COUNTER CYCLICAL INVESTMENTS PVT. LTD.

SEBI Registration Number: INP000006554

PORTFOLIO MANAGEMENT SERVICES

DISCLOSURE DOCUMENT

FORM C

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

COUNTER CYCLICAL INVESTMENTS PRIVATE LIMITED

Regd. Office: Flat No. 401, Plot Number 16, Shirke Layout, Raj Nagar, Nagpur 440013.
Corporate Office: 303, Mohta Building, Chhaoni, Nagpur 440013
Phone: 0712 2 591144, Email id: Info@cciplpms.com

SEBI Reg. No.: INP000006554

We confirm that:

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

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

iii) The Disclosure Document has been duly certified by an independent chartered accountant, Mayur Thakkar, M/S Mayur P. Thakkar & Associates having membership no. 162251 and office at E-3, Gopal Krishna Apartment, Chhota Ayachit Mandir, Badkas Chowk, Mahal, Nagpur- 440032 on 26th November, 2025.

COUNTER CYCLICAL INVESTMENTS PVT. LTD.

Date: 26th November, 2025
Place: Nagpur

Name: Mr. Gunit Singh Narang
Designation: Principal Officer
Address: Flat No. 401, Plot Number 16, Shirke Layout, Raj Nagar, Nagpur 440013

PORTFOLIO MANAGEMENT SERVICES
DISCLOSURE DOCUMENT
OF
COUNTER CYCLICAL INVESTMENTS PRIVATE LIMITED
(SEBI REGISTRATION No.: INP000006554)
(As per the requirement of the Fifth Schedule under Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020

Key Information

- This Disclosure Document has been prepared in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations 2020, as amended from time to time.
- This Disclosure Document has been filed with the Securities and Exchange Board of India (SEBI) along with the Certificate in the prescribed format in terms of Regulation 22 of SEBI (Portfolio Managers) Regulations, 2020.
- The purpose of the Document is to provide essential information about the Portfolio Management Services (PMS) in a manner to assist and enable the investors in making informed decisions for engaging Counter Cyclical Investments Private Limited as a Portfolio Manager.
- This Disclosure Document sets forth concisely the necessary information about the Portfolio Manager that is required by a prospective investor before investing.
- The investor should carefully read the entire Disclosure Document prior to making a decision to avail of the Portfolio Management Services and should retain this Disclosure document for future reference.
- This Disclosure Document is dated 26th November October 2025 (Audited Financial data of the Portfolio Manager considered up to 31st March 2025)

PRINCIPAL OFFICER	**PORTFOLIO MANAGER**
Mr. Gunit Singh Narang Address: 401, PN 16, Shirkey Building, L/O Raj Nagar S B Cly, Nagpur, Maharashtra-440013 Tel no. 0712 2 591144 Email: Gunit@cciplpms.com	**Counter Cyclical Investments Private Limited** SEBI Registration No.: INP000006554 Corporate Office: 303, Mohta Apartment, Chhaoni, Nagpur 440013 Email: Info@cciplpms.com Website: https://cciplpms.com/

Content

Part-I Static section:

1. Disclaimer 5

2. Definitions 6-9

3. Description 10

4. Penalties, pending litigation or proceedings, findings of inspection or investigation for which action has been taken or initiated by any regulatory authority 11

5. Services offered and Investment approach 12-14

6. Risk factors 15-18

7. Nature of Expenses 19-20

8. Taxation 21-26

9. Accounting policies 27-28

10. Investors services 29-30

11. Details of the diversification policy of the portfolio manager 31

Part-II Dynamic Section:

12. Client Representation 32-33

13. Financial performance 34

14. Performance of Portfolio Manager 35

15. Audit Observations (of the preceding 3 years) 36

16. Details of investments in the securities of related parties of the portfolio manager 37

17. Annexure 1- Certificate of Independent Chartered Accountant

PART-I- Static Section

1. Disclaimer Clause

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

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

2. Definitions

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

1. "**Act**" means the Securities and Exchange Board of India Act, 1992.

2. "**Accreditation Agency**" means a subsidiary of a recognized stock exchange or a subsidiary of a depository or any other entity as may be specified by SEBI from time to time.

