

**360 ONE Alternates Asset Management Limited  
DISCLOSURE DOCUMENT**

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

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**I. Declaration:**

- a) The Disclosure Document (hereinafter referred as the “**Document**”) has been filed with Securities and Exchange Board of India (“**SEBI**”) along with the certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 (“**the Regulations**”).
- b) The purpose of the Document is to provide essential information about the portfolio management services in a manner to assist and enable the investors in making informed decision for engaging “**360 ONE Alternates Asset Management Limited**” (hereinafter referred as the “**Co-Investment Portfolio Manager**”) as the Co-Investment Portfolio Manager. The Co-Investment Portfolio Manager holds a valid certificate of registration under the SEBI (Portfolio Managers) Regulations, 2020, vide registration number INP000008640
- c) The Document contains the necessary information about the Co-Investment Portfolio Manager required by an investor before investing, and the investor may also be advised to retain the Document for future reference.
- d) The name, phone number, e-mail address of the principal officer as designated by the Co-Investment Portfolio Manager along with the address of the Co-Investment Portfolio Manager is as follows:

<b>PRINCIPAL OFFICER</b>	<b>CO-INVESTMENT PORTFOLIO MANAGER</b>
<b>Name: Mr. Sameer Nath</b>	360 ONE Alternates Asset Management Limited
<b>Phone: +91 9920066597</b>	<b>Registered Address:</b> 360 ONE Centre Kamala City, Lower Parel, Delisle Road, Mumbai, Maharashtra, India - 400013.
<b>Email: sameer.nath@360.one</b>	<b>Correspondence Address:</b> 360 ONE Centre Kamala City, Lower Parel, Delisle Road, Mumbai, Maharashtra, India - 400013.

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### III. Contents:

#### 1. Disclaimer

- a) Particulars of this Document have been prepared in accordance with the Regulations as amended till date and filed with SEBI.
- b) This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the Document.

#### 2. Definitions

In this Document, the following words and expressions shall have the meaning specified herein, unless the context otherwise requires:

- (a) **Agreement:** means the co-portfolio management services agreement entered between the Co-Investment Portfolio Manager and the Client/Investor, as amended, modified, supplemented or restated from time to time together with all annexures, schedules and exhibits, if any.
- (b) **Alternative Investment Fund:** shall have the same meaning as assigned to it in clause (b) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (AIF Regulations).
- (c) **Applicable Laws:** means any applicable Indian statute, law, ordinance, regulation including the SEBI Regulations, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument which has a force of law in India, as is in force from time to time.
- (d) **BSE:** means Bombay Stock Exchange Limited.
- (e) **Capital Contribution:** means the sum of money or Securities or combination thereof contributed by the Client simultaneously upon execution of the Agreement or any time thereafter, which is set forth in Schedule I of the Agreement.
- (f) **Chartered Accountant:** means a Chartered Accountant as defined in clause (b) of sub-section (1) of section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who has obtained a certificate of practice under sub-section (1) of section 6 of that Act.
- (g) **Client / Investor:** means such person(s) whose money or portfolio is advised or directed or managed by the Co-Investment Portfolio Manager and is specified in Schedule I of the Agreement.



- (h) **Co-investment** shall have the meaning given under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended or superseded from time to time.
- (i) **Co-Investment Portfolio Manager:** means 360 ONE Alternates Asset Management Limited, a private limited company incorporated under the provisions of the Companies Act, 2013 and having its registered office at 360 ONE Centre Kamala City, Lower Parel, , Mumbai – 400013, Maharashtra, India, which pursuant to a contract or arrangement with a Client/Investor, advises or directs or undertakes on behalf of the Client/Investor the administration of co-investment by the Client/Investor, as the case may be.
- (j) **Co-Investment Management Fee:** means the co-investment management fee payable to the Co-Investment Portfolio Manager in accordance with the terms of the Agreement and this Document.
- (k) **Disclosure Document or Document:** means this document filed by the Co-Investment Portfolio Manager with SEBI and issued to the Client as required under the Regulations and as may be amended by the Co-Investment Portfolio Manager from time to time.
- (l) **Eligible Investor:** means and includes individuals, company, body corporate, partnership firm, association of persons, limited liability partnership, trust, hindu undivided family and such other persons as may be deemed by the Co-Investment Portfolio Manager who are invested in the alternative investment funds managed by the Co-Investment Portfolio Manager, to be eligible to avail of the services of the Co-Investment Portfolio Manager from time to time under the PMS.
- (m) **Income-tax Act or IT Act:** shall mean the Indian Income-tax Act, 1961, as may be amended or supplemented from time to time including any statutory modifications or re-enactment thereof together with all applicable bye-laws, rules, regulations, orders, ordinances, policies, directions and the like issued thereunder;
- (n) **Investment Approach:** is a broad outlay of the type of securities and permissible instruments to be invested in by the Co-Investment 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 by the Co-Investment Portfolio Manager, from time to time.
- (o) **Management Fee:** means the management fee payable to the Co-Investment Portfolio Manager in accordance with the terms of the Agreement and this Document.
- (p) **NSE:** means National Stock Exchange of India Limited.
- (q) **Performance Fee:** means the performance-linked fee payable to the Co-Investment Portfolio Manager in accordance with the terms of the Agreement and this Document.



- (r) **Portfolio or Client Portfolio:** means the total holdings of Securities of the Client and goods belonging to the Client in accordance with the Agreement.
- (s) **Portfolio Entity:** means bodies corporate, or any other entities in the Securities of which the Client invests pursuant to services provided by 360 ONE Alternates Asset Management Limited under the Agreement.
- (t) **Portfolio Investments:** means investments in Securities of one or more Portfolio Entity/ies by the Client pursuant to services provided by the Co-investment Portfolio Manager to the Client under the Agreement from time to time.
- (u) **Principal Officer:** means an employee of the Co-Investment Portfolio Manager who has been designated as such by the Co-Investment Portfolio Manager and is responsible for:
  - (i) the decisions made by the Co-Investment 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 Co-Investment Portfolio Manager.
- (v) **PMS:** means the portfolio management services provided by the Co-Investment Portfolio Manager in accordance with the terms and conditions set out in the Agreement, this Document and subject to Applicable Laws.
- (w) **PML Laws:** means the Prevention of Money Laundering Act, 2002, Prevention of Money-laundering (Maintenance of Records) Rules, 2005, the guidelines/circulars issued by SEBI thereto as amended and modified from time to time.
- (x) **SEBI Regulations:** means the SEBI (Portfolio Managers) Regulations, 2020 and/or SEBI (Alternative Investment Funds) Regulations, 2012, as amended and modified from time to time and including any circulars/notifications issued pursuant thereto.
- (y) **Securities:** shall mean unlisted securities or other securities as specified by SEBI from time to time or permissible under the SEBI Regulations.
- (z) **SEBI:** shall mean 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.
- (aa) **Tax(es)** means and includes:
  - (a) all forms of tax (direct or indirect), levy, duty, fee, surcharge, cess, impost, withholding tax, tax collected at source including income tax, GST, tax payable in a representative assessee capacity, minimum alternate tax or other amount whenever or wherever created or imposed by, or payable to any tax authority whether due to past, present or potential obligations; and
  - (b) all charges, interest, penalties and fines incidental or relating to any Tax falling within (a) above or which arise as a result of the failure to pay any Tax on the

due date or to comply with any obligation relating to Tax.

- (bb) Term:** means the term of the Agreement as reflected in the respective Agreement entered with the Client by the Co-Investment Portfolio Manager.

Any term used in this Document but not defined herein (but defined in the SEBI Regulations) shall have the same meaning as assigned to them in the SEBI Regulations.

### 3. Description

#### (i) History, Present Business and Background of the Co-Investment Portfolio Manager

The Co-Investment Portfolio Manager has been incorporated on October 31, 2023 at Mumbai and subject to requisite approvals, shall act as the investment manager of the following Alternative Investment Funds under the SEBI (Alternative Investment Funds) Regulations, 2012 (“AIF Regulations”):

1. **360 ONE Venture Fund**, a Category I Alternative Investment Fund - Venture Capital Fund, bearing registration number IN/AIF1/12-13/0017.
2. **360 ONE Private Equity Fund**, a Category II Alternative Investment Fund, bearing registration number IN/AIF2/12-13/0015;
3. **360 ONE Venture Capital Trust**, a Category II Alternative Investment Fund, bearing registration number IN/AIF2/20-21/0838;
4. **MA Emerging Superstars Fund**, a Category I Alternative Investment Fund - Venture Capital Fund, bearing registration number IN/AIF1/22-23/1071; and
5. **Mumbai Angels Network Angel Fund -1**, a Category I Alternative Investment Fund – Angel Fund, bearing registration number IN/AIF1/21-22/1011.

