

**DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT SERVICES**

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

**I. DECLARATION:**

- The Disclosure Document (hereinafter referred as the “**Document**”) dated August 05, 2025, has been filed with the Securities & 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 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 decision for engaging InCred Capital Wealth Portfolio Managers Private Limited as a Portfolio Manager.
- The Disclosure Document contains the necessary information about the Portfolio Manager, required by an investor before investing, and hence, the investor should carefully read the entire document before making a decision and should retain it for future reference.
- Investors may also like to seek further clarifications after the date of this Disclosure Document from the Portfolio Manager.
- The following are the Details of the Portfolio Manager:

<b>Name of the Portfolio Manager</b>	<b>InCred Capital Wealth Portfolio Managers Private Limited</b>
<b>SEBI Registration Number</b>	INP000007128
<b>Registered Office Address</b>	Unit No 1203 - B, 12 <sup>th</sup> Floor, The Capital, C-70, G Block, BKC, Bandra (East), Mumbai – 400051
<b>Phone</b>	022 4161 1596
<b>Email</b>	<a href="mailto:compliance@incredcapital.com">compliance@incredcapital.com</a>
<b>Website</b>	<a href="http://www.incredequities.com">www.incredequities.com</a>

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

<b>Name of the Principal Officer</b>	Mr. Hrushikesh Shingankar
<b>Phone</b>	022 4097 7000
<b>Email Id</b>	<a href="mailto:hrushikesh.shingankar@incredcapital.com">hrushikesh.shingankar@incredcapital.com</a>
<b>Office Address</b>	Unit No-1203, B Wing, The Capital, C-70, G Block, BKC, Bandra East, Mumbai – 400051

Date: August 05, 2025

Place: Mumbai

## II. INDEX OF CONTENTS

1.	Disclaimer clause.....	3
2.	Definitions .....	3
3.	Description.....	5
4.	Penalties, pending litigation or proceedings, findings of inspection or investigations for which action may have been taken or initiated by any regulatory authority .....	9
5.	Services offered .....	10
6.	General Risk Factors .....	15
7.	Client Representation.....	20
8.	The Financial Performance of Portfolio Manager.....	21
9.	Performance of the Portfolio Manager .....	21
10.	Audit Observations .....	22
11.	Nature of expenses .....	22
12.	Taxation .....	25
13.	Accounting Policies .....	35
14.	Details of investments in the securities of related parties or associates of the Portfolio Manager .....	36
15.	Details of Diversification Policy of the Portfolio Manager.....	36
16.	Custody of Securities .....	37
17.	Miscellaneous Provisions.....	37
18.	Disclaimer.....	39

### III. Contents of the Document:

#### 1. Disclaimer clause

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

#### 2. Definitions

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

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) **“Agreement”** means agreement between Portfolio Manager and its Client and shall include all Schedules and Annexures attached thereto.
- c) **“Application”** means the application made by the Client to the Portfolio Manager to place its funds and/or securities with the Portfolio Manager for Portfolio Management Services. Upon execution of the Agreement by the Portfolio Manager, the Application shall be deemed to form an integral part of the Agreement. Provided that in case of any conflict between the contents of the Application and the provisions of the Agreement, the provisions of the Agreement shall prevail.
- d) **“Assets”** means (i) the Portfolio and/or (ii) the Funds.
- e) **“Body Corporate”** shall have the meaning assigned to it in or under clause (11) of section 2 of the Companies Act, 2013.
- f) **“Bank Account”** means one or more accounts opened, maintained and operated by the Portfolio Manager with any of the Scheduled Commercial Banks in accordance with the agreement entered into with the Client.
- g) **“Board”** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act, 1992.
- h) **“Client”** means the person who enters into an Agreement with the Portfolio Manager for managing its portfolio and /or funds.
- i) **“Custodian”** means any person who carries on or proposes to carry on the business of providing custodial services in accordance with the regulations issued by SEBI from time to time.
- j) **“Depository Account”** means one or more account or accounts opened, maintained and operated by the Portfolio Manager with any depository or depository participant registered under the SEBI (Depositories and Participants) Regulations, 1996 in accordance with the agreement entered into with the Client.
- k) **“Discretionary Portfolio Management Services”** means the portfolio management services rendered to the Client by the Portfolio Manager on the terms and conditions contained in the agreement, where under the Portfolio Manager exercises any degree of discretion in the investments or management of assets of the Client.
- l) **“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.
- m) **“Disclosure Document”** shall mean this disclosure document filed by the Portfolio Manager with SEBI and as may be amended by the Portfolio Manager from time to time pursuant to the Regulations.
- n) **“Distributor”** means a person/entity empanelled by the Portfolio Manager which refers clients to the Portfolio Manager in lieu of commission/charges (whether known as Channel Partners, Agents, Referral Interfaces or by any other name).
- o) **“Financial Year”** means the year starting from April 1 and ending on March 31 of the following year.
- p) **“Funds”** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to Portfolio Investment Management Agreement and includes the monies mentioned in the Application, any further monies

placed by the Client with the Portfolio Manager for being managed pursuant to Portfolio Investment Management Agreement, the proceeds of the 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.

- q) **"Goods"** means the goods notified by the Central Government under clause (bc) of section 2 of the Securities Contracts (Regulation) Act, 1956 and forming the underlying of any commodity derivative.
- r) **"Initial Corpus"** means the value of the funds and / or the market value of securities brought in by the Client at the time of subscribing to Portfolio Management Services.
- s) **"Investment Approach"** means 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 which shall inter-alia include but not limited to investment objective, description of type of securities, investment horizon and risks associated with the investment approach.
- t) **"Non-discretionary Portfolio Management Services"** means a portfolio management services under which the Portfolio Manager, subject to express prior instructions issued by the Client from time to time in writing, for an agreed fee structure and for a definite described period, invests in respect of the Client's account in any type of security entirely at the Client's risk and ensure that all benefits accrue to the Client's Portfolio.
- u) **"Parties"** means the Portfolio Manager and the Client; and **"Party"** shall be construed accordingly.
- v) **"Person"** includes an individual, a Hindu Undivided Family, 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.
- w) **"Portfolio"** means the Securities managed by the Portfolio Manager on behalf of the Client pursuant to the Portfolio Investment Management Agreement and includes any Securities and goods mentioned in the Application, any further Securities placed by the Client with the Portfolio Manager for being managed pursuant to the Portfolio Investment Management Agreement, Securities acquired by the Portfolio Manager through investment of Funds and bonus and rights shares or otherwise in respect of Securities forming part of the Portfolio, so long as the same is managed by the Portfolio Manager.
- x) **"Portfolio Manager"** shall have the same meaning as given in regulation 2(1)(o) of the SEBI (Portfolio Managers) Regulations, 2020 as amended from time to time. For the purpose of this Disclosure Document, Portfolio Manager is InCred Capital Wealth Portfolio Managers Private Limited
- y) **"Eligible Fund Manager"** shall have the same meaning as assigned to it in sub-section 4 of Section 9A of the Income Tax Act, 1961.
- z) **"Eligible Investment Fund"** shall have the same meaning as assigned to it in sub-section 3 of Section 9A of the Income Tax Act, 1961.
- aa) **"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.
- bb) **"Qualified Client"** will include following person :
  - a. who is a fit and proper person,
  - b. complies with know your client (KYC/CKYC) norms stipulated by the Investment Manager and SEBI,
  - c. has not been convicted of any offence,
  - d. has a sound financial standing and credit-worthiness, and
  - e. is willing to execute necessary documentation as stipulated by the Portfolio Manager and other than any Person, which cannot subscribe to the Investment Approach without being in breach of any law or requirement of any country or governmental authority in any jurisdiction whether on its own or in conjunction with any other relevant circumstances.
- cc) **"Regulations"** means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as may be amended from time to time.