3. "**Accredited Investor**" means any person who is granted a certificate of accreditation by an accreditation agency who:

   (i) in case of an individual, HUF, family trust or sole proprietorship has:
      (a) annual income of at least two crore rupees; or
      (b) net worth of at least seven crore fifty lakh rupees, out of which not less than three crores seventy-five lakh rupees is in the form of financial assets; or
      (c) annual income of at least one crore rupees and minimum net worth of five crore rupees, out of which not less than two crore fifty lakh rupees is in the form of financial assets.

   (ii) in case of a body corporate, has net worth of at least fifty crore rupees;

   (iii) in case of a trust other than family trust, has net worth of at least fifty crore rupees;

   (iv) in case of a partnership firm set up under the Indian Partnership Act, 1932, each partner independently meets the eligibility criteria for accreditation:

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

4. "**Advisory Services**" means advising on the portfolio approach, investment and divestment of individual Securities in the Client's Portfolio, entirely at the Client's risk, in terms of the Regulations and the Agreement.

5. "**Agreement**" or "**Portfolio Management Services Agreement**" or "**PMS Agreement**" means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.

6. "**Applicable Law/s**" means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.

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

8. "**Associate**" means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.

9. "**Benchmark**" means an index selected by the Portfolio Manager in accordance with the Regulations, in respect of each Investment Approach to enable the Clients to evaluate the relative performance of the Portfolio Manager.

10. "**Board**" or "**SEBI**" means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

11. "**Business Day**" means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.

12. "**Client(s)**" / "**Investor(s)**" means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.

13. "**Custodian(s)**" means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.

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

15. "**Depository Account**" means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.

16. "**Direct on-boarding**" means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.

17. "**Disclosure Document**" **or** "**Document**" means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.

18. "**Distributor**" means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).

19. "**Eligible Investors**" means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.

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

21. "**Foreign Portfolio Investors**" or "**FPI**" means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.

22. "**Financial Year**" means the year starting from April 1 and ending on March 31 in the following year.

23. "**Funds"** or **"Capital Contribution**" means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.

24. "**Group Company**" shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.[i]

25. "**HUF**" means the Hindu Undivided Family as defined in Section 2(31) of the IT Act.

26. "**Investment Approach**" is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment Approach that may be introduced at any time in future by the Portfolio Manager.

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

28. "**Large Value Accredited Investor**" means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum investment amount of ten crore rupees.

29. "**Non-resident Investors**" or "**NRI(s)**" shall mean non-resident Indian as defined in Section 2 (30) of the IT Act.

30. "**NAV**" shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.

31. "**NISM**" means the National Institute of Securities Markets, established by the Board.

32. "**Person**" includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), a limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor and any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof.

33. "**Portfolio**" means the total holdings of all investments, Securities and Funds belonging to the Client.

34. "**Portfolio Manager**" means Counter Cyclical Investments Private Limited, a company incorporated under The Companies Act, 2013, registered with SEBI as a portfolio manager bearing registration number INP000006554 and having its registered office at Flat no. 401, Plot number 16, Shirke layout, Raj Nagar, Nagpur 440013.

35. "**Principal Officer**" means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:

(i) the decisions made by the Portfolio Manager for the management or administration of Portfolio of Securities or the Funds of the Client, as the case may be; and
(ii) all other operations of the Portfolio Manager

36. "**Regulations**" or "**SEBI Regulations**" means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.

37. "**Related Party**" means –

(i) a director, partner or his relative;
(ii) a key managerial personnel or his relative;
(iii) a firm, in which a director, partner, manager or his relative is a partner;
(iv) a private company in which a director, partner or manager or his relative is a member or director;
(v) a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
(vi) any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
(vii) any person on whose advice, directions or instructions a director, partner or manager is accustomed to act:

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

(viii) any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager— The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
(ix) a related party as defined under the applicable accounting standards;
(x) such other person as may be specified by the Board:
Provided that,
    (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
    (b) any person or any entity, holding equity shares:
        (i) of twenty per cent or more; or
        (ii) of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;

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

3. Description

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

Counter Cyclical Investments Private Limited was founded in March, 2018 under the Companies Act to provide services in the areas of Equity Research and Investments. The Company has an experienced team to provide Portfolio Management Services. The Company got the approval from SEBI on April 4, 2019 vide registration code INP000006554 to perform Portfolio Management Services.