#### (ii) Promoters and Directors of the Co-Investment Portfolio Manager, and their background

##### (a) Promoters of the Co-Investment Portfolio Manager

360 ONE Alternates Asset Management Limited is a wholly owned subsidiary of 360 ONE WAM Limited (“WAM”). WAM is registered with SEBI as a Merchant Banker. WAM provides wealth management services to various HNI / Ultra HNI clients. WAM acts as the Sponsor to 360 ONE Mutual Fund and Alternative Investment Funds, managed by the Co-investment Portfolio Manager.



**(b) Directors of the Co-Investment Portfolio Manager**

**1. Mr. Niraj Kumar Murarka**

Mr. Niraj Murarka is responsible for the credit function for 360 ONE group. He joined the group in 2016 and set up the credit underwriting & monitoring process, operations and treasury for NBFC business under 360 ONE Wealth. Niraj has over 18 years of experience in structured finance, corporate finance, project finance, treasury, M&A, credit risk underwriting & management. Earlier Niraj was associated with HCL Tech in various leadership roles and Indian Oil Corporation in project finance Division. Niraj is a Chartered Accountant, Company Secretary and has procured MBA in Finance from FMS, Delhi University.

**2. Mr. Yatin Shah**

Yatin is a Whole time Director of the Investment Manager. He is the co-founder and joint CEO of the wealth management business at 360 ONE Wealth. He has more than 20 years of experience in the financial services industry, across equity research and private wealth management.

Under his leadership, 360 ONE has grown from its humble beginnings to becoming the leading wealth management company in India managing more than INR 3,27,000 crore in client assets. Yatin focuses on the wealth practice besides client services, marketing and client experiences. He is responsible for introducing the 360 ONE proposition to new clients, as well as expanding the relationship with existing clients. He started his career in Equity Research with Khandwala Securities, after which he was associated with Kotak in their Wealth Management division. Yatin has acquired his M.Sc. degree in Finance from Cass Business School, London.

**3. Mr. Anshuman Maheshwary**

Mr. Anshuman Maheshwary is the Chief Operating Officer at 360 ONE WAM Limited. He is responsible for designing and implementing business strategies besides setting comprehensive goals for performance and growth. Anshuman's deep expertise on strategy and business planning, is reinforcing the firm's capabilities to drive performance and deliver growth ambitions. His ability to implement large-scale organization, transformation and performance improvement is helping deliver tangible impact for clients and employees. Anshuman brings with him more than 20 years of experience. He had been with A.T. Kearney since June 2001 and was last designated as Partner and Lead, Energy & Process Industries. There he was responsible for senior client relationship development & management and driving high impact programs across all areas on the CEO agenda. Anshuman holds an MBA from the Indian Institute of Management, Bangalore and acquired his bachelor's degree in commerce from St. Xavier's College, Kolkata.



**4. Mr. Sameer Nath**

Sameer Nath is Chief Investment Officer and Head–Venture Capital & Private Equity at 360 ONE Asset. 360 ONE Asset's acquisition of TrueScale Capital was announced in January 2023 and closed in April 2023. Sameer was Managing Partner of TrueScale Capital is a venture growth specialist focused on Series B and C investments in India. Prior to founding TrueScale Capital in 2020, Sameer co-founded Iron Pillar in 2016 and has been serving as Managing Partner of Iron Pillar Fund I since inception. Over the last seven years, Sameer's responsibilities have included team management investment strategy, deal sourcing, due diligence and documentation, portfolio management, fundraising, brand building and public relations. Sameer serves on the boards of ApnaKlub, Advamedica (Axio), BlueStone, SEDEMAC and Testbook. Prior to co-founding Iron Pillar, Sameer was an investment banker for 15 years, all with Citigroup. Sameer's investment banking experience spans a wide spectrum of transactions across M&A, Equity/Debt Capital Markets and Private Equity Advisory in the U.S., India and Southeast Asia. Sameer led many landmark deals in his 5.5 years in Mumbai, during which Citi was a consistent leader in the Indian M&A market. He also led Citi's Technology investment banking coverage in India during the latter half of this period. Previously, Sameer spent 6 years in Technology investment banking in New York, advising U.S., Indian and Asian clients in the IT services, software and other technology sectors. He visited India regularly and worked on several market-shaping M&A deals, IPOs and Leveraged Buyouts in the U.S.-India Tech corridor. Sameer was also selected to spend a year working with the Co-Heads and COO of Citi Global Investment Banking in New York on a range of management and strategic initiatives. Sameer managed large teams for most of his tenure at Citi. He worked with Deloitte Touche Tohmatsu, Washington, DC prior to that. Sameer has an MBA from the University of Chicago Booth School of Business (with concentrations in Finance, Strategic Management and Entrepreneurship) and a BA from Middlebury College (Phi Beta Kappa, Magna Cum Laude, Honors in Political Science).

**(iii) Top 10 Group companies\*/firms of the Co-Investment Portfolio Manager on turnover basis (latest audited financial statements may be used for this purpose)**

1. 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)
2. 360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)
3. 360 ONE Distribution Services Limited (formerly known as IIFL Wealth Distribution Services Limited)
4. 360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)
5. 360 ONE Capital Pte. Limited (formerly known as IIFL Capital Pte. Limited)
6. 360 ONE Investment Adviser and Trustee Services Limited (Formerly known as IIFL Investment Adviser and Trustee Services Limited)
7. 360 ONE Foundation (Formerly known as IIFLW CSR Foundation)

8. 360 ONE Asset Trustee Limited (Formerly known as IIFL Trustee Limited)
9. 360 ONE Private Wealth (Dubai) Private Limited (Formerly known as IIFL Private Wealth Management (Dubai) Limited)
10. MAVM Angels Network Private Limited

*\*Group companies/subsidiaries as mentioned in AOC-1 of the holding company have been considered.*

**(iv) Details of the services being offered:**

The Co-Investment Portfolio Manager proposes to offer services as permitted under the SEBI Regulations to investors of the Alternative Investment Funds (“AIF”) that are already launched or may be launched from time to time. The Co-Investment Portfolio Manager shall also be the investment manager of these AIFs. The Co-Investment Portfolio Manager shall make investments only in unlisted securities of Portfolio Entities where the AIFs make investments. The Client shall evaluate the Co-investment opportunity referred by the Co-investment Portfolio Manager and make a decision with respect to participation in Co-investment opportunities. It is further clarified that the Client’s investment and divestment decisions in relation to a Portfolio Entity shall be independent of such decisions made by the AIFs. For avoidance of doubt, it is clarified that investment and divestment decisions in relation to the Client’s Portfolio will always be subject to the Applicable Laws (more specifically SEBI Regulations).

**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 SEBI or the directions issued by SEBI under the SEBI Act or rules or regulations made thereunder.

None.

- ii. The nature of the penalty/direction.

None.

- iii. Penalties/fines imposed for any economic offence and/ or for violation of any securities laws.

None.

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

None.



- v. Any deficiency in the systems and operations of the Co-Investment Portfolio Manager observed by the SEBI or any regulatory agency.

None.

- vi. Any enquiry/ adjudication proceedings initiated by SEBI against the Co-Investment Portfolio Manager or its directors, principal officer or employee or any person directly or indirectly connected with the Co-Investment Portfolio Manager or its directors, principal officer or employee, under the SEBI Act or rules or regulations made thereunder.

None.

## 5. Services Offered

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

**(a) Investment Objective**

The main objective of the Applicant as a Co-Investment Portfolio Manager is to act and render co-investment portfolio management services to existing or new investors of AIFs managed by the Applicant.

**(b) Type of securities in which Co-Investment Portfolio Manager will invest**

The Co-Investment Portfolio Manager shall invest hundred percent of the assets under management in unlisted securities of investee companies where Category I AIFs and Category II AIFs managed by it as investment manager, make investment.

- (ii) **Investment Approach of the Co-Investment Portfolio Manager**

There shall be no specific investment approach as existing investors of AIFs who desire to invest in specific unlisted security shall be permitted to invest. The Client shall be offered Co-investment opportunities in the portfolio companies where the AIF schemes managed by the Co-investment Portfolio Manager is proposing to invest in accordance with the provisions of the Applicable Law.

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

Not applicable.



## 6. Risk factors

### General Risk:

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

Other risks arising from the investment objectives, investment strategy, Investment Approach and asset allocation are stated as under:

**Risks associated with investments in equity and equity linked securities**

- Equity and equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors.
- In domestic markets, there may be risks associated with trading volumes, settlement periods and transfer procedures that may restrict liquidity of investments in equity and equity related securities.
- In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds.
- The value of the Client Portfolio, may be affected generally by factors affecting securities markets, such as interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio valuation may fluctuate and can go up or down.
- Client may note that Co-Investment Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends.