- dd) **"Scheduled Commercial Bank"** means any bank included in the second Schedule to the Reserve Bank of India Act 1934
- ee) **"SEBI"** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the SEBI Act.
- ff) **"Securities"** includes: "Securities" as defined under the Securities Contracts (Regulation) Act, 1956 as amended from time to time and includes:
  - a. Shares scrip, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate
  - b. derivative
  - c. units or any other instrument issued by any collective investment scheme to the investors in such schemes;
  - d. security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
  - e. units or any other such instrument issued to the investors under any mutual fund scheme;
  - f. any certificate or instrument (by whatever named called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable,
  - g. including mortgage debt, assigned to such entity, and acknowledging beneficial interest of such investor in such debt or receivable, including mortgage debt;
  - h. Government securities;
  - i. such other instruments as may be declared by the Central Government to be securities;
  - j. rights or interest in securities;

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

### 3. Description

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

InCred Capital Wealth Portfolio Managers Private Limited ("Company") was originally incorporated in India under the provision of Companies Act, 2013 (the Act) with the name and style as BSH Corporate Advisors and Consultants Private Limited vide Certificate of Incorporation dated February 13, 2018, issued by the Registrar of Companies, Mumbai. The name of the Company was changed to InCred Capital Wealth Portfolio Managers Private Limited vide fresh Certificate of Incorporation dated April 22, 2020.

The Company is principally engaged in the financial services space, offering financial services such as Stock Broking on both the stock exchanges i.e. National Stock Exchange ('NSE') & Bombay Stock Exchange ('BSE'), Debt broking on the wholesale debt segment of BSE & NSE, Depository Participant, Portfolio Management Services and Investment Advisory services. The Company has received registration from SEBI as a Stock Broker on April 30, 2020, with Registration number: INZ000294632. The Company has also received registration from SEBI as an Investment Adviser on July 31, 2020, with Registration number: INA000014890. The Company has also received registration from SEBI as a Portfolio Manager on January 13, 2021, with Registration number: INP000007128. It has been admitted to Wholesale Debt Market Segment of BSE and NSE. The company has received certificate of registration no. INM000012865 from SEBI for Merchant Banking on November 01, 2021. The company has also received certificate of registration no. IN-DP-559-2021 from SEBI as a participant in the CDSL on February 04, 2021.

#### (ii) Promoters of the Portfolio Manager, Directors and their background:

## Promoters of the Portfolio Manager

InCred Wealth Private Limited holds 100% of the shareholding of the Company. Mr. Bhupinder Singh holds 51% of voting rights in InCred Wealth Private Limited. Bhupinder Singh has worked at Deutsche Bank for 16 years in various capacities, in London and Singapore. Most recently, he co-headed the Corporate Banking and Securities (CB&S) of Deutsche Bank for the Asia Pacific region, based out of Singapore. In this Capacity he managed Deutsche Bank's Fixed Income, Equities and Investment Banking divisions and was a member of the global CB&S executive committee.

He was also the head of Corporate finance division for Deutsche Bank in the Asia Pacific region managing the corporate coverage, investment banking, capital markets, advisory and treasury solution businesses.

He oversaw Asian Credit book of US\$ 10 bn of which US\$ 4bn was in India. Before joining Deutsche Bank, Mr. Singh had worked in the investment banking teams of Jardine Fleming and DSP Merrill Lynch.

## Directors of the Portfolio Manager and their background

Name	Qualifications	Brief Experience	Other Directorship
Mr. Prateek Indwar	MBA, IIM Calcutta; B. E. , IIT Kanpur	<p>Prateek has a 30+ year track record in building, reshaping and leading Financial Services businesses in India and overseas. He has held leadership roles in India and London across Investment Banking, Equity Capital Markets, Corporate Banking and Debt Capital Markets at leading global and Indian financial institutions such as Bank of America, GE, ICICI, IDFC, SBICAPS and IndusInd Bank He has formed close partnerships with Promoters, CXOs of issuers, and Institutional Investors and PE investors in leading them through Private Equity, Pre-IPO Equity Advisory, IPO and follow-on issuances through market cycles.</p> <p>Deal roster ranges from lead-managing some of India's largest and marquee capital market issues for corporates and banks – including a complex confidence capital raise for large banks – to mid/small cap issuers owned by PE investors, and further advising Government of India / MOF on several strategic issuances including the LIC IPO. During his stint at SBICAPS, he led the formation of a transformational JV between SBI Group and Investec (UK) that led to both the groups significantly growing their Equities business. He also catalyzed inorganic growth initiatives in the</p>	<ul style="list-style-type: none"> <li>InCred Research Services Private Limited</li> </ul>

		AIF / private equity asset management business and other select JVs.	
Mr. Nitin Rao	MBA, Symbiosis Institute of Business Management, Pune; Bachelor of Mechanical Engineering, Government College of Engineering, Pune	Mr. Rao has 30 years of experience in the Wealth Management industry. He is the Former CEO of Reliance Wealth Management Pvt Ltd and Group Head at HDFC Bank overseeing Private Banking and Investment Product distribution. He has built the HDFC Private Banking network from scratch.	<ul style="list-style-type: none"> <li>• InCred Research Services Private Limited</li> <li>• Alpha Fintech Private Limited</li> <li>• InCred Wealth And Investment Services Private Limited</li> <li>• 2AN Consultants LLP</li> </ul>
Mr. Vikram Agarwal	MBA, IIM Bangalore	Mr. Vikram Agarwal is currently serving as the Group Chief Operating Officer (COO) at InCred Capital Group, a position he has held since May 2024. Before this, he spent nearly nine years at Julius Baer India, where he was the Managing Director, Chief Operating Officer, and Chief Risk Officer from September 2015 to May 2024. Prior to his tenure at Julius Baer, Mr. Agarwal was an Executive Director and Head of Business Management at Bank of America Merrill Lynch from August 2007 to September 2015. His career also includes a role as a Senior Consultant at Accenture between May 2006 and July 2007, and as a Program Manager at Rave Technologies from April 2004 to April 2006. Mr. Agarwal started his professional journey as a Senior at Cambridge Technology Partners from April 1999 to March 2004.	<ul style="list-style-type: none"> <li>• InCred Prime Finance Private Limited</li> <li>• InCred Techinvest Private Limited (formerly known as Booth Fintech Private Limited)</li> <li>• Oro Financial Consultants Private Limited</li> <li>• InCred Capital Financial Services Limited</li> <li>• ElnCred Systems (India) Private Limited</li> </ul>

#### Key Managerial Personnel of the Portfolio Manager and their background

Name, Designation and Age	Educational Qualifications	Brief Experience
Mr. Hrushikesh Shingankar, Principal Officer and Fund Manager (33 Years)	B Tech and MMS (Finance)	<p>Hrushikesh has 6+ years' experience in investment advisory across multi asset management.</p> <p>He holds an MMS in Finance from Jamnalal Bajaj Institute of Management Studies, Mumbai. Prior to joining InCred he worked with Anand Rathi, Citibank, Ambit Wealth and has expertise in portfolio Management, Review, risk profiling, and sensitivity analysis, he was well-equipped to provide valuable insights into multi-asset management.</p>
Mr. Prashant Choube, Vice President- PMS	Bachelor Of Business Studies (B.B.S.)	Mr. Choube has about 20 years' experience in the Equity Market in various roles such as Sales and Client Relationships, NDPMS Equity Advisory, Distribution of third-party products, etc. Prior to joining InCred, he was a Deputy Vice President at

[Additional Employee under Regulation 7 (2) (e) of the PMS Regulations] (44 Years)		Kotak Securities Limited. He has also worked with Standard Chartered Securities where he worked from scratch to build the NDPMS business and prior to that with Citigroup Global Markets as an Equity Advisor.
Ms. Preeti Lalwani, Compliance Officer (43 Years)	M.Com and MBA	Ms. Lalwani has more than 16 years of experience in the field of regulatory compliances and internal controls.  Prior to joining InCred, she was employed with Edelweiss Broking Limited for 10 years, engaged in day-to-day compliance for wealth management and advisory, stocking broking, depository participant and corporate agent. Before this, she was employed with HSBC Investsmart Securities Limited and prior to that with Sharekhan Limited in their compliance departments.