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

S.no.	Name	Holding	Background
1	Keshav Garg (Promoter & Director)	75.50%	Keshav Garg has an experience of over a decade in equity markets and is based out of Pune.
2	Parminder Pal Singh Bhatia (Promoter & Director)	10.00%	Parminder Pal Singh is a businessman based out of Nagpur.
3	Suninder Singh Bhatia (Promoter& Director)	05.00%	Suninder Singh Bhatia has an experience of half a decade in equity markets and is based out of Nagpur.
4	Rajiv Garg (Promoter)	05.00%	Rajiv Garg is a businessman based out of Ranchi.
5	Rashmi Sharma (Promoter)	04.50%	Rashmi Sharma is a housewife based out of Lucknow.

Principal officer details: -

Name	**Designation**	**Educational Qualification**
Gunit Singh Narang	Principal Officer	MA. from University of Delhi

(iii) Top 10 Group companies/firms of the portfolio manager on turnover. basis (latest audited financial statements may be used for this purpose): - Counter Cyclical Investments Private Limited does not have any holding / subsidiary / associate companies as of now.

(iv) Details of the services being offered:

Discretionary Portfolio Management Services - The portfolio account of the client is managed at the full discretion and liberty of the Portfolio Manager. Thus, the choice and timing of investment rests solely with the Portfolio Manager. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's account is absolute and final and cannot be called in question or be open to review at any time during the tenure of the agreement or any time thereafter except on ground of malafide, fraud, conflict of interest or gross negligence.

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

All cases of penalties imposed by SEBI or the Directions issued by SEBI under the SEBI Act or Rules or Regulations made there under.	None
The nature of the penalty/direction	Not Applicable
Penalties imposed for any economic offense and/or for violation of any securities laws.	None
Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any.	None
Any deficiency in the systems and operations of the portfolio managers observed by the Board or any regulatory agency.	None
Any enquiry/adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the act or Rules or Regulations made there under.	None

5. Services Offered

CCIPL launched Portfolio Management Services (PMS) in April 2019. Absolute return idea generation is the clear and overriding objective behind our research product. Our research approach is based on the following principles:

- Bottom-up process for stock selection with emphasis on absolute return.
- Focus on stocks that offer meaningful upside.
- Stocks we select must meet our stringent research criteria of industry attractiveness, growth prospects, company track record, financial disclosure, corporate governance and future growth potential.

Though the PMS product relies on PMS research to a large extent, the PMS fund manager exercises his own skill and judgment to build and maintain portfolio.

a) Investment Objective & Policies:

The investment objective is to generate capital appreciation predominantly through investments in equities with a long-term perspective. Though reasonable endeavor will be made to achieve the objectives, there is no guarantee or assurance that the investment objective will be achieved. No guaranteed returns are being offered under these services. investment approach along with investment objectives including the types of securities in which the Portfolio Manager generally invests are concisely stated investment approach below.

b) On-boarding of clients:

CCIPL may on-board clients:

(a) directly

(b) through empaneled distributor.

The Portfolio Manager offers Discretionary Portfolio Management Services i.e. the portfolio account of the client is managed at the full discretion and liberty of the Portfolio Manager.

c) Products available /Activities carried on by us:

Discretionary Diversified Long Term Value Equity Investment:

- Investment in stocks taking long term view, ideally three to five-year perspective.
- Managing market exposure if market appears near any of the extremes - extremely undervalued or extremely overvalued. Exposure will primarily be managed through changing cash level in the portfolio.
- Will exit stocks;
  - If our initial investment hypothesis turns out to be inaccurate.
  - If the stock price increases so that all future prospects of the company are adequately being reflected in the current price.
  - If our investee company's business fundamentals are deteriorating.
  - Any slippage in corporate governance.
  - If we find a better opportunity (superior quality business available at a discount to our current holding)

d) The present investment objectives and policies:

- Bottom-up process for stock selection with emphasis on absolute return.
- Focus on stocks that offer meaningful upside.
- Stock selection based on our stringent research criteria of industry attractiveness, growth prospects, company track record, financial disclosure, corporate governance and future growth potential.

e) Policies applicable:

- The portfolio of each client may differ from that of the other client in the same product as per discretion of the Portfolio Manager depending on the investment horizon.
- The performance of the Portfolios may not be strictly comparable with the performance of the Indices, due to the inherent differences in the construction of the portfolios. The Portfolio Manager may from time to time, review the benchmark selection process and make suitable changes as to use of the benchmark, or related to composition of the benchmark, whenever it deems necessary.
- No speculative transactions will be entered into as per SEBI regulations.
- The policies for investments in associates/ group companies of the Portfolio Manager and the maximum percentage of such investments therein would be subject to the applicable laws /regulations/ guidelines.

f) Investment Approaches of the Portfolio Manager

(a) Name - DIVERSIFIED LONG TERM VALUE

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

(c) Description of Securities - Under the scheme, client monies would primarily be invested in equity shares issued by companies which are listed in India. some part might be retained as bank balance in bank account.

(d) Basis of Selection of type of security - Small cap Blue-chip companies (high market share, RoCE & growth), which are temporarily going through a cyclical downturn in their business & whose stock price has been disproportionately hammered down by the markets.

(e) Allocation of portfolio across types of securities

Type of security	Allocation in portfolio
Equity and equity linked instruments	=>90%
Money market funds / Liquid funds / Bank balance	No Fixed Percentage

The allocation of portfolio will be focused on listed equities. In most market conditions, listed equities allocation will be the predominant allocation in the portfolio. However, allocation percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager. The objective of the Portfolio Manager will always be to protect the interests of the Client.

(f) Benchmark to compare performance - BSE500TRI

(g) Minimum investment – 50 Lakhs

(h) Indicative tenure or investment horizon – 3 years – 5 years. The Portfolio Manager has complete discretion to liquidate when stocks have achieved objectives or if our thesis is no longer working.

(i) Minimum tenure – not applicable under this investment approach.

(j) Lock-in period – DPMS Investments managed under DIVERSIFIED LONG TERM

VALUE Approach shall not be subject to any lock-in period.

(k) Exit loads – 2% of portfolio value in case of full redemption of monies within 1 year of initial investment

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

(m) Risks associated with the investment approach – Please refer the clause 6 of the agreement on Risk Factors.

Note: The performance of the Portfolios may not be strictly comparable with the performance of the benchmark indices, due to the inherent differences in the construction of the portfolios. The Portfolio Manager may from time to time, review the benchmark selection process and make suitable changes as to use of the benchmark, or related to composition of the benchmark, whenever it deems necessary.

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

The investments, if made, in securities of the associates/related parties would be within the overall framework of the SEBI (Portfolio Managers) Regulation 2020 and circulars issued thereunder as may be applicable. Further, such investments shall be subject to terms and conditions as mentioned in the agreement and Disclosure document. The Portfolio Manager, before investing in the securities of its associates/ Related parties of the Portfolio Manager shall evaluate such investments, and shall consider overall level of risk before making such investments. Such investments shall be made at arm's length basis and at fair valuation. The risk applicable to such investments shall be no different from the risk applicable to other investments.

Conflict of Interest: CCIPL qualifies as a related party to the investee company by virtue of investments made in the investee company by our Portfolio Management Service (PMS) accounts. These investments have been undertaken based solely on stock research conducted by the PMS. We affirm that there is no conflict of interest arising from this relationship

As per SEBI (Portfolio Managers) Regulations, 2020, the limits applicable for investment in the securities of associates/related parties of Portfolio Manager are as under:

Security	**Limit for investment across single associates/related parties (as percentage of client's AUM)**	**Limit for investment across multiple associates/related parties (as percentage of client's AUM)**
Equity	15%	25%
Debt and hybrid securities	15%	25%
Equity + Debt + Hybrid securities	30%	

6. Risk factors

A. General Risks Factors

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

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

(3) [Past performance of the Portfolio Manager does not indicate the future performance of the same or any other Investment Approach in future or any other future Investment Approach of the Portfolio Manager. [OR] The Portfolio Manager has no previous experience/track record in the field of portfolio management services. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich individual experience.]

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

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

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

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

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

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

B. Risk associated with equity and equity related instruments

(10) Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of equity and equity related instruments may fluctuate due to factors affecting the securities markets such as

volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the government, taxation laws, political, economic or other developments, which may have an adverse impact on individual Securities, a specific sector or all sectors. Consequently, the value of the Client's Portfolio may be adversely affected.

