: Special situation trades are subject to all risks under equity; however, in certain cases the risks can be specific as are mentioned: (i) The promoter may choose not to accept the discovered prices (ii) Regulatory hurdles may delay any specific corporate action.

(25) Risk Associated with Securitized Debt: Securitized debt may suffer credit losses in the event of the delinquencies and credit losses in the underlying pool exceeding the credit enhancement provided. As compared to the normal corporate or sovereign debt, securitized debt is normally exposed to a higher level of reinvestment risk.

(26) Risk factor specifically while using Options: The Portfolio Manager might buy options to enhance yield. In buying options the profit potential is unlimited, whereas the maximum risk is the premium paid to buy the options. The Portfolio Manager may use Derivatives instruments like equity futures & options, or other Derivative instruments as permitted under the Regulations and guidelines. Usage of Derivatives will expose the strategies to liquidity risk, open position risk, and opportunities risk etc. Such risks include the risk of mispricing or improper valuation and the inability of Derivatives to correlate perfectly with underlying assets, rates and indices. In case of the Derivative strategies, it may not be possible to square off the cash position against the corresponding Derivative position at the exact closing price available in the Value Weighted Average Period.

(27) Risk factors associated with Derivatives: Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the Investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of the strategies to be pursued by the Portfolio Manager involve uncertainty and the decision of Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager will be able to identify or execute such strategies. The risks associated with

the use of Derivatives are different from or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Trading in derivatives has the following risks: (i) An exposure to Derivatives in excess of the hedging requirements can lead to losses. (ii) An exposure to Derivatives, when used for hedging purpose, can also limit the profits from a genuine investment transaction. (iii) Derivatives carry the risk of adverse changes in the market price. (iv) Illiquidity Risk i.e. risk that a Derivative trade may not be executed or reversed quickly enough at a fair price, due to lack of liquidity in the market.

(28) The risks of investing in equity instruments include share price falls, receiving no dividends or receiving dividends lower in value than expected. They also include the risk that a company restructure may make it less profitable.

(29) Equity instruments face market volatility risk: Stock market tends to be very volatile in the short term. Even if fundamentals of the underlying companies do not materially change in the short term, volatility in the broader stock market can result in volatility in share prices of stocks forming part of the Client's portfolio.

(30) Equity instruments face fundamental risk: If fundamentals of the companies chosen by the Portfolio Manager deteriorate over time, there is no guarantee or assurance that the Portfolio Manager's analysts and fund managers will be able to identify such deterioration in fundamentals and take appropriate action in a timely manner which could lead to higher volatility and a lower return from the portfolio companies.

(31) Equity instruments face macro-economic and geo-political risks: Sudden changes to the macro-economic and geo-political environment within which Portfolio Manager's companies operate, could lead to increase in volatility of share prices of these companies.

(32) Operational and IT Risk: there may be risks related to the exposure to loss due to human error or fraud, or from a system of internal controls that fails to adequately record, monitor and account for transactions or positions. There may also be risks related to hardware and software failure, human error, spam, viruses and malicious attacks, as well as natural disasters such as fires, cyclones or floods and other force majeure events.

(33) The Portfolio Manager has multiple Investment Approach(s), funds and advisory mandates that run simultaneously. As such there may be a risk that investment opportunities in toto may not be offered to the investors of a particular approach, fund or mandate. To that extent, potential returns from the opportunity might be curtailed. The Portfolio Manager may run the same approach in different formats for different investors and to that extent available investment opportunities might be shared with such other investors.

(34) 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.

(35) 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.

(36) 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.

(37) 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.

(38) 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.

(39) 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.

(40) 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.

(41) The Portfolio Manager shall not responsible, if the AMC/ fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 1996 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes

(42) 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 monitory 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.

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

(44) 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.

(45) 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.

(46) 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.

(47) The Portfolios may invest in its Associates/ Related Parties relating to portfolio management services and thus conflict of interest may arise while investing in securities of the Associates/Related Parties of the Portfolio Manager. Portfolio Manager shall

ensure that such transactions shall be purely on arms' length basis and to the extent and limits permitted under the Regulations. Accordingly, all market risk and investment risk as applicable to securities may also be applicable while investing in securities of the Associates/Related Parties of the Portfolio Manager.

7. Nature of Expenses

The nature of expenses will be as specified in the Annexure hereto.

(i) ***Portfolio Management Fee*:**

Consistent Compounders

Portfolio Management Fee charged may be a Fixed Fee or a return-based fee (Performance Fee) or a combination of both. Fixed fees charged to clients will range from 10 BPS to 250 BPS per annum. The Portfolio Manager also intends to charge Performance Fees which will kick in after a Hurdle Rate of Return ranging from 6% (six percent) to 12% (twelve percent) per annum is achieved. The Portfolio Manager intends to claim between 10%-40% (ten percent to forty percent) of the upside generated over and above the Hurdle Rate of Return agreed with the Client. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Marcellus PMS Agreement.