In accordance with requirements of Para 2.7.2.1 of SEBI Master Circular dated June 07, 2024, the Portfolio Manager has constituted a Dealing Team which shall be responsible for order placement and execution of all orders in accordance with the policy.

**(iii) Top 10 Group companies/firms of the Portfolio Manager on turnover basis** (as per audited financial statements of F.Y. 2023-24)

- a) InCred Financial Services Limited
- b) InCred Wealth and Investments Services Private Limited
- c) InCred Capital Financial Services Private Limited
- d) InCred Wealth Private Limited
- e) InCred Research Services Private Limited
- f) InCred Alternative Investments Private Limited
- g) Booth Fintech Private Limited
- h) Alpha Fintech Private Limited
- i) Mvalu Technology Services Private Limited
- j) InCred Value Plus Private Limited

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

○ **Discretionary Services:**

Under these services, the discretion pertaining to investment/disinvestments decisions on an on- going basis rest solely with the Portfolio Manager. The Portfolio Manager shall have the sole and absolute discretion to invest in respect of the Client's account in any type of security as per the Client agreement and make such changes in the investments and invest some or all of the Client's account in such manner and in such markets as it deems fit. The securities invested/ disinvested by the Portfolio Manager for Clients in the same Offering/Option may differ from one Client to another Client. The Portfolio Managers' decision taken in good faith towards deployment of the Clients' account is absolute and final and can never be called in question or be open to review at any time during the currency of the Client agreement or any time thereafter except on the ground of mala fide, intent, fraud, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the Regulations. Periodical statements in respect of Client's Portfolio shall be made available to the respective Clients.

○ **Non - Discretionary Services:**



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

○ **Advisory Services:**

Under these services, the Portfolio Manager advises the Client on investments in general or any specific advice required by the Clients and agreed upon in the Client agreement. The Portfolio Manager will render the best possible advice to the client having regard to the client's needs and the environment, and his own professional skills. The same can be binding or non-binding in nature or in such terms as mentioned in the Client agreement. For such services, the Portfolio Manager charges the Client a fee for services rendered and the same will be mentioned in the Client agreement. The advice may be either general or specific in nature and may pertain to a particular portfolio. Entry / exit timing, execution and settlement shall solely be the Client's responsibility.

The Portfolio Manager shall be solely acting as an advisor in respect of Portfolio of the Client and shall not be responsible for the investment / divestment of securities and / or administrative activities of the Client's Portfolio.

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

- a) All cases of penalties imposed by SEBI or the directions issued by SEBI under the SEBI Act or rules or regulations made thereunder.

Please refer **Annexure 1**

- b) The nature of the penalty/direction.

Not Applicable.

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

Nil case of penalties/fines imposed for any economic offence and/ or for violation of any securities laws for the Portfolio Management Services

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

None.

- e) Any deficiency in the systems and operations of the Portfolio Manager observed by the SEBI or any regulatory agency.

Please refer **Annexure 2**

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

Please refer **Annexure 3**

## 5. Services offered

The Portfolio Manager offers Discretionary Portfolio Management Services, Non-Discretionary Portfolio Management Services and Advisory Services as per Portfolio Management Services Agreement executed with each Client.

Portfolio Manager under Non-Discretionary Portfolio Management Service (NDPMS) or Advisory Services may invest or advise up to 25% of the assets under management of the client in unlisted securities., in addition to the securities permitted for discretionary portfolio management.

Portfolio Manager shall not invest the clients' funds in the portfolio managed or administered by another portfolio manager or based on the advice of any other entity.

The Portfolio Manager under its Discretionary Portfolio Management Services offers Investment Approaches with different investment objectives and policies to cater to requirements of individual Client.

Non-Discretionary Portfolio Management Service (NDPMS) and Advisory services are offered basis each client's need.

### 5.1 The Portfolio Management Services to be offered shall be as per the following Investment Approach:

#### i. Discretionary Portfolio:

- InCred Omni Alpha Multi-Manager Equity Portfolio (Earlier Known as InCred Multi Manager Equity PMS, name change with effect from March 18, 2025)

Particulars	Details
Name of Investment approach	InCred Omni Alpha Multi-Manager Equity Portfolio
Strategy as per SEBI circular December 16, 2022	Equity
Investment Objective	The Objective of the Strategy is to generate long term Capital appreciation by creating a portfolio of Mutual Fund schemes of Equity oriented, Hybrid, Other schemes including Index, FOF and International Funds and liquid funds/overnight MF.
Description of types of securities eg., equity or debt, listed or unlisted, convertible instruments, etc.	Various Categories of Active Mutual Fund schemes including Equity, Hybrid and Other schemes including Index, FOF and International Funds. Cash exposure through liquid/overnight MF.
Basis of selection of such types of securities as part of the investment approach	Funds are selected basis proprietary research methodology developed in-house. This methodology involves screening of various AMC's and MF schemes basis their credentials, investment objective, performance, underlying risks, hygiene criteria, suitability, basis view on the markets etc.

Allocation of portfolio across types of securities	Type of Securities	Allocation Range
	Equity Mutual Funds, Other Mutual Fund schemes including Index (Equity) Mutual Funds, International Mutual Funds and FoF (Equity)	70 – 100%
	Hybrid Mutual Funds	0 – 30%
	Debt Mutual Funds	0 – 30%
Appropriate benchmark to compare performance and basis for choice of benchmark	<p>BSE 500 Total Return Index</p> <p>Pursuant to SEBI circular SEBI/HO/IMD/IMD-PoD- 2/P/CIR/2022/172 dated December 16, 2022, read with APMI circular APMI/2022-23/02 dated March 23, 2023, only three benchmarks under the Strategy “Equity” have been defined, one of which is BSE 500 Total Return Index. Accordingly, the Portfolio Manager has chosen BSE 500 Total Return Index.</p> <p>About BSE 500 Total Return Index: The BSE 500 index is designed to be a broad representation of the Indian market. Consisting of the top 500 companies listed at BSE Ltd., the index covers all major industries in the Indian economy.</p>	
Indicative tenure or investment horizon	Open ended, 2 year and above	
Risk associated with the investment approach	<p>Key risks applicable to Discretionary PMS:</p> <p>Market Risk : Equity oriented Mutual Funds are volatile and subject to market risks, read all scheme related documents carefully</p> <p>Capital Loss Risk : There is no capital protection guaranteed in this strategy. Due to adverse market movements, investors can incur capital loss.</p> <p>The Mutual fund schemes in which this investment approach intends to invest may be restricted from accepting fresh investments by the AMC/s as per their discretion at any point of time. In such situation new and existing investors may not be able allocate funds to such schemes.</p>	
Other salient features, if any	NA	
Risks	<p>Mutual funds and securities investments are subject to market risks and there is no assurance or guarantee against loss in the mutual fund scheme or that the mutual fund scheme’s objective will be achieved. Investment in mutual fund schemes are volatile and involves investment risks such as trading volumes, settlement risk, liquidity risk, default risk including the possible loss of principal. As the price / value / interest rate of the securities in which the mutual fund scheme invests fluctuates, the value of the investments in the schemes may go up or down. As with any investment in securities, the value of investments can go up or down depending on various factors and forces affecting capital markets such as economic and/or political developments (global or domestic), changes in interest rates, inflation and other such factors.</p> <p>Investments in Equity/ Hybrid oriented Mutual Funds involves a degree of risk and investors should not invest in the Investment approach unless they can afford to take the risk of losing their investments.</p>	