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

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

C. Risk associated with debt and money market securities

(13) Interest Rate Risk

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

(14) Liquidity or Marketability Risk

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

(15) Credit Risk

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

(16) Reinvestment Risk

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

D. Risk associated with derivatives instruments

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

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

E. Risk associated with investments in mutual fund schemes

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

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

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

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

(23) The Portfolio Manager shall not responsible, if the AMC/ fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 1996 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes in the offer document(s)/scheme information document(s) of the scheme(s), which may vary substantially depending on the market risks, general economic and political conditions in India and other countries globally, the monitory and interest policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally.

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

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

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

F. Risk arising out of Non-diversification

(27) The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its performance will be dependent on performance of such sector / industry. Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.

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

(28) All transactions of purchase and sale of securities by portfolio manager and its employees who are directly involved in investment operations shall be disclosed if found having conflict of interest with the transactions in any of the client's portfolio.

(29) The Portfolio Manager may utilize the services of its group companies or associates for managing the portfolios of the client. In such scenarios, the Portfolio Manager shall endeavor to mitigate any potential conflict of interest that could arise while dealing with such group companies/associates by ensuring that such dealings are at arm's length basis.

(30) The Portfolios may invest in its Associates/ Related Parties relating to portfolio management services and thus conflict of interest may arise while investing in securities of the Associates/Related Parties of the Portfolio Manager. Portfolio Manager shall ensure that such transactions shall be purely on arms' length basis and to the extent and limits permitted under the Regulations. Accordingly, all market risk and investment risk as applicable to securities may also be applicable while investing in securities of the Associates/Related Parties of the Portfolio Manager.

7. Nature of expenses

The following are the general costs and expenses to be borne by the client availing the services of the Portfolio Manager. However, as per regulation 22(4) (a) the exact quantum and nature of expenses relating to each of the following services is annexed to the Portfolio Management Agreement in respect of each of the services provided.

(i) Investment management fees.

The Portfolio Management Fees is charged for managing the portfolio of the Client. The fee may be a fixed management fees or performance-based fee or a combination of both, as agreed by the client in the PMS Agreement. The fee structure may differ from client to client in the same product. The performance fee shall be charged based on High Water Mark Principle. The Fees may be charged at the end of the specified tenure as agreed between the Client and the Portfolio Manager.

Fees Structure of CCIPL:

Fixed Fee: NIL

Performance Management Fee:

In addition to the Fixed Management Fee mentioned in the above clause, the Client shall be charged a Performance Management Fee, which shall be computed in accordance with the high-water mark principle. The computation shall be done on the following basis:

Up to annualized return of 10%	NIL
Annualized returns above 10%	20% of return in excess of 10% per annum

Where: Return = (Closing NAV-Starting NAV) plus dividends.

(ii) Exit loads – 2% of portfolio value in case of full redemption of monies within 1 Year of initial investment

(iii) Custodian fee.

Custodian/Depository fees relate to the charges relating to opening and operation of dematerialized accounts, custody and transfer charges for securities, dematerialization and other charges in connection with the operation and management of the depository accounts.

(iv) Brokerage and transaction cost.

The brokerage charges and other charges like Goods and service tax (GST), securities transaction tax, service charges, stamp duty, transaction costs, turnover tax, exit and entry loads on the purchase and sale of shares, stocks, bonds, debt, deposits, units and other financial instruments shall be charged at actuals to clients as expense.

(v) Any other incidental and ancillary charges

All incidental and ancillary expenses viz stamp duty, goods and service tax (GST), postal stamps, opening and operation of bank accounts, etc. not recovered above but incurred by the Portfolio Manager on behalf of the client shall be charged to the Client. The Portfolio Manager may, subject to the specific permission from the client, charge such fees from the client for each activity for which service is rendered by the Portfolio Manager directly or indirectly (where such service is outsourced such as custodian services, fund accounting etc). The Portfolio Manager shall deduct directly from the cash account of the client all the fees/costs as specified above.