Little Champs

Portfolio Management Fee charged may be a Fixed Fee or a return-based fee (Performance Fee) or a combination of both. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. The Portfolio Manager intends to charge Performance Fees which will kick in after a Hurdle Rate of Return ranging from 6% (six percent) to 12% (twelve percent) per annum is achieved. The Portfolio Manager also intends to charge Performance Fees between 10-50% (ten to fifty percent) of the upside generated net of fixed fee. All specifics of Portfolio Management Fee would be agreed with each Client and set out in more detail in the Fee Schedule of the Marcellus DPMS Agreement. All specifics of Portfolio Management Fee for Little Champs Investment Approach would be agreed with each Client and set out in more detail Fee Schedule of the Marcellus PMS Agreement.

Kings of Capital

Portfolio Management Fee charged may be a Fixed Fee or a return-based fee (Performance Fee) or a combination of both. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. The Portfolio Manager also intends to charge Performance Fees which will kick in after a Hurdle Rate of Return ranging from 6% to 12% per annum is achieved. The Portfolio Manager intends to claim between 10 -50 % (ten percent to fifty percent) of the upside generated over and above the Hurdle rate of return agreed with the Client. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Marcellus PMS Agreement.

Marcellus' Curation

Portfolio Management Fee charged may be a Fixed Fee or a return-based fee (Performance Fee) or a combination of both. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. The Portfolio Manager also intends to charge Performance Fees which will kick in after a Hurdle Rate of Return ranging from 5% (ten percent) to 50% (fifty percent) per annum is achieved. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Marcellus PMS Agreement.

Liquid STP

Portfolio Management Fee charged may be a Fixed Fee or a return-based fee (Performance Fee) or a combination of both. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. The Portfolio Manager also intends to charge Performance Fees between 10-50% of the upside generated net of fixed fee. All specifics of Portfolio Management Fee for Liquid STP Investment Approach would be agreed with each Client and set out in more detail in the Marcellus PMS Agreement.

Non-Discretionary Portfolio

Portfolio Management Fee charged may be a fixed fee or a return-based fee or a combination of both. Fixed fees charged to clients will range from 10 BPS to 250 BPS per annum. The Portfolio Manager also intends to charge performance fees which will kick in after a hurdle rate ranging from 6% (six percent) to 12% (twelve percent) per annum. The Portfolio Manager intends to claim between 10%-50% (ten percent to fifty percent) of the upside generated over and above the hurdle rate agreed with the client. All specifics of Portfolio Management Fee for Non-discretionary portfolio Investment Approach would be agreed with each Client and set out in more detail in the Marcellus PMS Agreement.

Marcellus Rising Giants

Portfolio Management Fee charged may be a fixed fee or a return-based fee or a combination of both. Fixed fees charged to clients up to 2.5% (two and half percent) per annum. The Company also intends to charge performance fees which will kick in after a hurdle rate ranging from 6% (six percent) to 10% (ten percent) per annum (Phase 1). The Company also intends to charge performance fees (Phase 2) which will kick in if the return (before charging performance fee- Phase 1 or 2) is above the BSE S&P 500 TRI rate of return for the relevant performance period and is also above the agreed hurdle rate The Portfolio Manager intends to claim between 5%-25% (five percent to twenty five percent) of the upside generated over and above the hurdle rate/BSE S&P 500 TRI benchmark rate agreed with the client. All specifics of Portfolio Management Fee for Rising Giants

Investment Approach would be agreed with each Client and set out in more detail in the Marcellus PMS Agreement.

MeritorQ

Portfolio Management Fee charged will be a Fixed Fee. Fixed fees charged to clients will range from 10 BPS to 250 BPS per annum. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Marcellus PMS Agreement.

Marcellus Curation – I

Portfolio Management Fee charged shall be a Fixed Fee. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Agreement.

Multi Asset (including Conservative, Balanced, Aggressive and Income Investment Approach).

Portfolio Management Fee charged shall be a Fixed Fee. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Agreement.

MeritorQ Small cap

Portfolio Management Fee charged shall be a Fixed Fee. Fixed fees charged to clients will range from 10 BPS to 300 BPS per annum. All specifics of Portfolio Management Fee for an Investment Approach would be agreed with each Client and set out in more detail in the Fee Schedule of the Agreement.

(ii) ***Custodian fee***

These charges relate to the opening and maintenance of Depository Accounts and/or custody fee and charges paid to the Custodian and/or Depository Participant, dematerialization of scrips, Securities lending and borrowing and their transfer charges in connection with the operation and management of the Client's portfolio account and is expected to be in the range of 1-25 BPS.

(iii) ***Fund accounting* charges:**

Up to 5 BPS.

(iv) ***Registrar and transfer agent fee***

This is fee payable to the Registrar and Transfer Agent for giving effect to transfers of Securities and may *inter alia* include stamp duty costs, courier, post and notary charge and is expected to be in the range of 10 BPS.

(v) ***Brokerage and transaction cost***

These are amounts payable to the broker for opening of an account, execution of transactions on the stock exchange or otherwise for the transfer of Securities and may inter alia include service charges, stamp duty costs, GST, STT etc. and is expected to be in the range of 10 BPS.

(vi) ***Goods and Service Tax***

As applicable from time to time, charged over and above all fees and charges billed to the Client.

(vii) ***Depository Charges*****:** As may be applicable from time to time.

(viii) ***Bank Charges:*** As may be applicable at actuals.