	<p>The Investment approach proposes to invest predominantly in the equity schemes and certain portion in hybrid/ debt-oriented schemes of Mutual Funds registered with SEBI. Hence, the Investment approach performance will depend upon the performance of the underlying Mutual fund schemes. Any change in the investment policies or the fundamental attributes of the underlying Mutual fund schemes may affect the performance of the Investment approach. The Investment Approach shall also bear the scheme specific risks associated with the underlying Mutual Fund scheme.</p> <p>Investments in underlying equity schemes will have all the risks associated with such schemes including performance of underlying stocks, derivative investments, offshore investments, stock lending, etc. Similarly, investments in underlying debt schemes will have all the risks associated with such schemes including interest rate risk, reinvestment risk, credit risk, liquidity risk, etc.</p> <p>The investors of the Investment approach shall bear the expenses and loads, if any, of the investment approach in addition to the expenses &amp; loads of the underlying mutual fund schemes.</p> <p>The Mutual fund schemes in which this investment approach intends to invest may be restricted from accepting fresh investments by the AMC/s as per their discretion at any point of time. In such situation new and existing investors may not be able allocate funds to such schemes.</p> <p>For further details, please refer to section 6: “General Risk Factors”.</p>
--	--

**ii. Non – Discretionary Portfolio:**

• **InCred Vantage Portfolio**

Particulars	Details
Name of Investment approach	InCred Vantage Portfolio
Strategy as per SEBI circular December 16, 2022	Hybrid
Investment Objective	Objective of the approach/ strategy is to create a multi asset portfolio basis investor risk profile, investment goals and investment policy guidelines, in order to generate superior risk adjusted returns.
Description of types of securities eg., equity or debt, listed or unlisted, convertible instruments, etc.	Equity and equity related securities, fixed income instruments (CPs, CDs, Bonds, Non-Convertible Debentures, Market Linked Debentures, Preference Shares etc.), Exchange Traded Funds (Equity, Gold, Commodities, etc.), REITs/ InvITs, Unlisted securities, Units of Mutual Funds in Direct plan, Alternate Investment Funds (AIF) and other such securities that are allowed under SEBI PMS Regulations.
Basis of selection of such types of securities as part of the investment approach	Securities are selected basis proprietary research methodology developed in-house. This methodology involves screening of securities basis performance, investment objective, underlying risks, issuer credentials, manager credentials (in case of MFs / AIFs), suitability basis view on the markets (equity / fixed income) etc. as a part of the recommended universe. Further, basis product level suitability, client profile and allocation preferences, a portfolio is constructed, also keeping in mind the in-house view on the markets.

Allocation of portfolio across types of securities	Types of Securities	Allocation Range
	Equity & Equity related instrument	0 – 100%
	Fixed Income & Fixed Income Related Securities	0 – 100%
	Unlisted Equities / Alternative Investment Funds (AIF) (as permitted under SEBI PMS Regulations)	0 – 25% 0– 25%
	Portfolio construction / allocation across securities will be customized based on investor risk profile, investment goals, and specific investment policy guidelines.	
Appropriate benchmark to compare performance and basis for choice of benchmark	<p>Nifty 50 Hybrid Composite Debt 50:50 Index</p> <p>Pursuant to SEBI circular SEBI/HO/IMD/IMD-PoD- 2/P/CIR/2022/172 dated December 16, 2022, read with APMI circular APMI/2022-23/02 dated March 23, 2023, only three benchmarks under the Strategy “Hybrid” have been defined, one of which is Nifty 50 Hybrid Composite Debt 50:50 Index. Accordingly, the Portfolio Manager has chosen Nifty 50 Hybrid Composite Debt 50:50 Index.</p> <p>About Nifty 50 Hybrid Composite Debt 50:50 Index: The indices have a base date of 03rd September, 2001 and a base value of 1000. The index is derived from the total return versions of the Nifty 50 index and the Nifty Composite Debt Index. Weights of the equity and fixed income sub-indices can drift between monthly reset dates due to underlying asset price movement. These weights are reset to their pre-defined levels on a monthly basis. (source: nseindia.com)</p>	
Indicative tenure or investment horizon	Open ended, 1 year and above	
Risk associated with the investment approach	<p>Key risks applicable to Non-Discretionary PMS:</p> <p>Delay in Portfolio Manager receiving the Client’s approval for execution of the investment and its actual execution by Portfolio Manager could have an impact on portfolio performance due to Price movement in the underlying security.</p> <p>Investments in Non-Convertible Debentures, Market Linked Debentures, Alternative Investment Funds, Unlisted Securities, closed ended Mutual funds (viz FMPs) and other securities may be part of the portfolio with a hold till maturity objective. Exit before maturity may not be possible or if available in some cases will be at high impact cost and exit charge.</p>	
Other salient features, if any	NA	
Risks	<p>Investments in equity and equity related securities involve a degree of risk and investors should not invest in the Investment approach unless they can afford to take the risk of losing their investment.</p> <p>Equity securities and equity related securities are volatile and prone to price fluctuations on a daily basis. The liquidity of investments made in the portfolio may be restricted by trading volumes and Settlement periods. Settlement</p>	

	<p>periods may be extended significantly by unforeseen circumstances. The inability of the portfolio to make intended securities purchases due to settlement problems could cause the Portfolio to miss certain investment opportunities. Similarly, the inability to sell securities held in the Investment approach's portfolio may result, at times, in potential losses to the Investment approach, should there be a subsequent decline in the value of securities held in the Investment approach's portfolio.</p> <p>Debt Securities are subject to the risk of an issuer's inability to meet principal and interest payments on the obligation (Credit Risk) on the due date(s) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (Market Risk).</p> <p>The timing of transactions in debt obligations, which will often depend on the timing of the Purchases and Redemptions in the Scheme, may result in capital appreciation or depreciation because the value of debt obligations generally varies inversely with the prevailing interest rates.</p> <p>To the extent the investments are made into REITs, InvITs and/or unlisted securities, the approach shall be subject to risks associated with REITs, InvITs and/or unlisted securities.</p> <p>For further details, please refer to section 6: "General Risk Factors".</p>
--	---

### iii. Advisory

Under these services, the Portfolio Manager advises the Client on investments in general or any specific advice required by the Clients and agreed upon in the Client agreement. The Portfolio Manager will render the best possible advice to the client having regard to the client's needs and the environment, and his own professional skills. The same can be binding or non-binding in nature or in such terms as mentioned in the Client agreement. For such services, the Portfolio Manager charges the Client a fee for services rendered and the same will be mentioned in the Client agreement. The advice may be either general or specific in nature and may pertain to a particular portfolio. Entry / exit timing, execution and settlement shall solely be the Client's responsibility.

The Portfolio Manager shall be solely acting as an advisor in respect of Portfolio of the Client and shall not be responsible for the investment / divestment of securities and / or administrative activities of the Client's Portfolio.

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

The Portfolio Manager may utilize the services of the group companies and / or any other subsidiary or associate company of the sponsor, in case such a company is in a position to provide requisite services to the Portfolio Manager. The Portfolio Manager will conduct its business with the aforesaid companies on commercial terms and on arm's length basis and at mutually agreed terms and conditions and to the extent permitted under all applicable laws after evaluation of the competitiveness of the pricing offered and the services to be provided by them. The details of transactions with Related Parties are disclosed separately. While entering into such transactions, in accordance with obligations under the Regulations, the Client's interests shall always be paramount.