*Investment and Liquidity Risks:* There may be no active secondary market for investments of the kind the Co-Investment Portfolio Manager may make for the Client Portfolio. Such investments may be of a medium-to-long term nature. There are a variety of methods by which unlisted investments may be realized, such as the sale of investments on or after listing, or the sale or assignment of investments to joint-venture partners or to third parties subject to relevant approvals. However, there can be no guarantee that such realizations shall be achieved, and the Portfolio's investments may remain illiquid. Further, the divestments of Co-investments will at all-time be subject to SEBI Regulations.

Since the Portfolio may only make a limited number of investments, poor performance by one or a few of the investments could severely adversely affect the total returns of the PMS.

*Identification of Appropriate Investments:* The success of the PMS as a whole depends on the identification and availability of suitable investment opportunities and terms. The availability and terms of investment opportunities will be subject to market conditions, prevailing regulatory conditions in/ Applicable Laws in India where the Co-investment Portfolio Manager may invest upon Instructions of the Client, and other factors outside the control of the Co-investment Portfolio Manager. Therefore, there can be no assurance that appropriate investments will be available to, or identified or selected by, for the purpose of Co-investment Portfolio Manager.



**Risks associated with investments in fixed income securities/products**

Some of the common risks associated with investments in fixed income and money market securities are mentioned below. These risks include but are not restricted to:

- **Interest Rate Risk:** As with all debt securities, changes in interest rates affects the valuation of the portfolios, as the prices of securities generally increase as interest rates decline and generally decrease as interest rates rise. Prices of longer-term securities generally fluctuate more in response to interest rate changes than do shorter-term securities. Interest rate movements in the Indian debt markets can be volatile leading to the possibility of large price movements up or down in debt and money market securities and thereby to possibly large movements in the valuation of portfolios.
- **Liquidity or Marketability Risk:** This refers to the ease at which a security can be sold at or near its true value. The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. Liquidity risk is characteristic of the Indian fixed income market.
- **Credit Risk:** Credit risk or default risk refers to the risk which may arise due to default on the part of the issuer of the fixed income security (i.e. risk that the issuer will be unable to make timely principal and interest payments on the security). Due to this risk, debentures are sold at a yield spread above those offered on treasury securities, which are sovereign obligations and generally considered to be free of credit risk. Normally, the value of a fixed income security will fluctuate depending upon the actual changes in the perceived level of credit risk as well as the actual event of default.
- **Reinvestment Risk:** Investments in fixed income securities may carry reinvestment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the bond. Consequently, the proceeds may get invested at a lower rate.
- **Rating Risk:** Different types of debt securities in which the Client invests, may carry different levels and types of risk. Accordingly, the risk may increase or decrease depending upon its investment pattern, for instance corporate bonds carry a higher amount of risk than government securities. Further even among corporate bonds, bonds, which are AA rated, are comparatively riskier than bonds, which are AAA rated.
- **Price Volatility Risk:** Debt securities may also be subject to price volatility due to factors such as changes in interest rates, general level of market liquidity and market perception of the creditworthiness of the issuer, among others (market risk). The market for these Securities may be less liquid than that for other higher rated or more widely followed Securities.



**Management and Operational risks**

**Reliance on the Co-Investment Portfolio Manager**

- The success of the PMS will depend to a large extent upon the ability of the Co-Investment Portfolio Manager to source, select, complete and realize appropriate investments and also reviewing the appropriate investment proposals. The Co-Investment Portfolio Manager shall have considerable latitude in its choice of Portfolio Entities and the structuring of investments. Furthermore, the team members of the Co-Investment Portfolio Manager may change from time to time. The Co-Investment Portfolio Manager relies on one or more key personnel and any change/removal of such key personnel may have material adverse effect on the returns of the Client.
- The investment decisions made by the Co-Investment Portfolio Manager may not always be successful and rewarding.
- Investments made by the Co-Investment Portfolio Manager are subject to risks arising from the investment objectives, Investment Approach, investment strategy and asset allocation.

*Exit Constraints:* Client may be restricted / prohibited from transferring any of the interests, rights or obligations with regard to the Portfolio except as may be provided in the Agreement and in the SEBI Regulations. Further, subject to Applicable Laws, the Portfolio Investments shall be exited by the Client on the same terms and timing as the relevant scheme of Alternative Investment Fund that has invested in such Portfolio Investment.

*Non-diversification risks:* This risk arises when the Portfolio is not sufficiently diversified by investing in a wide variety of instruments.

*No Guarantee:* Investments in Securities are subject to market risks and the Co-Investment Portfolio Manager does not in any manner whatsoever assure or guarantee that the objectives will be achieved. Further, the value of the Portfolio may increase or decrease depending upon various market forces and factors affecting the capital markets such as delisting of Securities, market closure, relatively small number of scrips accounting for large proportion of trading volume. Consequently, the Co-Investment Portfolio Manager provides no assurance of any guaranteed returns on the Portfolio.

*Ongoing risk profiling risk:* The Client would be subject to ongoing risk profiling in accordance with the Regulation. If in case during such ongoing risk profiling, it is found that the Client is not suitable for the investments in Securities or doesn't have risk appetite, the Co-Investment Portfolio Manager may terminate the Agreement with the Client.

### India-related Risks

*Political, economic and social risks:* Political instability or changes in the government could adversely affect economic conditions in India generally and the Co-Investment Portfolio Manager's business in particular. The Portfolio Entity's business may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. Nevertheless, the government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Moreover, there can be no assurance that such policies will be continued and a change in the government's economic liberalization and deregulation policies in the future could affect business and economic conditions in India and could also adversely affect the Co-Investment Portfolio Manager's financial condition and operations. Future actions of the Indian central government or the respective Indian state governments could have a significant effect on the Indian economy, which could adversely affect private sector companies, market conditions, prices and yields of the Portfolio Entity/ies.

Inflation and rapid fluctuations in inflation rates have had, and may have, negative effects on the economies and securities markets of the Indian economy. International crude oil prices and interest rates will have an important influence on whether economic growth targets in India will be met. Any sharp increases in interest rates and commodity prices, such as crude oil prices, could reactivate inflationary pressures on the local economy and negatively affect the medium-term economic outlook of India.

Many countries have experienced outbreaks of infectious illnesses in recent decades been susceptible to epidemics, including severe acute respiratory syndrome, avian flu, H1N1/09 flu, Ebola and the COVID-19. The COVID-19 outbreak had resulted in numerous deaths and the imposition of both local and more widespread "work from home" and other quarantine measures, border closures and other travel restrictions, causing social unrest and adversely impacted global commercial disruption on a global scale activity and contributed to significant volatility in certain equity and debt markets. The spread of the COVID-19 has, had, and will may continue to have a material adverse impact on portfolio entities, local economies and also the global economy, as cross border commercial activity and market sentiment are increasingly were also impacted by the outbreak and government and other measures seeking taken to contain its spread. The banking industry, and in particular, the consumer finance sector, may be significantly affected by credit losses resulting from financial difficulties of borrowers impacted by COVID-19. Additionally, the Co-Investment Portfolio Manager's operations could be disrupted if any of its member or any of its key personnel contracts the COVID-19 and/or any other infectious disease. Any of the foregoing events could materially and adversely affect the Co-Investment Portfolio Manager's ability to source, manage and divest its investments and its ability to fulfil its investment objectives. Similar consequences may arise with respect to other comparable infectious diseases.



Indian economy and its capital market can be adversely affected by uncertain events such as extreme weather events such as flood, earthquake, etc.; pandemics; natural disasters; act of terrorism; act of war; disruption in technology; travel restriction; or a combination of these or other risk factors.

**Legal and Tax risks:**

*Tax risks:* Changes in state and central taxes and other levies in India may have an adverse effect on the cost of operating activities of the Portfolio Entities. The government of India, state governments and other local authorities in India impose various Taxes, duties and other levies that could affect the performance of the Portfolio Entities. An increase in these Taxes, duties or levies, or the imposition of new Taxes, duties or levies in the future may have a material adverse effect on the Client Portfolio's profitability. Furthermore, the Tax laws in relation to the Client Portfolio are subject to change, and Tax liabilities could be incurred by Client as a result of such changes. Further, the possibility of Tax authorities alleging that the arrangement under the Agreement should be regarded as an 'Association of Persons' (AOP) in India and should be taxed accordingly cannot be completely ruled out.

*General Anti-Avoidance Rules ("GAAR") and its impact on the Alternative Investment Fund / Investors / fund investments and risks associated with it:* The GAAR provide that an arrangement whose main purpose is to obtain a Tax benefit and which also satisfies at least one of the four specified tests (i.e. arrangement is not in arm's length, misuse or abuse of IT Act, lacks or is deemed to lack commercial substance or not carried out for bonafide purpose) can be declared as an "impermissible avoidance arrangement". Further, the GAAR provisions, if invoked, could override the provisions of the applicable Double-taxation Avoidance Agreement.