(ix) ***Stamp duty:*** As may be applicable at actuals.

(x) ***Legal costs and professional fees:*** Costs incurred for documentation, certifications, attestation and instituting or defending legal suits, audit fees and other similar charges.

(xi) ***Incidental expenses:*** Charges in connection with day to day operations like courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank account or any other out of pocket expenses as may be incurred by the Portfolio Manager in the course of discharging his duties to the Client.

(xii) Portfolio Manager shall not charge any fees to Clients at the time of onboarding except the specific charges applicable for execution of the agreement and related documents for account opening.

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

8. Taxation

A. General

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

B. Tax deducted at source

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

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

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

C. Dividend Income

Till FY 2019−20, dividends declared by Indian companies were exempt from tax in the hands of the Investors under section 10(34) of the Income Tax Act, 1961. Indian companies would be liable to pay Dividend Distribution Tax (DDT) at the effective rate of 20.56% for F.Y.2019−20 of the dividends at the time of distributing dividends to the investors. However, Finance Act 2020 has shifted the burden of taxation on the recipients and accordingly they will be taxed at the applicable income slab rates at an individual level from FY 2020−21 onwards. Further, as per Finance Act, 2025 such dividends received by a recipient will also attract tax deduction at source (TDS) by the dividend declaring company as per the applicable rates issued from time to time, if the dividend amount exceeds INR 10,000 in a financial year. Further, dividends declared by all mutual funds are also taxable in the hands of Investors in the same manner. Dividend income earned by non- resident Indian ('NRI') are taxable at 20% plus applicable surcharge and cess.

D. Interest Income

Any income in the nature of interest income would be subject to tax at the applicable income slab rates. Investments made by non- resident Indian ('NRI') individual investors are entitled to be governed by the special tax provisions under Chapter XII−A of the Income Tax Act, 1961 and if the NRI investors opt to be governed by these provisions under the Income Tax Act, 1961, the interest income from specified assets (which includes debentures issued by public companies) would be taxable at the rate of 28.496% (20%+37%+4%) under old regime or 26% (20%+25%+4%) under new regime on gross basis.

E. <u>Long term capital gains</u>

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

Period of Holding

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

Securities	**Position upto 22 July 2024 Period of Holding**	**Position on or after 23 July 2024 Period of Holding**	**Characterization**
Listed Securities (other than unit) and unit of equity oriented mutual funds, unit of UTI, zero coupon bonds	More than twelve (12) months	More than twelve (12) months	Long-term capital asset
	Twelve (12) months or less	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) months	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) or less	Twenty-four (24) or less	Short-term capital asset
Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture)	More than Thirty-six (36) months	More than twenty-four (24) months	Long-term capital asset
	Thirty-six (36) months or less	Twenty-four (24) or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Any period	Short-term capital asset
Unlisted bond or unlisted debenture	More than 36 months		Long-term capital asset
	36 months or less	Any period	Short-term capital asset

- **Definition of Specified Mutual Fund:**

Before 1st April 2025:

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

On and after 1st April 2025:

"Specified Mutual Fund" means, —

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

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

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

- **Definition of Market Linked Debenture:**

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

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

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

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

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

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

Specifically in case of long term capital gains arising on sale of shares or units acquired originally as unlisted shares/units upto 31 January 2018, COA is substituted with the "indexed COA" (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognized stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer.
The CBDT has clarified that 10% withholding tax will be applicable only on dividend income distributed by mutual funds and not on gain arising out of redemption of units.

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

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

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

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

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

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

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

F. <u>Short term capital gains</u>

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

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

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

G. <u>Deemed sale consideration on sale of unquoted shares</u>

Gains arising on buy-back of shares by company

For buybacks that are carried out before 1st October 2024, as per the section 10(34A) of the IT Act, gains arising on buy-back of shares (including shares listed on a recognized stock exchange) are exempt in the hands of investors. However, as per section 115QA of the IT Act, a tax at the rate of 20% (plus applicable surcharge and health and education cess) is payable by an Indian company on distribution of income by way of buy-back of its shares if the buy-back is in accordance with the provisions of the Companies Act. Such distribution tax is payable on the difference between consideration paid by such Indian company for the purchase of its own shares and the amount that was received by the Indian investee company at the time of issue of such shares, determined in the manner prescribed. In this regard, Rule 40BB of IT Rules provide for mechanism for determining the amount received by the Indian company in respect of issue of shares.

Note: For buy-backs that are carried out on or after 1st October 2024, the amount paid by a domestic company on buy-back of shares should be taxed as deemed dividend in the hands of the shareholders. The cost of acquisition of the bought back shares should be treated as Capital Loss in the hands of the shareholder. The shareholder will be eligible to set off the capital loss (equivalent to the cost of acquisition of shares)

H. <u>Profits and gains of business or profession</u>

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

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

I. <u>Losses under the head capital gains/business income</u>

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

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

J. Bonus Stripping

In case of units purchased within a period of 3 months prior to the record date (for entitlement of bonus units) and sold/transferred/redeemed within 9 months after such date, the loss arising on transfer of original units shall be ignored for the purpose of computing the income chargeable to tax. The loss so ignored shall be deemed as cost of acquisition of such bonus units

K. Securities Transaction Tax

Delivery based purchases and sales of equity shares traded on recognized Indian stock exchanges are subject to STT at the rate of 0.1% on the transaction value of purchase or sale. Further, STT @ 0.2% on the transaction value is also leviable on sale of unlisted equity shares under an offer for sale to the public included in an initial public offer and where such shares are subsequently listed on a stock exchange. STT is levied on the seller @ 0.025% on the sale of equity share in a company or unit of an equity oriented mutual fund for transaction executed in recognised stock exchange, settled otherwise than by actual delivery.