Further, the Portfolio Manager may also provide portfolio management services to its group companies and / or any other subsidiary or associate company of the sponsor, its employees, officers, director etc. In such cases, the Portfolio Manager shall ensure fair treatment to all its clients and in conduct of portfolio management services observe high standards of integrity in accordance with the Regulations.

The investments in securities of the associate / group companies would be within the overall framework of Regulations and in terms of Agreement executed with the Client.

### **5.3 Minimum Investment Amount**

The Client shall deposit with the Portfolio Manager, an initial corpus consisting of Securities and /or funds of an amount prescribed by Portfolio Manager for a Portfolio, subject to minimum amount as specified under SEBI Regulations, as amended from time to time. Currently the minimum investment amount is Rs. 50 Lacs. The Client may on one or more occasion(s) or on a continual basis, make further placement of Securities and / or funds under the service.

### **5.4 Direct on-boarding of clients**

The Portfolio Manager provides the facility to the Client for Direct on-boarding with us without any involvement of a broker/distributor/agent engaged in distribution services. The Client can sign up for our services by writing to us at [pms.ops@incredcapital.com](mailto:pms.ops@incredcapital.com).

Further, under this facility the Portfolio Manager may levy statutory charges to the client. Accordingly, the Portfolio Manager will not charge any Distribution related fees to the Client.

## **6. General Risk Factors**

The investments made in securities are subject to market risk and there is no assurance or guarantee that the objectives of investments will be achieved.

The below risks factors are non-exhaustive and are intended to highlight certain risks associated with investing in Securities.

**Following are the risk factors as perceived by the management and as may be applicable, depending on the Product for which Portfolio Manager's services are utilised:**

- The securities invested into would be exposed to price changes on a day-to-day basis. These price changes may occur due to instrument-specific factors as well as general macroeconomic conditions. Markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments. The securities may be subject to price volatility due to factors such as interest sensitivity, market perception, and creditworthiness of issuer and market liquidity. Different parts of the market can react differently to these developments. The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.
- As with any investment in securities, the Net Asset Value of the portfolio can go up or down depending upon the factors and forces affecting the capital markets.
- The performance of the portfolio may be affected by changes in Government policies, general levels of interest rates and risks associated with trading volumes, liquidity and settlement systems in equity and debt markets.
- The past performance of the Portfolio Manager does not indicate its future performance. There is no assurance that past performances will be repeated. Investors are not being offered any guaranteed or indicative returns by

the Portfolio Manager. Investment decisions or recommendations made by the Portfolio Manager may not always be profitable.

- The performance of the Assets of the Client may be adversely affected by the performance of individual securities, changes in the market-place and industry specific and macro-economic factors. The Investment Approach are given different names for convenience purpose and the names of the Investment Approach do not in any manner indicate their prospects or returns.
- Investments in the Products/Services which the Clients have opted are subject to wide range of risks which inter alia also include but not limited to economic slowdown, volatility & illiquidity of the stocks, poor corporate performance, economic policies, changes of Government and its policies, acts of God, acts of war, civil disturbance, sovereign action and /or such other acts/ circumstance beyond the control of the Portfolio Manager.
- Investments in debt instruments and other fixed income securities are subject to default risk, liquidity risk and interest rate risk. Interest rate risk results from changes in demand and supply for money and other macroeconomic factors and creates price changes in the value of the debt instruments. Consequently, the Net Asset Value of the portfolio may be subject to fluctuation.
- Investments in debt instruments are subject to reinvestment risks as interest rates prevailing on interest amount or maturity due dates may differ from the original coupon of the bond, which might result in the proceeds being invested at a lower rate.
- The Portfolio Manager may invest in non-publicly offered debt securities and unlisted equities. This may expose the Client's portfolio to liquidity risks.
- To the extent of the investments made by the scheme in mutual funds units, the risks associated with investing in such funds like market risk, credit & default risk, liquidity risk, redemption risk including the possible loss of principal; etc. will exist. Further, the Client also bear the recurring expenses of Portfolio Manager in addition to the expenses of the underlying mutual fund schemes. Hence, the Client may receive lower pre-tax returns compared to what the Client may have received had he/she invested directly into underlying securities of the mutual fund schemes.
- Engaging in securities lending is subject to risks related to fluctuations in collateral value/settlement/liquidity/counter party.
- The Portfolio Manager may use derivatives instruments like index futures, stock futures and options contracts, warrants, convertible securities, swap agreements or any other derivative instruments for the purpose of hedging and portfolio balancing, as permitted under the Regulations and guidelines. Usage of derivatives will expose the Portfolio to certain risks inherent to such derivatives. As and when the Portfolio Manager deals in the derivatives market on behalf of the Client, there are risk factors and issues concerning the use of derivatives that investors should understand.
- Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price or interest rate movements correctly. There is the possibility that a loss may be sustained by the portfolio as a result of the failure of another party (usually referred to as the "counter party") to comply with the terms of the derivatives contract. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.
- **Risk factor specifically while using Options:** The Portfolio Manager might buy options to enhance yield. In buying options the profit potential is unlimited, whereas the maximum risk is the premium paid to buy the options. The Portfolio Manager may use Derivatives instruments like equity futures & options, or other Derivative instruments as permitted under the Regulations and guidelines. Usage of Derivatives will expose the strategies to liquidity risk, open position risk, and opportunities risk etc. Such risks include the risk of mispricing or improper



valuation and the inability of Derivatives to correlate perfectly with underlying assets, rates and indices. In case of the Derivative strategies, it may not be possible to square off the cash position against the corresponding Derivative position at the exact closing price available in the Value Weighted Average Period.

- **Risk Associated with Securitized Debt:** Securitized debt may suffer credit losses in the event of the delinquencies and credit losses in the underlying pool exceeding the credit enhancement provided. As compared to the normal corporate or sovereign debt, securitized debt is normally exposed to a higher level of reinvestment risk.
- There are inherent risks arising out of investment approach, investment objectives, asset allocation and non-diversification of portfolio.
- The Net Asset Value may be affected by changes in settlement periods and transfer procedures.
- The Portfolio Manager may, considering the overall level of risk of the portfolio, invest in lower rated/unrated securities offering higher yield. This may increase the risk of the portfolio. Such investments shall be subject to the scope of investments as laid down in the Agreement.
- **Operational Risk:** There may be risks related to the exposure to loss due to human error or fraud, or from a system of internal controls that fails to adequately monitor and account for transactions or positions. There may also be risks related to hardware and software failure, human error, spam, viruses and malicious attacks, as well as natural disasters such as fires, cyclones or floods and other force majeure events.
- The Portfolio Manager manages allocations in all client portfolios in line with investment objectives of the investment approach and these products/investment approaches and mandates run simultaneously. As such there may be a risk that investment opportunities in toto may not be offered to the investors in particular investment approach or mandate. To that extent, potential returns from the opportunity may be curtailed. The Portfolio Manager may run the same approach in different formats for different clients and to that extent available investment opportunities might be shared with such other clients, unless there are specific exclusion instructions by individual clients.
- After accepting the corpus for management, the Portfolio Manager may not get an opportunity to deploy the same or there may be a delay in deployment. In such a situation the Client may suffer an opportunity loss and the Portfolio Manager shall not be held liable for the same.
- When stocks are bought or sold on behalf of clients, it is the endeavour of the portfolio manager to execute for all clients uniformly as a common pool to get best price and efficiency. Despite this, the trade orders for all eligible clients may not be executed in entirety at single instance due to consideration of liquidity, impact costs, corporate actions etc. and hence the order may be executed over time at different prices across multiple brokers. The average price realised may vary on account of trades being executed at different points of time with multiple brokers. Trades which are not done with the pool will not have the weighted average price of the pool same is applicable in case of the NRI Client, since NRI client's trades are separated as per Regulation.
- **Risks factors associated with investments in equities**
  - Investments in equity and equity related securities are volatile and prone to price fluctuations on a daily basis. The liquidity of investments made may be restricted by trading volumes and settlement periods. The value of the investments may be affected by interest rates, currency exchange rates, changes in law/policies of the government, taxation laws and political, economic or other developments which may have an adverse bearing on individual securities, a specific sector or all sectors.
  - Investments in equity and equity related securities involve a degree of risk and investors should not invest unless they can afford to take the risk of losing their investment.
  - Securities, which are not quoted on the stock exchanges, are inherently illiquid in nature and carry a larger amount of liquidity risk, in comparison to securities that are listed on the exchanges or offer other exit options to the investor, including a put option. The Portfolio Manager may choose to invest in unlisted securities that offer attractive yields. This may however expose the Client's portfolio to liquidity risk. Such investments shall be subject to the scope of investments as laid down in the Agreement.