Provisions of GAAR would be applicable to any transaction undertaken on or after April 1, 2017. There is a risk that the Indian Tax authorities could challenge transactions entered into by the Client under the GAAR provisions, which could result in additional Tax liabilities to the Client.

*Multilateral Convention to implement DTAA related measures to prevent Base Erosion and Profit Shifting ("MLI") and its impact:* The Client should be aware that on 7 June 2017, several countries signed the MLI implementing Tax treaty related measures arising from the OECD's "Action Plan on Base Erosion and Profit Shifting" or "BEPS" initiative. The effect of the MLI will be to amend the terms of existing bilateral Tax treaties between the signatory states (once ratified domestically by the relevant states) to introduce either a "principal purpose" or "limitation on benefits" restriction (or, in some cases, both) into the existing Tax treaties in force between the signatory states. This could result in additional reporting and disclosure obligations for Co-investment Portfolio Manager / the Client and/or additional Tax being suffered by the Client, which may adversely affect the returns for the Client.

The Union Cabinet of India issued a press release dated 12 June 2019 approving the ratification of the MLI to implement Tax treaty related measures to prevent BEPS. The application of MLI



to a Tax treaty is dependent on ratification as well as positions adopted by both the countries signing a Tax treaty.

On June 25, 2019, India has taken the final step for implementation of MLI by depositing its instrument of ratification with the OECD. The MLI entered into force from 1 October 2019 and operational with effect from the financial year beginning from 1 April 2020 in respect of certain treaties signed by India.

*Bankruptcy of Portfolio Entity:* Various laws enacted for the protection of creditors may operate to the detriment of the PMS if it is a creditor of a Portfolio Entity that experience financial difficulty. For example, if a Portfolio Entity becomes insolvent or files for bankruptcy protection, there is a risk that a court may subordinate the Portfolio Investment to other creditors. If the PMS/Client holds equity securities in any Portfolio Entity that becomes insolvent or bankrupt, the risk of subordination of the PMS's/Client's claim increases.

*Change in Regulation:* Any change in the Regulation and/or other Applicable Laws or any new direction of SEBI may adversely impact the operation of the PMS.

### **Risk pertaining to Investments**

#### *Investment in Securities/Instruments*

- The Client Portfolio may comprise of investment in unlisted securities and in case of such securities the Co-Investment Portfolio Manager's ability, upon Instructions of the Client, to protect the investment or seek returns or create liquidity when required may be limited.
- Some of the Portfolio Entities in which the Co-Investment Portfolio Manager will invest may get their Securities listed with the stock exchange after the investment by the Co-Investment Portfolio Manager. In connection with such listing, the Co-Investment Portfolio Manager may be required to agree not to dispose of its securities in the Portfolio Entity for such period as may be prescribed under the Applicable Law, or there may be certain investments made by the Co-Investment Portfolio Manager which are subject to a statutory period of non-disposal or there may not be enough market liquidity in the security to effect a sale and hence Co-Investment Portfolio Manager may not be able to dispose of such investments prior to completion of such prescribed regulatory tenures and hence may result in illiquidity.
- The Client Portfolio may be invested in listed securities (earlier in Unlisted which may get listed at later time) and as such may be subject to the market risk associated with the vagaries of the capital market.

**7. Client Representation:**

- (i) The Co-Investment Portfolio Manager currently has no previous experience/track record in the field of portfolio management services and has applied for a certificate of registration to function as a Co-Investment Portfolio Manager. Therefore, it has no record of representing any persons/entities in the capacity of a Co-Investment Portfolio Manager.
- (ii) Complete disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India.

Nil.

**8. The Financial Performance of Co-Investment Portfolio Manager (Rs. in Crores)**

	As on March 31, 2021	As on March 31, 2022	As on March 31, 2023	As on December 31, 2023
<b>(a) Paid up capital</b>	NA	NA	NA	0.05
<b>(b) Free reserves (excluding evaluation reserves)</b>	NA	NA	NA	-0.0375
<b>Total (a+b)</b>	NA	NA	NA	0.0125
<b>Net Profit / (Loss)</b>	NA	NA	NA	(0.0375)

The Co-investment Portfolio Manager is a newly incorporated entity, hence does not have financial information for last three financial years. We have provided information available from inception to December 2023.

**9. Performance of the Co-Investment Portfolio Manager**

The Co-Investment Portfolio Manager has no previous experience/track record in the field of portfolio management services. Accordingly, the same is not applicable.

**10. Audit Observations for preceding three years**

The Co-Investment Portfolio Manager was incorporated on October 31, 2023, and hence there are no audit observations for the preceding three years.

**11. Nature of expenses**

The following are the general costs and expenses to be borne by the Clients availing the services

of the Co-Investment Portfolio Manager. However, the exact nature of expenses relating to each of the following services is annexed to the Agreement in respect of each of the services provided.

i. Co-investment Management Fee:

The Co-investment Management Fee relates to the co-investment portfolio management services offered to the Clients. The fee may be a fixed charge or a percentage of the quantum of the funds being managed as agreed in the Agreement.

ii. Performance fee:

The performance fee relates to the share of profits charged by the Co-Investment Portfolio Manager as per the details provided in the Agreement.

iii. Other fees and expenses:

The Co-Investment Portfolio Manager may incur, *inter-alia*, the following expenses which shall be charged/reimbursed by the Client:

- (a) Transaction expenses including, but not limited to, statutory fees, documentation charges, statutory levies, stamp duty, registration charges, commissions, charges for transactions in Securities, custodial fees, fees for fund accounting, valuation charges, audit and verification fees, depository charges, and other similar or associated fees, charges and levies, legal fees, incidental expenses etc.;
- (b) Brokerage shall be charged at actuals;
- (c) Legal and statutory expenses including litigation expenses, if any, in relation to the Portfolio;
- (d) Statutory Taxes and levies, if any, payable in connection with the Portfolio;
- (e) Valuation expenses, valuer fees, audit fees, levies and charges;
- (f) All other costs, expenses, charges, levies, duties, administrative, statutory, revenue levies and other incidental costs, fees, expenses not specifically covered above, whether agreed upon in the Agreement or not, arising out of or in the course of managing or operating the Portfolio.

Provided the Co-Investment Portfolio Manager may charge up-front costs and expenses so attributable to the Client in terms of the Agreement.

## 12. Taxation

### Income Tax

#### 1. General:

In view of the individual nature of tax consequences, each Client is advised to consult his or her tax advisor with respect to the specific tax consequences arising to him/her from participation in any of the investments. The tax implications given below are based on the existing provisions of the Income tax Act, 1961 ('the IT Act') and rules made thereunder. The Portfolio Manager accepts no



responsibility for any loss suffered by any Investor as a result of current taxation law and practice or any changes thereto.

## 2. Tax Rates:

The rates specified in this section pertain to the financial year ('FY') 2023-24 as per the Finance Act, 2023 ('FA 2023). The rates are exclusive of Surcharge and Health and Education cess as leviable.

### 2.1. Tax rates for specific type of assesses are as below:

Assessee	% of Income Tax (excluding applicable surcharge and health and education cess)
Individuals, Hindu Undivided Family ('HUF'), Association of Persons ('AOP'), Body of Individuals ('BOI'), artificial juridical person ('AJP')	Applicable slab rates
Domestic Company having turnover/gross receipt not exceeding INR 400 crore in FY 2020-21	25%
Partnership Firm [including Limited Liability Partnership ('LLP')]; and Domestic Company having turnover/gross receipt exceeding INR 400 crore in FY 2019-20	30%
Foreign Company	40%

Note: The tax rates for domestic companies exercising the option under section 115BAA and section 115BAB of the IT Act shall be 22% and 15% respectively, subject to fulfilment of the prescribed conditions.

### 2.2. The slab rates for individuals / HUF / AOP / BOI / AJP are as follows:

Total Income [Refer Notes (a), (b) and (c)]	Tax rates [Refer Note (e)]
Up to INR 2,50,000	Nil
From INR 2,50,001 to INR 5,00,000	5%
From INR 5,00,001 to INR 10,00,000	20%
INR 10,00,001 and above	30%

- a) As per the new section 115BAC in the IT Act, the Individual and HUF will have an option to pay tax on its total income at the reduced slab rates. The income would, however, have to be computed without claiming prescribed deductions or exemptions.
- b) As per the provisions of section 87A of the IT Act, an individual resident is entitled to a tax rebate of INR 12,500 or 100% of income-tax, whichever is less. The rebate shall be available to individual taxpayers having total income upto INR 5,00,000. However, for assessee

chargeable to tax under section 115BAC(1A) of the IT Act, rebate should be to the extent of INR 25,000 where total income does not exceed INR 7,00,000.