8. Taxation

A. General

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

B. Tax deducted at source

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

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

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

C. Long term capital gains

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

Period of Holding

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

Securities	**Position upto 22 July 2024 Period of Holding**	**Position on or after 23 July 2024 Period of Holding**	**Characterization**
Listed Securities (other than unit) and unit of equity oriented mutual	More than twelve (12) months	More than twelve (12) months	Long-term capital asset

funds, unit of UTI, zero coupon bonds	Twelve (12) months or less	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) months	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) or less	Twenty-four (24) or less	Short-term capital asset
Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture)	More than Thirty-six (36) months	More than twenty-four (24) months	Long-term capital asset
	Thirty-six (36) months or less	Twenty-four (24) or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Any period	Short-term capital asset
Unlisted bond or unlisted debenture	More than 36 months		Long-term capital asset
	36 months or less	Any period	Short-term capital asset

- **Definition of Specified Mutual Fund:**

  Before 1st April 2025:

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

  On and after 1st April 2025:

  *"**Specified Mutual Fund**" means, —*

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

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

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

- **Definition of Market Linked Debenture:**

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

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

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

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

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

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

Specifically in case of long term capital gains arising on sale of shares or units acquired originally as unlisted shares/units upto 31 January 2018, COA is substituted with the "indexed COA" (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognised stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer.

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

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

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

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

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

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

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

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

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

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

D. Short term capital gains

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

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

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

E. Profits and gains of business or profession

If the Securities under the portfolio management services are regarded as business/trading asset, then any gain/loss arising from sale of such Securities would be taxed under the head "Profits and Gains of Business or Profession" under section 28 of the IT Act. The gain/ loss is to be computed

under the head "Profits and Gains of Business or Profession" after allowing normal business expenses (inclusive of the expenses incurred on transfer) according to the provisions of the IT Act.

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

F. Losses under the head capital gains/business income

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

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

G. General Anti Avoidance Rules (GAAR)

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

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

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

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

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

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

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

H. FATCA Guidelines

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

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

(b) account number (or functional equivalent in the absence of an account number);

(c) 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

(d) the total gross amount paid or credited to the account holder with respect to the account during the relevant calendar year.

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

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

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

9. Accounting policies

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

A. Client Accounting

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

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

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

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

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

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

B. Recognition of portfolio investments and accrual of income

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

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

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

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

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

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

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

C. Valuation of portfolio investments

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

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

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

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

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

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

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

10. Investors services

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

Mr. Gunit Singh Narang
Principal Officer
303, Mohta Building, Chhaoni, Nagpur 440013
Phone: 0712-2 591144
Email: gunit@cciplpms.com

Mr. Sumit Panwar
Compliance officer
303, Mohta Building, Chhaoni, Nagpur 440013
Phone: +918668592985
Email: Sumit@cciplpms.com

The investor relations officer mentioned above will ensure prompt Redressal of investor queries and grievances and shall be empowered by the Portfolio Manager with necessary authority, means and independence to do so.

(ii) Grievance redressal and dispute settlement mechanism.

CCIPL will ensure timely and prompt redressal of the grievances and disputes of its clients.
CCIPL will attend to and address any client query or concern as soon as possible to mutual satisfaction.
CCIPL will endeavor to address all complaints regarding service deficiencies or causes for grievances for whatever reason, in reasonable manner. If the client remains dissatisfied with the remedies offered or the stand taken by Portfolio Manager, the client and the Portfolio Manager shall abide by the following mechanisms. The Client has the option to register its complaints as below:

SEBI Scores Platform
SEBI has launched a centralized web- based Complaints Redress System (SCORES), which enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. This also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal by SEBI would be carried online in an automated environment and the status of every complaint can be viewed online at any time. An investor, who is not familiar with SCORES or does not have access to SCORES, can lodge complaints in physical form. However, such complaints would be scanned and uploaded in SCORES for processing.

Link: http://scores.gov.in

All the legal actions and proceedings are subject to the jurisdiction of court in Nagpur only and are governed by Indian laws. All disputes, differences, claims and questions whatsoever arising

between the Client and CCIPL 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. A sole arbitrator will be appointed by mutual consent of the portfolio manager and the client and the place of arbitration shall be Nagpur and proceeding shall be conducted in English language.