- **Risks factors associated with investments in Fixed Income Instruments**

- Interest-Rate Risk: Fixed income instruments such as government bonds, corporate bonds, money market instruments and derivatives run price-risk or interest-rate risk. The extent of fall or rise in the prices depends upon the coupon and maturity of the security. It also depends upon the yield level at which the security is being traded.
- Re-investment Risk: Investments in fixed income instruments carry re-investment risk as interest rates prevailing on the coupon payment or maturity dates may differ from the original coupon of the bond.
- Basis Risk: The underlying benchmark of a floating rate security or a swap might become less active or may cease to exist and thus may not be able to capture the exact interest rate movements, leading to loss of value of the portfolio.
- Spread Risk: In a floating rate security the coupon is expressed in terms of a spread or mark up over the benchmark rate. In the life of the security this spread may move adversely leading to loss in value of the portfolio. The yield of the underlying benchmark might not change, but the spread of the security over the underlying benchmark might increase leading to loss in value of the security.
- Liquidity Risk: The liquidity of a bond may change, depending on market conditions leading to changes in the liquidity premium attached to the price of the bond. At the time of selling the security, the security can become illiquid, leading to loss in value of the portfolio.
- Credit Risk: This is the risk associated with the issuer of a debenture/bond or a money market instrument defaulting on coupon payments or in paying back the principal amount on maturity. Even when there is no default, the price of a security may change with expected changes in the credit rating of the issuer.
- Liquidity Risk on account of unlisted securities: The liquidity and valuation of unlisted securities may be affected if they have to be sold prior to their target date of divestment. The unlisted security can go down in value before the divestment date and selling of these securities before the divestment date can lead to losses in the portfolio.
- Settlement Risk: Fixed income instruments run the risk of settlement which can adversely affect the ability of the portfolio manager to swiftly execute trading strategies which can lead to adverse movements in the portfolio.
- Different types of fixed income securities in which the Portfolio Manager would invest carry different levels and types of risk. Accordingly, the risk may increase or decrease depending upon the investment pattern. e.g. corporate bonds carry a higher level of risk than Government securities. Further even among corporate bonds, AAA rated bonds are comparatively less risky than AA rated bonds.

- **Risk factors associated with investments into REITs and InvITs:**

- Price Risk: Securities/Instruments of REITs and InvITs are volatile and prone to price fluctuations on a daily basis owing to market movements. The extent of fall or rise in the prices is a fluctuation in general market conditions, factors and forces affecting capital market, Real Estate and Infrastructure sectors, level of interest rates, trading volumes, settlement periods and transfer procedures.
- Interest Rate Risk: Securities/Instruments of REITs and InvITs run interest rate risk. Generally, when interest rates rise, prices of units fall and when interest rates drop, such prices increase.
- Credit Risk: Credit risk means that the issuer of a REIT/InvIT security/ instrument may default on interest payment or even on paying back the principal amount on maturity. Securities/ Instruments of REITs and InvITs are likely to have volatile cash flows as the repayment dates would not necessarily be prescheduled.
- Liquidity Risk: This refers to the ease with which securities/instruments of REITs/InvITs can be sold. There is no assurance that an active secondary market will develop or be maintained. Hence there would be time when trading in the units could be infrequent. The subsequent valuation of illiquid units may reflect a discount from the market price of comparable securities/instruments for which a liquid market exists. As these products are new to the market they are likely to be exposed to liquidity risk.

- Reinvestment Risk: Investments in securities/instruments of REITs and InvITs may carry reinvestment risk as there could be repatriation of funds by the Trusts in form of buyback of units or Dividend pay-outs, etc. Consequently, the proceeds may get invested in assets providing lower returns.
- Legal and Regulatory Risk: The regulatory framework governing investments in securities/instruments of REITs and InvITs comprises a relatively new set of regulations and is therefore untested, interpretation and enforcement by regulators and courts involves uncertainties. Presently, it is difficult to forecast as to how any new laws, regulations or standards or future amendments will affect the issuers of REITs/InvITs and the sector as a whole. Furthermore, no assurance can be given that the regulatory system will not change in a way that will impair the ability of the Issuers to comply with the regulations, conduct the business, compete effectively or make distributions.

- **Conflict of Interest:**

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, in accordance with the Conflict-of-Interest Policy of the Portfolio Manager. The personal securities transaction of employees of the Portfolio Manager are governed by the Internal Code of Dealing in Securities which incorporates requirements specified under SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Employees who are directly involved in investment operations of portfolio management services provided by Portfolio Manager are prohibited from dealing in securities that are held by any PMS Approach (other than securities forming part of the index of ETFs) and also required to obtain approval from Compliance officer for trade in securities. The approval for trades is given for trades in securities which satisfies conditions specified in the Policy to address instances of conflict of interest. There are no transactions in purchase and sale of securities by specified employees and Portfolio Manager which requires disclosures. In exceptional cases the disclosure as required by the regulations shall be made and in case of any conflict of interest, Portfolio Manager shall ensure fair treatment to all clients while providing unbiased services and render high standards of services and shall also ensure to put the client's interest above all.

**Portfolio Manager may undertake the following from time to time:**

- The Portfolio Manager and its group companies may provide various services interalia including acting as a portfolio manager, investment advisor, investment manager to pooled vehicles for various clients, funds, and/or in another capacity on behalf of or for third parties that invest or may invest for their own account and may engage in, advise or possess an interest in other business ventures.
- The Portfolio Manager may give advice or take an action (purchase or sale) with a different timing or nature from action taken on behalf of any other client, any security which forms part of the scheme of AIF managed by the Company.
- The trading / advising of portfolio strategies of various Investor accounts could conflict with the transactions and strategies employed in managing and advising an Investor and may affect the prices and availability of the securities, currencies and instruments in which the Investor may invest. Such transactions, particularly in respect of trades of investor accounts, will be advised / executed independently of another investor's transactions and thus prices and rates may be more or less favourable.
- In normal course of business, the Portfolio Manager may manage portfolios of its employees and/or relatives of such employees, its affiliates or group entities, and in such cases the Portfolio Manager shall ensure that the transactions are at arm's length and are not prejudicial to the interests of the Clients.

**NOTE:**

- ❖ Investment under Portfolio Management Services will be only as per the SEBI Regulations on PMS.