- c) In the case of a resident individual of the age of 60 years or more but less than 80 years, the basic exemption limit is INR. 3,00,000.
- d) In the case of a resident individual of the age of 80 years or more, the basic exemption limit is INR. 5,00,000.
- e) Surcharge on income-tax is applicable as stated in para 2.3 below. Additionally, health and education cess, at the rate of 4% is leviable on the aggregate of income-tax and surcharge.

2.3. Surcharge rates are provided below:

Type of Investor	Surcharge* rate as a % of income-tax				
	If income is upto INR 50 lakhs	If income is more than INR 50 lakhs but does not exceed INR 1 Crore	If income exceeds INR 1 Crore but does not exceed INR 2 Crores	If income exceeds INR 2 Crores but does not exceed INR 5 Crores	If income exceeds INR 5 crores
Individual, HUF, AOP, BOI, AJP (Resident & foreign)	Nil	10%	15%	25%	37%

\*However, it may be noted that in case the total income includes any income referred to in section 111A or section 112 or section 112A of the IT Act or dividend income from shares, surcharge on such income shall not exceed 15%.

Further, for assessee chargeable to tax under section 115BAC(1A) of the IT Act, surcharge cannot exceed 25%.

Type of Investor	Surcharge* rate as a % of income-tax		
	If income does not exceed INR 1 crore	If income exceeds INR 1 crore but does not exceed INR 10 crore	If income exceeds INR 10 crore
Partnership firm	Nil	12%	12%
Domestic Company (not exercising the option under section 115BAA or section 115BAB of the IT Act) (refer Note 1)	Nil	7%	12%
Foreign Company	Nil	2%	5%

Note: For a Domestic Company exercising the option under section 115BAA / section 115BAB of the IT Act, the rate of surcharge shall be 10% of the income-tax.



\*Additionally, health and education cess, at the rate of 4% is leviable on the aggregate of income-tax and surcharge.

### 3. Tax deduction at source:

If any tax is required to be withheld on account of any present or future legislation, the Portfolio Manager will be obliged to act in this regard.

The income-tax provisions provide that where a recipient of income (which is subject to withholding tax) does not have a Permanent Account Number, then tax is required to be deducted by the payer at higher of the following i.e. rates specified in relevant provisions of the IT Act, or rates in force or at 20%.

However, this provision of the IT Act shall not apply in respect of payments in the nature of interest, royalty, fees for technical services and payments on transfer of any capital asset to a non-resident, subject to furnishing of certain details and documents.

### 4. Advance tax instalment obligations:

It will be the responsibility of the Client to meet the advance tax obligation instalments payable on the due dates prescribed under the IT Act.

### 5. Tax implications for the Investors:

The following are the various income streams that can arise from securities held under the PMS –

- Dividend income on shares;
- Income distributed by Mutual Funds;
- Interest income on debt securities; and
- Gains on sale of securities; or
- Buy-back of securities held in companies.

#### 5.1. Dividend income on shares

With effect from 1st April 2020, the Indian company declaring dividend would not be required to pay any Dividend Distribution Tax ('DDT') on dividend distributed / paid / declared to its shareholders. The dividend income will be taxable in the hands of the shareholders under section 56 of the IT Act under at the applicable rates [i.e. as per the rates mentioned in paragraphs 12(2.1) & 12(2.2) for residents and at the rate of 20% (plus surcharge and health and education cess) for non-residents (subject to treaty benefits, if any)]. Further, for resident investors, interest expenditure upto 20% of the dividend income shall be allowable as a deduction from the dividend income under section 57 of the IT Act.



Further, the Indian company declaring dividend would be required to deduct tax at 10% (in case of payment to resident investors) and at rates in force (in case of payment to non-resident investors), subject to certain exceptions.

Separately, in case of shareholders being domestic companies ('recipient companies') which in turn distribute dividends on or before the specified date, a deduction of dividend received from domestic companies, foreign companies and business trusts to the extent of dividend distributed will be available to the recipient companies while computing their taxable income, as per section 80M of the IT Act

#### 5.2. Income distributed by Mutual Funds.

With effect from 1st April 2020, the mutual funds shall not be liable to pay additional income-tax at the time of distribution of dividends and such dividend shall be taxable in the hands of the investors at the applicable tax rates [i.e. at the rates specified in paragraphs 12(2.1) & 12(2.2) above for residents and at the rate of 20% (plus surcharge and health and education cess) for non-residents (subject to treaty benefits, if any)] for units purchased in foreign currency. Further, for resident investors interest expenditure upto 20% of the dividend income shall be allowable as a deduction from the dividend income.

However, the mutual fund distributing such dividend would be required to deduct tax at source at the rate of 10% (in case of payment to resident investors) and at rates in force (in case of payment to non-resident investors), subject to certain exceptions.

#### 5.3. Interest income on debt securities

Interest income arising on securities could be characterised as 'Income from Other Sources' or 'business income' depending on facts of the case. In either case, interest income should be subject to tax as per the rates mentioned in paragraphs 12(2.1) & 12(2.2) above. In case of non-resident investors, the said rates are subject to the availability of beneficial provisions under the relevant tax treaty, if any.

Any expenses incurred to earn such interest income should be available as deduction, subject to the provisions of the IT Act.

#### 5.4. Gains on sale of securities

Income arising from the purchase and sale of securities can give rise to either capital gains or business income in the hands of the investor. The issue of characterisation of income is relevant as the income tax computation and rates differ in the two situations.

The characterisation is essentially a question of fact and depends on whether the shares are held as business/ trading assets or as capital assets.

The Central Board of Direct Taxes ('CBDT') has issued a circular<sup>1</sup> which deals with listed shares/ securities which states that:

- Where the assessee opts to treat the listed shares/ securities as stock-in-trade, the income arising from the transfer of such listed shares/ securities would be treated as business income.
- If the assessee desires to treat the gains arising from transfer of listed shares/ securities held for a period of more than 12 months as capital gains, the same shall not be put to dispute by the Assessing Officer.

The aforementioned circular shall not apply in a case where the genuineness of the transaction itself is questionable.

The CBDT has issued a letter<sup>2</sup> on characterisation of income from transfer of unlisted shares. As per the letter, income arising from transfer of unlisted shares would be taxable under the head 'Capital Gains', irrespective of the period of holding. However, it would not be necessarily applied in the situations where:

- the genuineness of the transactions in unlisted shares itself is questionable; or
- the transfer of unlisted shares is related to an issue pertaining to lifting of corporate veil; or
- the transfer of unlisted shares is made along with the control and management of underlying business.

Investors may also refer to CBDT instruction no. 1827 dated August 31, 1989 read with CBDT Circular no. 4 dated June 15, 2007 for further guidance on this matter.

#### 5.4.1. Gains characterised as capital gains

The IT Act provides for a specific mechanism for computation of capital gains. Capital gains are computed by deducting from the sale consideration, the cost of acquisition and certain other expenses. The tax payable on capital gains would depend on whether the capital gains are long-term or short-term in nature.

Depending on the period for which the securities are held, capital gains earned by the Investors would be treated as short term or long-term capital gains. The taxability of capital gains is discussed below:

Type of instrument	Period of holding	Characterization
Listed Securities (other than Units) and units of equity oriented Mutual Funds	More than twelve (12) months	Long-term Capital Asset
	Twelve (12) months or less	Short-term Capital Asset
Unlisted shares of a company	More than twenty four (24) months	Long-term Capital Asset
	Twenty four (24) or less	Short-term Capital Asset

<sup>1</sup> Circular no. 6/ 2016 dated February 29, 2016

<sup>2</sup> Letter F.No.225/12/2016/ITA.II dated May 2, 2016



Specified Mutual Fund and Market Linked Debenture*	Not relevant	Short-term Capital Asset, irrespective of period of holding
Other securities	More than thirty six (36) months	Long-term Capital Asset
	Thirty six (36) months or less	Short-term Capital Asset

\*Specified Mutual Funds means a mutual fund (acquired on or after the 1<sup>st</sup> day of April, 2023) by whatever name called, where not more than 35% of its total proceeds is invested in equity shares of a domestic companies.

"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.