L. General Anti Avoidance Rules (GAAR)

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

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

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

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

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

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

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

M. Tax Treaty Benefits for non-resident investors

As per Section 90(2) of the Income Tax Act, 1961, the provisions of the Act would apply to the extent they are more beneficial than the provisions of the Double Taxation Avoidance Agreement ('Treaty') between India and the country of residence of the non−resident investor (subject to General Anti-Avoidance Rule (GAAR) provisions and to the extent of availability of Treaty benefits to the non−resident investors). However, no assurance can be provided that the Treaty benefits will be available to the non−resident investor, or the terms of the Treaty will not be subject to amendment or reinterpretation in the future.

The taxability of such income of the non−resident investor, in the absence of Treaty benefits or from a country with which India has no Treaty, would be as per the provisions of the Income Tax Act, 1961.

N. Tax Residency Certificate

Section 90(4) of the IT Act provides that in order to claim Tax Treaty benefits; the offshore investor has to obtain a TRC as issued by the foreign tax authorities. Further, the offshore investor should be required to furnish such other information or document as prescribed. In this connection, the CBDT vide its notification dated August 1, 2013 amended Rule 21AB of the IT Rules prescribing certain information in Form No 10F to be produced along with the TRC, if the same does not form part of the TRC.
The details required to be furnished are as follows:

i. Status (individual, company, firm, etc.) of the assessee:
ii. Nationality {in case of an individual) or country or specified territory of incorporation or registration (in case of others);
iii. Assessee's Tax Identification number in the country or specified territory of resident and in case there is no such number, then, a unique number on the basis of which the person is identified by the Government of the country or the specified territory of which the assessee claims to be a resident;
iv. Period for which the residential status, as mentioned in the TRC, is applicable, and

v. Address of the assessee in the country or specified territory outside India, during the period for which the certificate is applicable.

The additional information prescribed above may not be required to be provided if it already forms a part of the TRC.

O. FATCA Guidelines

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

a) the name, address, taxpayer identification number and date and place of birth;
b) where an entity has one or more controlling persons that are reportable persons:
    a. the name and address of the entity, TIN assigned to the entity by the country of its residence; and
    b. 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).

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

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

9. Accounting Policies

The following accounting policy are followed for the portfolio investments of Client:

A. Client Accounting

(1) The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under Regulations. Proper books of accounts, records, and documents shall be maintained to explain transactions and disclose the financial position of the Client's Portfolio at any time.

(2) The books of account of the Client shall be maintained on an historical cost basis.

(3) Transactions for purchase or sale of investments shall be recognised as of the trade date and not as of the settlement date, so that the effect of all investments traded during a Financial Year are recorded and reflected in the financial statements for that year.

(4) All expenses will be accounted on due or payment basis, whichever is earlier.

(5) The cost of investments acquired or purchased shall include brokerage, stamp charges and any charges customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment. Sales are accounted based on proceeds net of brokerage, stamp duty, transaction charges and exit loads in case of units of mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transaction would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.

(6) Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

B. Recognition of portfolio investments and accrual of income

(7) In determining the holding cost of investments and the gains or loss on sale of investments, the "first in first out" (FIFO) method will be followed.

(8) Unrealized gains/losses are the differences, between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.

(9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.

(10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.

(11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.

(12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.

(13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

C. **Valuation of portfolio investments**

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

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

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

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

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

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

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

10. Investors Services

(i) *Details of investor relation officer who shall attend to the investor queries and complaints is mentioned herein below:*

Name of the person	Pritesh Panchal
Designation	Client Relation Officer
Address	Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala MIDC, Mumbai- 400093, Maharashtra, India
Email	grievance@marcellus.in;
Telephone	0806-9199-400

(ii) *Grievance redressal and dispute settlement mechanism:*

- The personnel/s of the Portfolio Manager as listed above will attend to and address any Client query / concern / grievance in accordance with the grievance redressal mechanism as per applicable Laws.

- In case the Client is not satisfied with the redressal by the Portfolio Manager or otherwise, the Client may lodge a complaint on SEBI's web-based complaints redress system (SCORES) at https://scores.gov.in/scores/Welcome.html

- After exhausting the aforesaid mentioned options for resolution of the grievance, if the Client is still not satisfied with the outcome they can initiate dispute resolution mechanism that includes mediation and / or conciliation and / or arbitration, through the Online Dispute Resolution Portal (ODR Portal) at https://smartodr.in/login in accordance with the procedure specified by SEBI vide SEBI circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), on "Online Resolution of Disputes in the Indian Securities Market". A copy of the said SEBI circular is here – https://www.sebi.gov.in/legal/master-circulars/aug-2023/online-resolution-of-disputes-in-the-indian-securities-market_75220.html and also available on https://marcellus.in/.