- ❖ The un-invested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager be held in cash or deployed in Liquid fund schemes, Exchange Traded Index Funds, short term debt-oriented schemes of Mutual funds, Gilt schemes, Bank deposits and other short-term avenues for Investment.
- ❖ Portfolio Manager, will, before investing in the securities of its associate, group companies, evaluate such investments, the criteria for the evaluation being the same as is applied to other similar investments to be made under the Client's Portfolio. The investments in securities of the associate / group companies would be within the overall framework of Regulations and in terms of PMS Agreement executed with the Client.
- ❖ The Portfolio Manager and its group companies/associates are engaged in a broad spectrum of activities in the financial services sector. The Portfolio Manager may utilize the services of its group companies or associates may utilize services of its Associates/ Group Companies for activities like Depository Participant, broking, distribution etc. relating to Portfolio Management Services. Such utilisation will be purely on arm's length & purely on commercial basis and at a mutually agreed terms and conditions to the extent and limits permitted under the Regulations.
- ❖ Apart from Discretionary Portfolio Management Services, the Portfolio Manager also offers Non-Discretionary Portfolio Management Services wherein the choice as well as the timings of the investment decisions rest solely with the Client. The Portfolio Manager manages the Assets of the Client in accordance with the directions given by the Client. Further the Portfolio Manager also offers Advisory Portfolio Management Services wherein the Portfolio Manager only renders investment advice to the Client in respect of securities. Under Advisory services, discretion to execute the transactions and responsibility for execution /settlement of the transactions lies solely with the Client.

## 7. Client Representation

### i. Details of client accounts activated:

	Category of clients	Total no. of Clients	Funds Managed (Rs. Cr)	Discretionary/Non-Discretionary
1	Associate / Group Companies (Last 3 Years)			
	2022-23	-	-	Discretionary
		2	4.10	Non-Discretionary
		-	-	Advisory
	2023-24	-	-	Discretionary
		-	-	Non-Discretionary
		-	-	Advisory
	2024-25	-	-	Discretionary
		-	-	Non-Discretionary
		-	-	Advisory
	2025-26 (as on June 30, 2025)	-	-	Discretionary
		-	-	Non-Discretionary
		-	-	Advisory
2	Others (last 3 years)			
	2022-23	276	306.81	Discretionary
		9	156.58	Non-Discretionary
		-	-	Advisory
	2023-24	-	-	Discretionary
		43	362.45	Non-Discretionary

	Category of clients	Total no. of Clients	Funds Managed (Rs. Cr)	Discretionary/Non-Discretionary
		1	78.43	Advisory
	2024-25	3	8.34	Discretionary
		58	363.38	Non-Discretionary
		5	186.98	Advisory
	2025-26 (as on June 30, 2025)	6	19.99	Discretionary
		64	437.07	Non-Discretionary
		6	631.96	Advisory

Pursuant to the Business Transfer Agreement dated November 15, 2022 entered into between InCred Asset Management Private Limited ("InCred Asset") and InCred Capital Wealth Portfolio Managers Private Limited ("Portfolio Manager") the discretionary Portfolio Management Services business ("DPMS") of the Portfolio Manager has been transferred to the InCred Asset by way of slump sale with effect from April 01, 2023.

"Funds Managed" indicates market value of Assets under Management.

The above figures are given in compliance with amendment to the SEBI (Portfolio Managers) Regulations, 2020.

**ii. Transactions with related parties are as under:**

Details of the related party and Transactions with related parties for the year-ended March 31, 2025, and March 31, 2024, are mentioned in **Annexure 4**.

**8. The Financial Performance of Portfolio Manager**

Financial highlights of InCred Capital Wealth Portfolio Managers Private Limited (based on audited financial statements) for the last 3 years are given as under:

Particulars	2024-25 (INR in Lakhs)	2023-24 (INR in Lakhs)	2022-23 (INR in Lakhs)
Profit/(Loss) before Depreciation & Tax	5,146.44	5405.67	1536.89
Depreciation	210.85	(197.02)	(146.35)
Profit/(Loss) before Tax	4,935.59	5208.65	1390.54
Tax Provision/MAT	1,289.71	(1323.59)	216.01
Deferred Tax Provision for the year	(50.05)	(192.32)	127.60
Tax Expenses for previous years	39.39	139.12	-
Profit/(Loss) for the year after Tax	3,656.54	3831.86	1046.93
Other Comprehensive Income	25.29	(18.54)	1.71
Total comprehensive income for the year	3,681.83	3813.32	1048.64
Appropriation for earlier years	-	-	-
Profit/(Loss) transferred to Balance Sheet	3681.83	3813.32	1048.64

The Net-worth of the Portfolio Manager in terms of Regulation 9 of the SEBI (Portfolio Managers) Regulations, 2020 as per the latest audited financial statements (2024-25) is INR 11,630.30 lacs.

**9. Performance of the Portfolio Manager**

Portfolio Management performance of the Portfolio Manager for the last 3 years and in case of discretionary Portfolio Manager disclosure of performance indicators calculated using Time Weighted Average (TWRR) method in terms of Regulation 22 of the Regulations.

INVESTMENT APPROACH WISE RETURNS IN (%)										
Sr. no.	Investment Approach Name	Benchmark	FY 2025-26 (as on June 30, 2025)		FY 2024-25		FY 2023-24		FY 2022-23	
			Portfolio	Benchmark	Portfolio	Benchmark	Portfolio	Benchmark	Portfolio	Benchmark
1	InCred Vantage Portfolio	Nifty 50 Hybrid Composite Debt 50:50 Index	7.94%	5.59%	6.41%	7.85%	18.07%	18.87%	-0.73%	3.75%
2	InCred Omni Alpha Multi-Manger Equity Portfolio	BSE 500 Total Return Index	8.49%	10.77%	0.24%	-0.68%	NA	NA	NA	NA

**Note:**

- Category wise return in each portfolio shall be calculated based on simple average of all such client returns which in turn has been calculated using weighted average return method after adjusting for inflows and outflows during the period.
- Returns shall be calculated after charging fees and expenses (but before taxes).
- As per Regulations 22(4)(e) of SEBI PMS Regulations 2020, performance shall be calculated using Time Weighted Rate of Return (TWRR).
- Pursuant to the Business Transfer Agreement dated November 15, 2022 entered into between InCred Asset Management Private Limited ("InCred Asset") and InCred Capital Wealth Portfolio Managers Private Limited ("Portfolio Manager") the discretionary Portfolio Management Services business ("DPMS") of the Portfolio Manager has been transferred to the InCred Asset by way of slump sale with effect from April 01, 2023.

**10. Audit Observations**

InCred Capital Wealth Portfolio Managers Private Limited was incorporated on February 13, 2018, post which statutory audit was conducted on an annual basis. However, there are no audit observations from the Statutory Auditor for its PMS business. In case of any material observation identified by the Statutory Auditor, the same would be brought to the notice of the Board of the Portfolio Manager and SEBI along with action taken report.

**11. Nature of expenses**

The exact basis of charge relating to each of the following services shall be annexed to the Portfolio Management Agreement and the agreements in respect of each of the services availed at the time of execution of such agreements. All Clients are required to separately sign the annexure on fees and charges and add in their own handwriting or write/ type electronically (in case of digital onboarding) that they have understood the fees/ charges structure.

The following are indicative types of costs and expenses for the clients availing the Portfolio Management Services:

**i. Investment Management & Advisory Fees:**

Investment Management and Advisory fees charged may be a fixed fee or a return-based fee or a combination of both as detailed in the Schedule to the Portfolio Management Services agreement. The Fees may be charged as agreed between the Client and the Portfolio Manager. The detailed fee schedule is available as a part of Agreement and depends on the nature of product.

**ii. Depository Charges:**

These charges relate to opening and maintenance of Depository Accounts and/or custody fee and charges (wherever required) paid to the Custodians and/or Depository Participants, dematerialization of scrips, Securities lending & borrowing & their transfer charges in connection with the operation and management of the Client's Portfolio account.

**iii. Custodian Fees:**

As may be applicable from time to time charged to the Client on actual basis.

**iv. Fund Accounting Fee:**

As may be applicable from time to time charged to the Client on actual basis.