Taxability of capital gains under the IT Act (without considering the benefits under the tax treaties for non-resident investors) should be as follows:

Sr. No.	Particulars	Resident beneficiaries	Non-resident beneficiaries [Note 6]	Foreign Portfolio investors ('FPI')
		Tax rate (%) excluding applicable surcharge and health and education cess		
1	Short-term capital gains on transfer of listed equity shares, to be listed shares sold through offer for sale, units of an equity oriented mutual fund, units of business trusts on which Securities Transaction Tax ('STT') has been paid	15%	15%	15%
2	Any other short-term capital gains	30% [Note 1]	30% (in case firms/LLP/foreign non-corporates) / 40% (in case of foreign company)	30% [Note 4]
3	Long-term capital gains on transfer of: (i) listed equity shares on which STT has been paid both at the time of acquisition and sale of such shares; or (ii) units of equity oriented	10% [Note 5] [on income in excess of INR 1 lakh]	10% [Note 5] [on income in excess of INR 1 lakh]	10% [Note 5] [on income in excess of INR 1 lakh]



	mutual fund on which STT has been paid on transfer or (iii) units of business trusts on which STT has been paid on transfer [refer note 2]			
4	Long term capital gains on sale of listed bonds or listed debentures (not being market linked debenture)	10% (without indexation)	10% (without indexation) [Note 3]	10% [Note 5]
5	Long-term capital gains on transfer of listed mutual fund units (other than specified mutual funds acquired on or after the 1st day of April 2023 and equity-oriented fund)	20% (with indexation)	20% (with indexation)	10% [Note 5]
7	Long-term capital gains on transfer of unlisted bonds or unlisted debentures (not being market linked debenture)	20% (without indexation)	10% [Note 3 and 5]	10% [Note 5]
8	Long-term capital gains on transfer of unlisted securities (other than unlisted bonds and unlisted debentures) [refer note 7]	20% (with indexation)	10% [Note 3 and 5]	10% [Note 5]

Note 1:

In case of individuals, the tax rates have been mentioned considering highest slab rate. Separately, in case of domestic companies having total turnover or gross receipts not exceeding INR 400 crores in the Financial Year 2020-21 (Assessment Year 2021-22), the tax rate would be 25% (plus surcharge and health and education cess).

Note 2:

The cost of acquisition of equity shares or units of an equity oriented mutual funds acquired before 1 February 2018, shall be higher of:

- the actual cost of acquisition; and
- Lower of:
  - o Fair market value as on 31 January 2018, determined in the prescribed manner; and
  - o Value of consideration received or accruing upon transfer.

The CBDT issued a notification no. 3875 dated 1 October 2018, wherein the list of transactions have been specified in respect of which the provision of sub-clause (a) of clause (iii) of sub-section (1) of section 112A of the IT Act shall not apply.

Note 3:

The revenue may seek to apply a higher tax rate of 20% considering the judicial precedent.

Note 4:

Without considering foreign exchange benefit

Note 5:

Without considering indexation and foreign exchange fluctuation benefit

Note 6:

In case, the investments are made by Non-resident Indians ('NRI'), then such investors are entitled to be governed by the special tax provisions under Chapter XII-A of the IT Act and if such investors opt to be governed by these provisions, any long-term capital gains should be taxable at the rate of 10% (plus applicable Surcharge and Health and Education Cess) without considering the indexation benefit.

Note 7:

As per section 50CA of the IT Act, where the consideration received or accruing on account of transfer of unlisted shares is less than the fair market value of such share, determined in the prescribed manner, the fair value as determined should be deemed to be the full value of consideration for the purpose of computing capital gains.

5.4.2. Gains are characterised as 'Business income'

In case the gains are characterized as business income, then the same would be subject to tax as per the rates mentioned in paragraphs 12(2.1) & 12(2.2) above.

5.4.3. Proceeds on buy-back of shares by company

As per the section 10(34A) of the IT Act, gains arising on buy-back of shares (including shares listed on a recognised stock exchange) are exempt in the hands of investors. However, as per section 115QA of the IT Act, a distribution 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.



## 6. Other tax considerations

### 6.1. Foreign Portfolio Investors ('FPI')

As per section 2(14) of the IT Act, any investment in securities made by FPIs in accordance with the regulations made under the Securities and Exchange Board of India is treated as a capital asset. Consequently, any income arising from transfer of securities by FPIs are to be treated as capital gains.

Under section 115AD of the IT Act, long-term capital gains arising from transfer of securities shall be taxable at the rates mentioned in paragraph para 5.4 above.

As per section 196D of the IT Act, no deduction of tax shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD, payable to a FPI.

Under section 115AD of the IT Act, interest income received by FPIs should be taxable at 20% plus applicable Surcharge and Health and Education cess. However, interest referred to in section 194LD of the IT Act should be taxable at 5% plus applicable Surcharge and Health and Education cess, subject to fulfilment of conditions.

### 6.2. Non-resident investors (including FPI):

A non-resident investor would be subject to taxation in India only if;

- it is regarded a tax resident of India; or
- being a non-resident in India, it derives (a) Indian-sourced income; or (b) if any income is received / deemed to be received in India; or (c) if any income has accrued / deemed to have accrued in India in terms of the provisions of the IT Act.

Section 6 of the IT Act was amended by the Finance Act, 2015 to provide that a foreign company should be treated as a tax resident in India if its place of effective management ('POEM') is in India in that year. The Finance Act, 2016 provided that the said amended provisions are effective from 1 April 2017. POEM has been defined to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

The CBDT had *vide* its Circular dated 24 January 2017, issued guiding principles for determination of POEM of a Company. The CBDT had *vide* circular dated 23 February 2017, clarified that provisions of Sec 6(3)(ii) relating to POEM would not apply to companies having turnover or gross receipts less than or equal to INR 50 crores during the Financial Year.

As per section 90(2) of the IT Act, the provisions of the IT 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 GAAR provisions discussed below). 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 where the non-resident investor is from a country with which India has no Treaty, would be as per the provisions of the IT Act.

In order to claim Treaty benefits, the non-resident investor has to furnish the Tax Residency Certificate ('TRC') issued by the foreign tax authorities. Further, the non-resident investor shall be required to furnish such other information or document as may be prescribed. In this connection, the CBDT *vide* its notification dated August 1, 2013 has prescribed certain information in Form No. 10F to be produced along with the TRC, if the same does not form part of the TRC.

The income-tax authorities may grant Treaty benefit (after verifying the TRC) based on the facts of each case.

### 6.3. STT:

STT is applicable on various transactions executed on stock exchanges as follows:

- (a) 0.10% on the purchase of equity shares in a company on a recognised stock exchange in India where the contract for purchase is settled by the actual delivery or transfer of shares;
- (b) 0.10% on the sale of equity shares in a company on a recognised stock exchange in India where the contract for sale is settled by the actual delivery or transfer of shares;
- (c) 0.001% on the sale of units of equity oriented funds on a recognised stock exchange in India where the contract for sale is settled by the actual delivery or transfer of units
- (d) 0.025% on the sale of equity shares in a company or units of equity oriented funds on a recognised stock exchange in India where the contract for sale is settled otherwise than by the actual delivery or transfer of shares or unit;
- (e) 0.0125% on the sale of futures in securities;
- (f) 0.0625% on the sale of options in securities;
- (g) 0.125% on the purchase of options in securities, where options are exercised;
- (h) 0.001% on the sale of units of equity oriented fund to the Mutual Fund.
- (i) 0.2% on sale of unlisted equity shares under an offer for sale

### 6.4. Receipt of any property at a value below fair market value

Section 56(2)(x) of the IT Act provides that if any assessee receives any property (including shares and securities) without consideration or for inadequate consideration in excess of INR 50,000 as compared to the fair market value, fair market value in excess of such consideration shall be taxable in the hands of the recipient as Income from Other Sources at the rates mentioned in paragraph 12(2.1) and 12(2.2) above (plus applicable surcharge and health and education cess). The above rates would be subject to availability of benefits under the tax treaty, if any, in case of non-resident assessee.

As per the provisions of section 50CA of IT Act, if there is a transfer of unquoted shares of a company at a value lesser than the fair market value, then the fair market value should be deemed to be the full value of sale consideration for computing the capital gains for such unquoted shares. The CBDT has notified rules for computation of FMV for the purpose of section 50CA of the IT Act.



Further, the above provision shall not apply to any consideration received / accruing on transfer by certain class of persons and subject to fulfillment of conditions, as may be prescribed.

The CBDT has issued rules with revised mechanism for computation of FMV for the purpose of section 56(2)(x) of the IT Act.

Accordingly, such other income would be chargeable to tax (i) at the rate of 30% (plus applicable rates of surcharge and cess) in case of resident investors (assuming highest slab rate for resident individual) (ii) at the rate of 40% plus applicable rates of surcharge and cess) in case of foreign companies (ii) at the rate of 30% (plus applicable rates of surcharge and cess) in case of non-resident firms/LLPs.

Further, the above provision shall not apply to any sum of money or any property received by such class of persons and subject to fulfilment of conditions as may be prescribed.

#### 6.5. 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 recharacterise 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 IT Rules. The IT Rules 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.

#### 6.6. 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 ['TIN' (assigned in the country of residence)] and date and place of birth ['DOB' and 'POB' (in the case of an individual)];
- b. where an entity has one or more controlling persons that are reportable persons:
  - i. the name and address of the entity, TIN assigned to the entity by the country of its residence; and
  - ii. the name, address, DOB, POB 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).