11. Details of the diversification policy of the Portfolio Manager

Marcellus has a bottom-up fundamentals-oriented philosophy where the list of portfolio companies is formed basis the resilience of fundamentals (as one of the many factors) of the respective companies against various external headwinds such as macro-economic factors, competitive intensity etc. This reliance in portfolio fundamentals provides the biggest source of downside protection against volatility in the external operating environment. For managing diversification risk and to reduce the exposure of massive drawdown of a single stock, Marcellus investment in different types of stocks and accordingly curates the portfolio. We can have stocks ranging from 5 to 30 in a portfolio basis client requirement. Average number of stocks in our portfolio is around 12-15 stocks per portfolio. Marcellus doesn't have sector-based diversification boundary. We can have a portfolio which has 100% allocation in as few as two or three sectors.

Part – II – Dynamic Section

12. Client Representation

The client representation as on 31st December 2025

Category of client	No. of clients	Funds Managed (Rs. Cr)	Discretionary / Non-discretionary (if applicable)
Associate / Group company (Last 3 years)			
As on 31st March 2023	1	2.2	Discretionary
As on 31st March 2024	1	2.71	Discretionary
As on 31st March 2025	1	32.03	Discretionary
As on 31st December 2025	1	6.27	Discretionary
Others (Last 3 years)			
As on 31st March 2023	8,291	8,910.03	Discretionary
As on 31st March 2024	5,862	7,193.50	Discretionary
As on 31st March 2025	3785	4557.73	Discretionary
As on 31st December 2025	2592	3074.82	Discretionary

Category of client	No. of clients	Funds Managed (Rs. Cr)	Discretionary / Non-discretionary (if applicable)
Associate / Group company Last 3 years	NIL	NIL	Non – Discretionary
Others (last 3 years)			
As on 31st March 2023	34	109.51	Non – Discretionary
As on 31st March 2024	17	83.51	Non – Discretionary
As on 31st March 2025	10	57.16	Non – Discretionary
As on 31st December 2025	8	54.37	Non – Discretionary

Category of client	No. of clients	Funds Managed (Rs. Cr)	Discretionary / Non-discretionary (if applicable)
Associate / Group company Last 3 years	NIL	NIL	Advisory
Others (last 3 years)			
As on 31st March 2023	03	1760.43	Advisory
As on 31st March 2024	03	1,006.76	Advisory

As on 31st Marh 2025	03	266.54	Advisory
As on 31st December 2025	02	129.27	Advisory

Disclosure regarding transactions with related parties:

Related party transaction with directors and KMP in the ordinary course of business:

Transaction during the period with related parties: -

I Directors/Key Managerial Personnel

Saurabh Mukherjea	Director
Pramod Gubbi	Director
Rakshit Ranjan	Director
Sudhanshu Nahta	Director
Pankaj Gupta	Chief Financial Officer
Rashmi Chauhan	Company Secretary

II Significant Control

Name Of Entity	Relationship
Marcellus Capital Partners LLP	Subsidiary
Marcellus Distributors LLP	Subsidiary
Marcellus International Investment LLC	Wholly Owned Subsidiary
Marcellus Global Compounders Fund	AIF
Marcellus Rising Giants Fund	AIF

III **Relatives of Directors and Key Managerial Persons**

Name Of Person	Relationship
Kapildev Verma	Spouse of Rashmi Chauhan
Prasanta Nirmal Mukhopadhyay and Chaitali Mukhopadhyay	Parents of Saurabh Mukherjea
Sarbani Mukherjea	Spouse of Saurabh Mukherjea
Jayaprakash Gubbi and Dayamaye Prakash	Parents of Pramod Gubbi
Prashanth Gubbi	Brother of Pramod Gubbi
Kewal Krishnan Ranjan and Savita Ranjan	Parents of Rakshit Ranjan
Roohani Ranjan	Spouse of Rakshit Ranjan

III Transactions during the period with related parties

Nature of Transactions	During FY2024-25 (Rs in Lakhs)	During FY2023-24 (Rs in Lakhs)

Remuneration		
Saurabh Mukherjea	398.47	111.10
Sudhanshu Nahta	102.95	73.20
Pramod Gubbi	185.34	145.02
Rakshit Ranjan	174.66	136.52
Pankaj Gupta	70.02	56.33
Rashmi Chauhan	33.64	27.19
Kapildev Verma	24.64	24.86
Reimbursements of expense (Rs in Lakhs)		
Saurabh Mukherjea		
Reimbursement Expenses Booked	22.20	10.69
Reimbursement Expenses Paid	25.36	9.08
Sudhanshu Nahta		
Reimbursement Expenses Booked	5.55	7.13
Reimbursement Expenses Paid	5.55	9.39
Pramod Gubbi		
Reimbursement Expenses Booked	1.14	3.44
Reimbursement Expenses Paid	0.87	3.44
Rakshit Ranjan	-	
Reimbursement Expenses Booked	2.70	2.13
Reimbursement Expenses Paid	2.83	2.58
Rashmi Chauhan	-	
Reimbursement Expenses Booked	0.30	-
Reimbursement Expenses Paid	0.30	-
Pankaj Gupta	-	
Reimbursement Expenses Booked	0.40	12.55
Reimbursement Expenses Paid	0.26	12.55
Kapildev Verma	-	
Reimbursement Expenses Booked	0.10	8.50
Reimbursement Expenses Paid	0.10	8.50