Online Dispute Resolution (ODR) – SMART ODR Portal

In accordance with SEBI's framework for Online Dispute Resolution (ODR), investors may avail the SMART ODR Portal for resolution of disputes arising from securities market activities. The portal provides a transparent, time-bound, and technology-enabled mechanism to facilitate efficient resolution of investor grievances through online conciliation and arbitration.

Clients may initiate the dispute resolution process through the SMART ODR Portal at the following link:

https://smartodr.in/login

Clients are encouraged to first approach the Portfolio Manager for redressal of grievances. If the grievance remains unresolved, they may escalate the matter through the SMART ODR Portal as per the SEBI-prescribed process.

11. Details of the diversification policy of the portfolio manager

The Portfolio Manager follows a diversified approach for investing in its investment approach as mentioned in point 5 above.

Part-II- Dynamic Section

12. Client Representation

(i) The Company has commenced providing Portfolio Management services (PMS) to its clients from May 2019.

Details of the Clients for last 3 years is as under:

As at October 31, 2025

Category of clients	No. of clients	Funds managed (Amount in Crore INR)	Discretionary/non-discretionary (if available)
Associate/Group Companies	-	-	Discretionary
Others	686	805.07	Discretionary
Total	**686**	**805.07**	

As at March 31, 2025

Category of clients	No. of clients	Funds managed (Amount in Crore INR)	Discretionary/non-discretionary (if available)
Associate/Group Companies	-	-	Discretionary
Others	445	582.18	Discretionary
Total	**445**	**582.18**	

As at March 31, 2024

Category of clients	No. of clients	Funds managed (Amount in Crore INR)	Discretionary/non-discretionary (if available)
Associate/Group Companies	-	-	Discretionary
Others	346	577.04	Discretionary
Total	**346**	**577.04**	

As at March 31, 2023

Category of clients	No. of clients	Funds managed (Amount in Crore INR)	Discretionary/non-discretionary (if available)
Associate/Group Companies	-	-	Discretionary
Others	141	290.14	Discretionary
Total	**141**	**290.14**	

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

1) Related Party Disclosure –
   a) Key Management Personnel -
      i) Mr. Keshav Garg
      ii) Mr. Parminder Pal Singh Bhatia
      iii) Mr. Suninder Singh Bhatia

2) Transactions with Related Parties-

Particulars	**2024-25**	**2023-24**	**2022-23**
Parminder Pal Singh Bhatia (Loan Accepted)	1.00	-	6.00
Parminder Pal Singh Bhatia (Loan Repaid)	1.00	-	6.00
PERFORMANCE FEE:			
Maninder Singh Bhatia (Son of Director)	0.87	11.29	18.75
Harjeet Kaur Bhatia (Wife of Director)	7.39	14.46	72.83
Prabhjyot Kaur Narang (Sister of Director)	0.99	6.90	7.93
Mr. Suninder Singh Bhatia (Director)	1.21	5.27	11.22
Mr. Kanwar Shaminder Singh Bhatia (Son of Director)	2.94	67.64	-
Gaurav Garg (Brother of Director)	11.80	3.38	-
Keshav Garg (Director)	11.80	5.10	-
Rajiv Garg (Father of Director)	-	9.96	-
Ritu Garg (Mother of Director)	11.80	5.62	-

13. Financial Performance

The Financial Performance of the portfolio manager based on audited financial statements.

All amounts in Rs. Lacs

Profit & Loss Account:	**2024-25**	**2023-24**	**2022-23**
	Audited	**Audited**	**Audited**
Total income	1975.30	1,991.00	511.10
Total Expenses	303.51	150.52	27.73
Profit before tax	**1671.79**	**1,840.48**	**483.38**
Tax	362.48	436.35	110.79
Profit after tax	**1309.31**	**1,404.13**	**372.59**

Net Worth	**31-Mar-25**	**31-Mar-24**	**31-Mar-23**
	Audited	**Audited**	**Audited**
Paid up Equity Capital	225.00	225.00	225.00
Add: Free Reserves (excluding reserves created out of revaluation)	3,372.00	2,062.70	658.57
Less: Accumulated losses			
Less: Deferred Expenditure not written off (including miscellaneous expenses not written off)	-	-	-
Less: Minimum Capital Adequacy / Net worth requirement for any other activity under other SEBI regulations			
Net worth	**3,597.00**	**2,287.70**	**883.57**

14. Performance of Portfolio Manager

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

Performance Returns	**From 01-04-2025 to 30-09-2025**	**From 01-04-2024 to 31-03-2025**	**From 01-04-2023 to 31-03-2024**	**From 01-04-2022 to 31-03-2023**
Diversified Long Term Value	9.27%	23.06%	53.73%	18.33%
Benchmark:	7.19%	5.96%	40.16%	-2.26%

15. Audit Observations

There were no adverse Audit observations in the preceding 3 Years.