#### 6.7. Multilateral Convention to implement Tax Treaty related measures to prevent Base Erosion and Profit Shifting:

The Organisation of Economic Co-operation and Development ('OECD') released the Multilateral Convention to implement Tax Treaty related measures to prevent Base Erosion and Profit Shifting ('MLI'). The MLI, amongst others, includes a "principal purpose test", wherein Tax Treaty benefits can be denied if one of the principal purpose of an arrangement or a transaction was to, directly or indirectly, obtain tax benefit. The MLI has also expanded the scope of permanent establishment to



include agent (excluding an independent agent) playing principal role, leading to routine conclusion of contracts without material modification. For this purpose, an agent is not considered independent if it acts exclusively or almost exclusively on behalf of one or more closely related enterprises. India has been an active participant in the entire discussion and its involvement in the BEPS project has been intensive.

In a ceremony held in Paris on 7 June 2017, various countries including India, signed the MLIs.

Recently, the Union Cabinet of India issued a press release dated 12 June 2019, approving the ratification of the MLI to implement tax treaty related measures to prevent BEPS. The application of MLI to a Tax Treaty is dependent on ratification as well as positions adopted by both the countries signing a Tax Treaty.

On June 25, 2019, India has taken the final step for implementation of MLI by depositing its instrument of ratification with the OECD. It may be noted that MLI will enter into effect for any treaty entered into by India from 1 April 2020 (i.e. FY 2020-21) if:

1. India has listed that treaty in its Final MLI Position as a Covered Tax Agreement ('CTA').
2. The treaty partner is a signatory to MLI.
3. The treaty partner has also deposited its instrument of ratification on or before 30 June 2019.
4. The treaty partner has also listed India in its Final MLI Position as a CTA.

The aforesaid steps have been completed for certain tax treaties entered into by India (such as India – Singapore, India – UK, India – Luxembourg and India – Netherlands). The said treaties shall stand modified with effect from 1 April 2020 (i.e. FY 2020-21) to the extent that both treaty partners share the same position on the provisions of the MLI.

#### 6.8. Minimum Alternate Tax:

The IT Act provides for levy of Minimum Alternate Tax ('MAT') on corporates if the tax amount calculated at the rate of 15% (plus applicable surcharge and health and education cess) of the book profits, as the case may be, is higher than the tax amount calculated under the normal provisions of the IT Act.

If MAT is held to be applicable to the Investors, then income receivable by such Investors from their investment in the Fund shall also be included to determine the MAT.

The MAT provisions are not applicable to a non-resident if, (a) the assessee is a resident of a country with which India has DTAA and the assessee does not have a permanent establishment in India; or (b) the assessee is a resident of a country with which India does not have a Tax Treaty and is not required to seek registration under the Indian corporate law. Further, the above provisions are not applicable in case of a person who exercises the option referred to in section 115BBA or section 115BAB of the IT Act.

#### 6.9. Alternate Minimum Tax:

The IT Act provides for levy of Alternate Minimum Tax ('AMT') on non-corporate tax payers if the tax amount calculated at the rate of 18.5% (plus applicable surcharge and health and education cess) of the adjusted total income, as the case may be, is higher than the regular income-tax payable under the normal provisions of the IT Act. Such provisions are not applicable if the adjusted total income does not exceed INR 20,00,000. Further, as per FA 2020, the above provisions are not applicable in case of a person who exercises the option referred to in section 115BAC or section 115BAD of the IT Act.

If AMT is held to be applicable to the investors, then income receivable by such investors from their investment in the fund shall also be included to determine the AMT.

6.10. Expenditure incurred in relation to income not includible in the total income:

As per the provisions of section 14A of the IT Act read with rule 8D of the IT Rules, if any income of the investors does not form part of the total income or is exempt under the provisions of the IT Act then any expenditure incurred by the Investor, directly or indirectly, in relation to such income will not be allowed as deduction for the purpose of calculating the total taxable income of the Investor.

6.11. Bonus stripping:

Where any person buys or acquires any securities or units of a mutual fund or the Unit Trust of India within a period of three months prior to the record date (i.e., the date that may be fixed by a company or a Mutual Fund or the Administrator of the specified undertaking or the specified company, for the purposes of entitlement of the holder of the units to receive additional unit without any consideration) and such person is allotted additional securities or units (without any payment) on the basis of holding of the aforesaid securities or units on the record date, and if such person sells or transfers all or any of the original securities or units within a period of nine months after the record date while continuing to hold all or any of the additional securities or units, then any loss arising to him on account of such purchase and sale of all or any of the securities or units would be ignored for the purpose of computing his income chargeable to tax. Further, the loss so ignored would be deemed to be the cost of acquisition of such additional securities or units as are held by him on the date of sale or transfer of original securities or units.

6.12. Carry-forward of losses and other provisions (applicable irrespective of the residential status):

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.

6.13. Issue of shares at premium by a private company:



As per the provisions of section 56(2)(viib) of the IT Act, where a privately held company issues its shares to any person at a premium (i.e. over and above the face value of such shares), then the consideration received by the company for such issue of shares in excess of the fair market value ('FMV') of the shares is required to be taxed in the hands of the company. In this regard, rule 11U and 11UA provide mechanism for computation of FMV for the purpose of section 56(2)(viib) of the IT Act. An exemption is provided for receipt of consideration by a venture capital undertaking from a specified fund

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.

**13. Accounting policies**

The following Accounting policy will be applied for the portfolio investments of clients:

- (a) Unlisted equity / convertible preference shares would be valued in accordance with the guidelines prescribed by APMI from time to time.
- (b) Debt instruments and money market instruments would be valued accordance with the guidelines prescribed by APMI from time to time.
- (c) Realised gains/losses will be calculated by applying the First In First Out Principle.
- (d) Unrealized gains/losses are the differences between the current market value/net asset value and the historical cost of the Securities.
- (e) Dividends on shares will be accounted for on ex-dividend date and dividends on units of mutual funds will be accounted for on receipt of information from the mutual fund house and interest, stock lending fees earned etc., will be accounted for on accrual basis. The interest on debt instruments will be accounted for on accrual basis.
- (f) In respect of all interest-bearing investments, income must be accrued on a day to day basis as it is earned. Therefore, when such investments are purchased, interest paid for the period from the last interest due date up to the date of purchase will not be treated as a cost of purchase but will be debited to Interest
- (g) For derivatives and futures and options, unrealized gains and losses is calculated by marking to market the open positions. Specifically, in case of certain option contracts, market quotes are not easily available through the exchange due to low liquidity. Considering this scenario, the Co-Investment Portfolio Manager has appointed an external agency to do the valuation based on the latest reported trades and market accepted methodologies. External agency will share the quotes

on daily basis, in case such a quote is not available, previous day quotes will be used by the Co-Investment Portfolio Manager. Maximum validity of such quote will be 30 days.

- (h) Similarly, interest received at the time of sale for the period from the last interest due date up to the date of sale will not be treated as an addition to sale value but will be credited to interest recoverable account.
- (i) Transactions for purchase or sale of investments will be recognized as of the trade date and not as of the settlement date, so that the effect of all investments traded during a financial year are recorded and reflected in the financial statements for that year. Where investment transactions take place outside the stock market, for example, acquisitions through private placement or purchases or sales through private treaty, the transaction should be recorded, in the event of a purchase, as of the date on which there is enforceable obligation to pay the price or, in the event of a sale, when there is an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.
- (j) Bonus shares will be recognized only when the original shares on which the bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis. Similarly, rights entitlements will be recognized only when the original shares on which the right entitlement accrues are traded on the stock exchange on an ex-rights basis.
- (k) The cost of investments acquired or purchased will include brokerage, stamp duty charges and any charge customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered will be reduced from the cost of the investment.
- (l) The Co-Investment Portfolio Manager and the Client can adopt any specific norms or methodology for valuation of investments or accounting provided the same is mutually agreed between them on a case to case basis.
- (m) Purchases are accounted for at the cost of acquisition inclusive of brokerage, stamp duty, transaction charges and entry loads in case of units of mutual fund. 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.
- (n) Investments in the Managed accounts (Alternate investment funds and Venture Capital funds) will be valued at last available Net asset value declared by issuer.

The Investor may contact the customer services official of the Co-Investment Portfolio Manager for the purpose of clarifying or elaborating on any of the above policy issues. The valuation of the securities not mentioned above shall be valued on fair value basis as decided by the Co-Investment Portfolio Manager.



The Co-Investment 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

Accounting norms prevalent in the co-investment portfolio management services industry and as may be prescribed/applicable from time to time will be duly followed.