Sar Issued		
Saurabh Mukherjea		
Sudhanshu Nahta		
Pramod Gubbi	8.98	25.42

Buyback of Shares		
Sudhanshu Nahta	151.80	-
Pramod Gubbi	182.16	-
Rashmi Chauhan	5.06	-
Kapildev Verma	5.06	-

ESOP Expenses		
Saurabh Mukherjea	-	34.74
Rashmi Chauhan	3.90	3.71
Kapildev Verma	2.43	3.47

Fund Expenses		
Marcellus Global Compounders Fund	3.12	-

Investment in AIF		
Marcellus Global Compounders Fund (Investment)	383.04	-

Investment in Subsidiaries Transactions		
Marcellus Capital Partners LLP	150.00	-
Marcellus Distributors LLP	3030.00	1500.00
Marcellus International Investment LLC	211.88	- -

Investment & Profit Withdrawn from Subsidiaries Transactions		
Marcellus Distributors LLP	41.54	1500.00

Payment Made on behalf of Related Parties		
Marcellus Capital Partners LLP	0.02	0.02
Marcellus Distributors LLP	21.60	3.03
Marcellus Rising Giants Funds	254.88	54.00
Marcellus International Investment LLC	10.66	0.00

PMS Revenue Transaction (Rs in Lakhs)		
Saurabh Mukherjea	0.80	0.81
Prasanta Nirmal Mukhopadhyay and Chaitali Mukhopadhyay	0.30	0.26
Pramod Gubbi	0.73	0.56
Gubbi Chikkamallappa Jayaprakash & Dayamaye Prakash	0.42	0.85
Prashanth Gubbi Jayaprakash; Swetha Prashanth Gubbi	0.14	0.66
Rakshit Ranjan	0.78	1.67
Kewal Krishan Ranjan	1.21	1.49
Roohani Ranjan	0.16	-
Savita Ranjan	0.13	-
Marcellus Distributors LLP	4.95	0.55
Marcellus Global Compounders Fund	1.13	-
Marcellus Rising Giants Funds	333.66	559.74

Sale of Laptop(Rs in Lakhs)		
Saurabh Mukherjea	-	0.08
Pankaj Gupta	-	0.08
Kapildev Verma	0.08	-
Rashmi Chauhan	0.08	-

Expenses cross charged to Marcellus Capital Partners LLP (Rs in Lakhs)		
Salary & Incentives	16.25	13.71
Software Subscription	0.50	0.48
Rent	7.83	6.21
Communication Expenses	0.03	0.00
Travelling Expenses	1.49	-
Total	**26.10**	**20.40**

Expenses cross charged to Marcellus Distributors LLP (Rs in Lakhs)		
Salary & Incentives	1.16	-

Software Subscription	0.01	-
Rent	0.09	-
Total	**1.26**	**-**

(Receivable)/ Payable/ Investment as at Balance sheet date

Particulars	**As at March 31, 2024 (Rs. in Lakhs)**	**As at March 31, 2023 (Rs. in Lakhs)**
Directors/KMP Remuneration payable (Gross Amount)		
Rashmi Chauhan	3.62	3.15
Pankaj Gupta	7.50	6.53
Remuneration Payable to Related Party (Gross Amount)		
Kapil Verma	2.31	3.15
Reimbursement Payable		
Saurabh Mukherjea	3.23	1.62
Sudhanshu Nahta	-	2.26
Rakshit Ranjan	0.16	0.60
Unbilled Revenue		
Saurabh Mukherjea	0.21	0.19
Rakshit Ranjan	0.37	0.30
Pramod Gubbi	0.15	0.13
Marcellus Rising Giants Funds	105.36	179.48
Prasanta Nirmal Mukhopadhyay and Chaitali Mukhopadhyay	0.07	0.00
Dayamaye Prakash	0.49	0.00
Prashanth Gubbi	0.49	0.03
Marcellus Distributors LLP	0.16	0.14
ESOP Outstanding as on 31/03/2024		
Rashmi Chauhan	8.50	4.79
Kapildev Verma	8.25	4.79
Saurabh Mukherjea	34.74	0.00
Receivable from AIF (payment made on their behalf)	1.76	0.00
Receivable from Subsidiaries (Payment made on their Behalf)		
Marcellus Capital Partners LLP	48.00	33.96

Marcellus Distributors LLP	3.90	0.87
Marcellus Capital Partners LLP (Investment)	200.99	200.99
Marcellus Distributors LLP (Investment)	228.42	228.42

Note: Marcellus is an Investment Manager and Sponsor to Marcellus Capital Trust, a SEBI registered category III Alternate Investment Fund and receives the Management Fees.