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

Sr. No	Investment Approach, if any	Name of the associate/ related party	Investment amount (cost of investment) as on last day of the previous calendar quarter (INR in crores)	Value of investment as on last day of the previous calendar quarter (INR in crores)	Percentage of total AUM as on last day of the previous calendar quarter
1	Diversified Long Term Value	Blue Chip Tex Industries Ltd.	1.48	1.62	0.209
2	Diversified Long Term Value	DHP India Ltd.	16.07	14.83	1.912
3	Diversified Long Term Value	Jenburkt Pharmaceuticals Ltd.	9.66	19.41	2.503
4	Diversified Long Term Value	T & I Global Ltd.	6.07	7.21	0.930

Mr. Parminder Pal Singh Bhatia
Director (DIN: 07159378)
F No. 401 P No 16, Shirkey Layout,
Rajnagar, SB Colony,
Nagpur 440013
Date: - 26th November 2025
Place: - Nagpur

Mr. Suninder Singh Singh Bhatia
Director (DIN: 09792986)
F No. 401 P No 16, Shirkey Layout,
Rajnagar, SB Colony,
Nagpur 440013
Date: - 26th November 2025
Place: - Nagpur

MAYUR P THAKKAR & ASSOCIATES,
Chartered Accountants,

E-3, Gopal Krishna Apartment,
Chhota Ayachit Mandir, Badkas Chowk,
Mahal, Nagpur - 440032
Cell: 09921441857
e-mail- mayurthakkar1991@gmail.com

To,
Counter Cyclical Investments Private Limited
Flat no. 401, Plot no. 16,
Shirke Layout, Raj Nagar,
Nagpur - 440013

Independent Auditor's Certificate under Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020

1. We have been requested by management of Counter Cyclical Investments Private Limited ('the Company') to certify the contents of Disclosure Document dtd. November 26, 2025 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") and to the clients of the Company.

Management's responsibility

2. The management of the Company is responsible for the maintenance of the books of accounts 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 and other applicable laws and regulations 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. Obtained and pursued the financial statements and other relevant records of the Company for the financial years ended on March 31, 2023, March 31, 2024 and March 31, 2025.
    b. Obtained & Pursued relevant records of company as on September 30, 2025 & October 31, 2025 (unaudited).
    c. We have reviewed the figures for performance disclosed in the Disclosure Document on the basis of performance data provided by the Company;
    d. The list of persons classified as group companies and list of related parties are as per the list provided and represented by the management of the Company and as disclosed in the financial statements of the Company.
    e. The promoters and directors' qualifications, experience, ownership details are as confirmed by the Portfolio Manager and have been accepted without further verification;
    f. 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;
    g. 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 /

MAYUR P. THAKKAR & ASSOCIATES * Chartered Accountants *

h. We have relied on details provided for investment in the securities of related parties of portfolio manager and
i. We have reviewed nature of fees and expenses as per the agreements and representations provided by the Company;

The sufficiency of these procedures is solely the responsibility of the management. Consequently, we make no representation regarding the sufficiency of the procedure described above either for the purpose for which this certificate has been requested or for any other purpose.

6. We conducted our examination of the Disclosure Document in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagement.

Conclusion

8. 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 financial statements of the Company and its other relevant records and information furnished by the Company 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.

9. 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 other than being part of Disclosure Document 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 Mayur P. Thakkar & Associates
Chartered Accountants
Firm Registration no: 139739W

MAYUR P. THAKKAR & ASSOCIATES * Chartered Accountants * NAGPUR

CA M. P. Thakkar
Proprietor
Membership No.: 162251
UDIN: 25162251BMULDP8443
Place: Nagpur
Date: November 26, 2025