#### 14. Investors services

The Co-Investment Portfolio Manager seeks to provide the Clients a high standard of service. The Co-Investment Portfolio Manager is committed to put in place and upgrade on a continuous basis the systems and procedures that will enable effective servicing through the use of technology. The Client servicing essentially involves:

- (a) Reporting portfolio actions and client statement of accounts at pre-defined frequency;
  - (b) Attending to and addressing any client query with least lead time;
  - (c) Ensuring portfolio reviews at predefined frequency.
- (i) **Name, address and telephone number of the investor relation officer who shall attend to the investor queries and complaints:**

Name	Ms. Shubhra Desai
Designation	Manager
Address	360 Centre, Kamala City, Senapati Bapat Marg, Lower Parel Mumbai Maharashtra 400013, India
Telephone No.	+91 7208092523
Email id	shubhra.desai@360.one

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

The Co-Investment Portfolio Manager has in place a dedicated system for addressing all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. On receipt of the complaint, the Co-Investment Portfolio Manager, on a best effort basis, may resolve the complaint, within 21 calendar days from the date of receipt of the complaint. In the event the complaint is not resolved within 21 calendar days from the date of receipt of the complaint, the Client and the Co-Investment Portfolio Manager or any person designated by the Co-Investment Portfolio Manager shall endeavour to resolve the complaint by mutual dialogue. If the Investor remains dissatisfied with the remedies offered or the stand taken by the Co-Investment Portfolio Manager, the Investor may lodge the complaint on SEBI's web-based complaints redress system (SCORES), on <http://scores.gov.in/>.

All disputes, differences, claims and questions whatsoever arising between the Client and the Co-Investment Portfolio Manager and/ or their respective representatives shall be settled in accordance with and subject to the provisions of The Arbitration and Conciliation Act, 1996, or

any statutory requirement, modification or re-enactment thereof. Such Arbitration proceedings shall be held at Mumbai or such other place as the Co-Investment Portfolio Manager thinks fit.

If the party raising dispute/differences is not satisfied with the outcome of the redressal through SCORES such dispute/difference may be submitted to dispute resolution mechanism as per the framework notified by SEBI vide its circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (and any amendment or clarificatory circulars that may be issued by SEBI from time to time) (“**SEBI ODR Circular**”) for Online Resolution of Disputes in the Indian Securities Market (<https://smartodr.in/login>).

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

Not Applicable

**16. Details of diversification for portfolio manager:**

The same is not applicable owing to the nature of services offered by the Co-Investment Portfolio Manager.

**17. General**

**Prevention of Money Laundering**

The Co-Investment Portfolio Manager shall presume that the identity of the Client and the information disclosed by the Client is true and correct. It will also be presumed that the funds invested by the Client through the services of the Co-Investment Portfolio Manager come from legitimate sources / manner only and does not involve and is not designated for the purpose of any contravention or evasion of the provisions of the ITA, PML Laws, Prevention of Corruption Act, 1988 and/or any other Applicable Law in force and the investor is duly entitled to invest the said funds.

To ensure appropriate identification of the Client(s) under its Know Your Client (“KYC”) policy and with a view to monitor transactions in order to prevent money laundering, the Co-Investment Portfolio Manager (itself or through its nominated agency as permissible under Applicable Laws) reserves the right to seek information, record investor’s telephonic calls and/or obtain and retain documentation for establishing the identity of the investor, proof of residence, source of funds, etc.

Where the funds invested are for the benefit of a person (beneficiary) other than the person in whose name the investments are made and/or registered, the Client shall provide an undertaking that the Client, holding the funds/securities in his name, is legally authorised/entitled to invest the said funds/securities through the services of the Co-Investment Portfolio Manager, for the benefit of the beneficiaries.

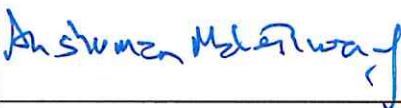



The Co-Investment Portfolio Manager will not seek fresh KYC from the Clients who are already KYC Registration Agency (“KRA”) compliant except the information required under any new KYC requirement. The Clients who are not KRA compliant, the information will be procured by the Co-Investment Portfolio Manager and uploaded.

The Co-Investment Portfolio Manager, and its directors, employees, agents and service providers shall not be liable in any manner for any claims arising whatsoever on account of freezing the Client’s account/rejection of any application or mandatory repayment/returning of funds due to non-compliance with the provisions of the PML Laws and KYC policy. If the Co-Investment Portfolio Manager believes that transaction is suspicious in nature within the purview of the PML Laws, then it will report the same to FIU-IND.

Notwithstanding anything contained in this Document, the provisions of the SEBI Regulations, PML Laws and the guidelines there under shall be applicable. Clients/Investors are advised to read the Document carefully before entering into an Agreement with the Co-Investment Portfolio Manager.

**For and on behalf of 360 ONE Alternates Asset Management Limited**

Name of Director	Signature(s)
Mr. Anshuman Maheshwary	
Mr. Sameer Nath	

**Place:** Mumbai

**Date:** April 30, 2024

**FORM C**

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

<b>Name</b>	360 ONE Alternates Asset Management Limited
<b>Address</b>	360 ONE Centre Kamala City, Lower Parel, Delisle Road, Mumbai, Maharashtra, India - 400013
<b>Phone Number</b>	+91 22 4876 5600
<b>Email</b>	pmscompliance@360.one

We confirm that:

- (i) the Disclosure Document forwarded to SEBI is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by SEBI from time to time;
- (ii) the disclosures made in the Document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Co-Investment Portfolio Manager;
- (iii) the Disclosure Document has been duly certified by an independent Chartered Accountant, as on April 30, 2024. The details of the Chartered Accountants are as follows:

Name of the Firm : M/s M. P. Chitale & Co., Chartered Accountants  
 Registration Number : 101851W  
 Address : 1/11, Prabhadevi Ind. Estate, 1st Floor.,  
 Opp. Siddhivinayak Temple, Veer Savarkar Marg,  
 Prabhadevi, Mumbai - 25  
 Telephone Number : 022-43474301

The copy of Chartered Accountant's certificate is enclosed.

**For and on behalf of 360 ONE Alternates Asset Management Limited**

  
**Sameer Nath**  
**Principal Officer**

Email: sameer.nath@360.one  
 Phone No: 9920066597

Date: April 30, 2024  
 Place: Mumbai



# **M. P. Chitale & Co.**

## **Chartered Accountants**

1/11, Prabhadevi Ind. Estate, 1st Flr., Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 25 • Tel.: 43474301-03

**The Board of Directors,**

**360 ONE Alternates Asset Management Limited**

IIFL Centre, Kamala City, Senapati Bapat Marg,

Lower Parel (W), Mumbai – 400 013.

### **Certificate under regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020**

1. We have been requested by management of 360 ONE Alternates Asset Management Limited ('the Company') to certify the contents of Disclosure Document dated April 26, 2024 for portfolio management services of the Company which is prepared by the Company in accordance with the Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 ('the SEBI Regulations'). We understand that the Disclosure Document is required to be submitted to the Securities and Exchange Board of India ("the SEBI").

#### **Management's responsibility**

2. The management of the Company is responsible for the maintenance of the books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation and presentation of Disclosure Document.
3. The Disclosure Document and compliance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 is the responsibility of the management of the Company.

#### **Auditor's responsibility**

4. We have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.
5. For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the aforementioned Disclosure Document is not in compliance with the SEBI Regulations.

- a) The list of persons classified as group companies and list of related parties are as per audited financial statements available on the Company website;
- b) The promoters and directors' qualifications, experience, ownership details are as confirmed by the directors and have been accepted without further verification;
- c) We have relied solely on representations provided by the management of the Company and not performed any procedures in relation to penalties or litigations against the Portfolio Manager, as mentioned in the Disclosure Document;
- d) We have reviewed the figures for performance disclosed in the Disclosure Document on the basis of performance data spooled from Wealth Spectrum by the Company;
- e) We have reviewed the transactions with the related parties during the quarter ended March 2024 as per the list of related parties and transactions data provided by the Portfolio Manager.
- f) We have relied solely on representations provided by the management of the Company and not performed any procedures in relation to the investment objectives and policies / investment philosophy;
- g) We have reviewed nature of fees and expenses as per the agreements and representations provided by the Company; and
- h) We have verified the financial figures disclosed in the Disclosure Document with the audited financial statements for the respective years.

**Conclusion**

6. Based on the procedures performed as stated above, evidence obtained and information and explanations provided by the Company, nothing has come to our attention that causes us to believe that the Disclosure Document is not, in all material aspects, in compliance with the SEBI Regulations.

Based on our review of attached Disclosure Document, audited annual accounts of the Portfolio Manager and its other group companies and its other relevant records and information furnished by the Portfolio Manager along with representation provided, we certify that the disclosures made in the attached Disclosure Document for Portfolio Management are true, fair and adequate to enable the investors to make a well informed decision.



7. This certificate is issued solely to comply with Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 (as amended from time to time) and may not be suitable for any other purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

**For M.P. Chitale & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 101851W**

*V.V. Barje*

**Vidya Barje**  
**Partner**  
**M. No. 104994**  
**Mumbai, April 30, 2024**  
**UDIN: 24104994BKACVW9166**