13. Appointment of Custodian

The Portfolio Manager may appoint a custodian for its Portfolio Management Services. Currently, Kotak Mahindra Bank Limited, HDFC Bank Limited, ICICI Bank Limited and Axis Bank Limited are appointed as custodians.

14. Financial performance of Portfolio Manager (based on audited financial statements)

Particulars	Year ended 31-Mar-2025 (Rs. In Lakhs)	Year ended 31-Mar-2024 (Rs. In Lakhs)
Total Income	9,902.74	14,556.74
Profit / (Loss) for the year	789.58	3,078.46
Paid up capital	530.33	538.00
Reserves & surplus	18,141.07	17,991.71
Net worth	16,860	18,529.70

15. 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.

1) CONSISTENT COMPOUNDERS INVESTMENT APPROACH:

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Consistent Compounders	-11.12%	23.73%	3.49%	5.88
Nifty 50 Total Returns Index	0.59%	30.08%	6.65%	12.21

#Table above shows performance of Marcellus Consistent Compounders Investment Approach calculated on TWRR basis.

2) LITTLE CHAMPS INVESTMENT APPROACH:

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Little Champs	-14.85%	0.29%	5.74%	5.53
BSE S&P 500 Total Returns Index	-0.91%	40.16%	5.96%	12.57

Table above shows performance of Marcellus Little Champs Investment Approach calculated on TWRR basis.

3) KINGS OF CAPITAL INVESTMENT APPROACH:

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Kings of Capital	-10.31%	19.10%	20.02%	4.54
Nifty 50 Total Returns Index	0.59%	30.08%	6.65%	12.21

Table above shows performance of Marcellus Kings of Capital Investment Approach calculated on TWRR basis.

4) MARCELLUS CURATION INVESTMENT APPROACH

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Marcellus Curation	-15.06%	17.87%	4.36%	2.44
BSE S&P 500 Total Returns Index	-0.91%	40.16%	5.96%	12.57

Table above shows the performance of Marcellus Curation Investment Approach calculated on TWRR basis.

5) NON-DISCRETIONARY

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – NDPMS	-14.38%	20.45%	9.35%	5.22
BSE S&P 500 Total Returns Index	-0.91%	40.16%	5.96%	12.57

Table above shows performance of Marcellus NDPMS calculated on TWRR basis.

6) LIQUID STP INVESTMENT APPROACH

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Liquid STP	1.20%	2.55%	3.94%	3.04
CRISIL Composite Bond Fund Index	3.80%	8.26%	8.79%	4.21

Table above shows the performance of Marcellus Liquid STP Investment Approach calculated on TWRR basis.

7) MARCELLUS RISING GIANTS INVESTMENT APPROACH

Performance	From 01-04-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Rising Giants	-19.57%	14.18%	14.92%	4.72
BSE S&P 500 Total Returns Index	-0.91%	40.16%	5.96%	12.57

*Inception date of fund is 27 December 2021 so the returns for portfolio are computed from that date

Table above shows performance of Marcellus Rising Giants Investment Approach calculated on TWRR basis.

8) MARCELLUS MERITORQ INVESTMENT APPROACH

Performance	From 15-11-2022 to 31-03-2023	From 01-04-2023 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025

Marcellus – MeritorQ	-9.64%	39.95%	12.00%	8.26
BSE S&P 500 Total Returns Index	-6.90%	40.16%	5.96%	12.57

*Inception date of fund is 15th November 2022 so the returns for portfolio are computed from that date.

Table above shows performance of Marcellus MeritorQ Investment Approach calculated on TWRR basis.

9) MARCELLUS MC-I INVESTMENT APPROACH

Performance	From 04-03-2024 to 31-03-2024	From 01-04-2024 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – MC-I	1.18%	7.82%	2.8
BSE S&P 500 Total Returns Index	-0.73%	5.96%	12.57

*Inception date of fund is 04th March 2024 so the returns for portfolio are computed from that date.

Table above shows performance of Marcellus MC-I Investment Approach calculated on TWRR basis

10) Marcellus Multi Asset Balanced

Performance	From 07-08-2024 to 31-03-2025	From 01-04-2025 to 30-04-2025
Marcellus – Multi Asset	0.21%	15.16
NSE Multi Asset Index 1 TRI	0.04%	10.94

*Inception date of fund is 07th August 2024 so the returns for portfolio are computed from the inception date.

Table above shows performance of Marcellus Multi Asset Balanced Investment Approach calculated on TWRR basis

11) Marcellus Multi Asset Aggressive

Performance	From 15-01-2025 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Multi Asset	-1.43%	14.93
NSE Multi Asset Index 1 TRI	0.47%	10.94

*Inception date of fund is 15th January 2025 so the returns for portfolio are computed from the inception date.

Table above shows performance of Marcellus Multi Asset Balanced Investment Approach calculated on TWRR basis

12) Marcellus Multi Asset Conservative

Performance	From 24-01-2025 to 31-03-2025	From 01-04-2025 to 31-12-2025
Marcellus – Multi Asset	-0.60%	13.54
NSE Multi Asset Index 1 TRI	0.30%	10.94

*Inception date of fund is 24th January 2025 so the returns for portfolio are computed from the inception date.

Table above shows performance of Marcellus Multi Asset Balanced Investment Approach calculated on TWRR basis

16. Audit Observation of last 3 preceding years

Marcellus Investment Managers Private Limited was incorporated on 7th August 2018. In the audit conducted by Marcellus Investment Managers Private Limited's statutory auditor for the financial year ended March 2023, March 2024 and March 2025 the auditor had no audit observations.

17. List of third-party service providers whose services are being used by Portfolio Manager for the proposed Portfolio Management Service

Sr. No.	Name of the service provider	Nature of services provided
1	Kotak Mahindra Bank Limited	Custodian Services & Depository Participant
2	HDFC Bank Limited	Custodian Services & Depository Participant
3	ICICI Bank Limited	Custodian Services & Depository Participant
4	Axis Bank Limited	Custodian Services & Depository Participant

18. Details of investments in the securities of related parties of the Portfolio Manager

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

19. GENERAL PROVISION

The Prevention of Money Laundering Act, 2002 (PMLA Act) came into force with effect from July 1, 2005, forming the core of the legal framework to combat money laundering. As per the provisions of the PMLA Act, 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 issued 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 of the provisions of the PMLA Act, the Prevention of Money Laundering Rules, 2005, Income Tax Act, Anti Money Laundering Guidelines, Prevention of

Corruption Act, Act or any other applicable laws enacted by the Government of India from time to time.

The Portfolio Manager reserves the right to take all steps and actions, including recording clients telephonic calls and/or obtaining and retaining all documentation for establishing the identity of the Client, proof of residence, source of funds etc. in accordance applicable law from the client and/or the custodian as may be required to ensure appropriate identification/verification and re-verification of the Client, the course of fund etc. under its KYC policy as may be amended and updated from time to time. If at any time the Portfolio Manager believes that the transaction is suspicious in nature in accordance with applicable law, the Portfolio Manager shall have the absolute discretion to report the transaction to FIU-IND and/or any other statutory body that the Portfolio Manager is bound to report to from time to time. The Portfolio manager can also reject any application, freeze the account, compulsorily close the Client account and pay out the proceeds to the Client, at its option. The Portfolio Manager shall have no obligation to inform the Client or its agent/power of attorney holder in the event of such reporting.

The Portfolio Manager and its directors, employers, officers, agents an persons acting on its behalf shall not be responsible/liable for any loss suffered by the Client in any manner whatsoever due to any reporting to the FIU-IND by the Portfolio Manager, the rejection of any application or freezing or compulsory closure of any Client account or termination of the Agreement due to any non-compliance by the Client with the provisions of any applicable law, rule, regulation, KYC policy and/or where the Portfolio Manager has reported a suspicious transaction to FIU-IND.

The Portfolio Manager and the Client can mutually agree to be bound by specific terms through a written two-way agreement between themselves in addition to the standard agreement for Portfolio Management Services.

For Marcellus Investment Managers Private Limited

Saurabh Mukherjea **Director**	Saurabh Mukherjea Digitally signed by Saurabh Mukherjea Date: 2026.01.28 12:06:13 +05'30'
Rakshit Ranjan **Director**	Rakshit Ranjan Digitally signed by Rakshit Ranjan Date: 2026.01.28 12:08:46 +05'30'

Place: Mumbai
Date: 28th January 2026

KAMDAR
DESAI &
PATEL LLP
CHARTERED ACCOUNTANTS

CERTIFICATE

To,
Marcellus Investment Managers Private Limited
Boston House, 102 First floor,
Suren Road,
Near WEH Metro Station,
Mumbai – 400093

We have examined the Disclosure Document dated **January 28, 2026** for portfolio management produced before us, and prepared by the management of Marcellus Investment Managers Private Limited ("the company") in accordance with Regulation 22 of SEBI (Portfolio Managers) Regulations 2020 (updated time to time); having PMS Registration No. INP000006183 and its registered office at Boston House, 102 First floor, Suren Road, Near WEH Metro Station, Mumbai-400093, Maharashtra, India.

Based on the information and details produced before us, we certify that the disclosures made in the attached Disclosure Document for portfolio management are generally true, fair, and adequate to enable the investors to make a well-informed decision except the following:

1. The list of persons classified as Associates or group companies and list of related parties are relied upon as provided by the company.
2. The Promoters, director's & Key Managerial Personnel's qualification, experience, ownership details are as declared by them and have been accepted without further verification.
3. We have relied on the representations given by the management of the company about the penalties or litigations against the Portfolio Manager mentioned in the Disclosure document.
4. We have relied on the representation made by the management regarding the Assets under management of **Rs. 3,264.73crores** as on **December 31, 2025**.

This certificate has been issued solely for submission to the Securities and Exchange Board of India for the sole purpose of certifying the contents of the Disclosure Document for the portfolio management and should not be used or referred to for any other purpose without our prior written consent.

For **Kamdar Desai & Patel LLP**
Chartered Accountants
FRN No.: 104664W/W100805

Harsh Pankaj Sanghvi
Digitally signed by Harsh Pankaj Sanghvi
Date: 2026.01.28 17:18:25 +05'30'

Harsh Sanghvi
Partner
M. No. 178498

Place: Mumbai
Date:28th January, 2026
UDIN: 26178498DLEHFW9941