**v. Registrar & Transfer Agent Fees:**

Fee payable to Registrar and Transfer Agent for effecting transfer of Securities and may include stamp duty costs, courier, post and notary charges. As applicable on actual basis.

**vi. Brokerage & Transaction Cost:**

The investments under Portfolio Management would be done through registered members of the Stock Exchange(s) who charge brokerage up to a maximum of 2.5% of contract value. In addition to the brokerage, transaction charges like, turnover charges, stamp duty, turnover tax, Securities transaction tax or any other tax levied by statutory authority (ies), foreign transaction charges (if any) and other charges on the purchase and sale of shares, stocks, bonds, debt, deposits, other financial instruments may also be levied by the broker. Entry or exit loads (if any) on units of Mutual Funds invested by the Portfolio Manager will also be charged from Clients.

**vii. Goods and Service Tax:**

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

**viii. Entry Load /Exit Load:**

Portfolio Manager will not charge any fees to Clients at the time of onboarding except for specific charges applicable for execution of the Agreement and related documents for account opening.

Portfolio Manager shall charge exit load to the Client in the following manner:

In the 1st year of investment: Maximum 3% of the amount redeemed

In the 2nd year of investment maximum 2 % of the amount redeemed

In the 3rd year of Investment: Maximum 1% of the amount redeemed

After period of 3 years from the date of investment: Nil

**ix. Certification and professional charges, including legal costs:**

Actual Charges payable for outsourced professional services like accounting, auditing, taxation and legal services (including instituting or defending legal suits) etc. for documentation, notarisations, certifications, attestations required by bankers or regulatory authorities including legal fees etc.

**x. Incidental expenses:**

Charges in connection with day-to-day operations like courier expenses, stamp duty, postal, telegraphic, opening and operation of bank account, distribution charges or any other out of pocket expenses as may be incurred by the Portfolio Manager.

Investors may note that, the fees/ expenses that may be charged to Clients mentioned below are indicative only. The same will vary depending upon the exact nature of the services to be provided to investors.

	Nature of Expense (indicative)	Maximum Indicative Rate of Fees (%)	
1.	Investment Management and Advisory Fees **		
	a) Fixed Fee	Upto 5% per annum	
	b) Performance linked fees as permitted under the regulations	The fees will be a percentage of the returns generated for the Portfolio as may be agreed by the client in a PMS Agreement	
	c) Entry/Exit Loads	As mutually agreed upon between the Client and the Portfolio Manager, and subject to the limits set by SEBI, as outlined below:	
		Year of exit	Exit Load %
		In the first year of investment	Maximum of 3% of the redemption amount
		In the second year of investment	Maximum of 2% of the redemption amount
		In the third year of investment	Maximum of 1% of the redemption amount
		After the period of 3 years from the date of investment	Nil
2.	Fund Accounting and Custody and Other Charges **#	Upto 0.50% per annum	
3.	Brokerage & transaction charges (incl. STT)	On actuals	
** Basis of charge – Indicative (anyone or combination of the below)			
1. On Average Daily Assets under Management			
2. On Capital Invested			
3. On Capital committed			
4. On terms mutually negotiated and agreed upon by the Portfolio Manager and the client			
# Includes audit fees, franking, notary charges, miscellaneous expenses			



**Note:**

- Average daily portfolio value means the value of the portfolio of each client determined in accordance with the relevant provisions of the agreement executed with the client and includes both realized and unrealized gains/losses.
- Performance linked fee can be charged at intervals as agreed between the Client and the Portfolio Manager.
- The Portfolio Manager may also be entitled to recover transaction fee, brokerage charges, demat fees, and/or disbursement made in respect of the investments (and/or disbursements) and/or any incidentals in the form of stamp duties, registration charges, professional fees, legal fees, consultancy charges, service charges etc. and such other expenses, duties, charges incurred on behalf of the Client on account of the Service provided to him/her/it.
- Operating expenses excluding brokerage, over and above the fees charged for Portfolio Management Service, shall not exceed 0.50% per annum of the client's average daily Assets under Management.
- Charges for all transactions in a financial year (Broking, Demat, custody etc.) through self or associates shall be capped at 20% by value per associate (including self) per service. Any charges to self/associate shall not be at rates more than that paid to the non- associates providing the same service.

## 12. Taxation

The following information is based on the Income-tax Act, 1961 ("The Act") as amended by the Finance Act, 2025. The information set forth below is based on the Portfolio Manager's understanding of the Tax Laws as of this date of Disclosure Document. The client should seek advice from his/her/its own professional advisor if he/she/it is in any doubt regarding the taxation consequences of investing in the Products offered under Portfolio Management Services.

According to Section 115BAC of the ITA, Individuals and Hindu Undivided Family (HUFs) will have an option to pay tax on its total income at the reduced tax rates without claiming certain deductions/exemptions as specified] which is now the default tax option (Default Regime). However, the taxpayer will have an option to opt out of the default regime and pay tax under old regime.

The following Income Tax slab rates are notified by the Finance Act, 2025 in new tax regime vs old tax regime:

### Under new tax regime

Income Tax Slab	Tax rates*
₹ 0 – ₹ 4,00,000	Nil
₹ 4,00,001 – ₹ 8,00,000	5% (Tax rebate available upto income of INR 12,00,000)
₹ 8,00,001 – ₹ 12,00,000	₹ 20,000 + 10% of total income exceeding ₹ 8,00,000 (Tax rebate available upto income of INR 12,00,000)
₹ 12,00,001 – ₹ 16,00,000	₹ 60,000 + 15% of total income exceeding ₹ 12,00,000
₹ 16,00,001 – ₹ 20,00,000	₹ 120,000 + 20% of total income exceeding ₹ 16,00,000
₹ 20,00,001 – ₹ 24,00,000	₹ 200,000 + 25% of total income exceeding ₹ 20,00,000
Above ₹ 24,00,000	₹ 3,00,000 + 30% of total income exceeding ₹ 24,00,000

### Under old tax regime

Income Tax Slab	Tax rates *
₹ 0 – ₹ 2,50,000	Nil
₹ 2,50,001 – ₹ 5,00,000	5% (Tax rebate of INR 12,500 available)
₹ 5,00,001 – ₹ 10,00,000	₹ 12,500 + 20% of total income exceeding ₹ 5,00,000

Above ₹ 10,00,000	₹ 112,500 + 30% of total income exceeding ₹ 10,00,000
-------------------	---

Income Tax Slab	Tax Rate for Individuals of the age of 60 and above but less than the age of 80 Years*	Tax Rates for Super Senior Citizens of the age of 80 Years and above*
Up to Rs. 3,00,000	Nil	Nil
Rs. 3,00,001 to Rs. 5,00,000	5%	Nil
Rs. 5,00,001 to Rs. 10,00,000	₹ 10,000 + 20% of total income exceeding ₹ 5,00,000	20% of total income exceeding ₹ 5,00,000
Above Rs. 10,00,000	₹ 110,000 + 30% of total income exceeding ₹ 10,00,000	₹ 100,000 + 30% of total income exceeding ₹ 10,00,000

\* Surcharge (at applicable rates) and health and education cess at the rate of 4% shall apply separately.

Individuals and HUF under new tax regime will not be allowed certain deductions and exemptions as mentioned in section 115BAC of the Act which among others includes the following:

- 1) Profession tax
- 2) House Rent Allowance
- 3) Housing Loan Interest
- 4) Leave Travel Allowance
- 5) Deductions under Chapter VIA of the Act such as section 80C (life insurance premium), section 80CCC (pension premium), 80D (health insurance premium), 80TTA (bank interest), 80G (Donations) etc, except 80CCD (2) (contribution to pension scheme of central government) and section 80JJAA (employment linked deduction).

## Note 2 - Alternate Minimum Tax

Per the Act, if the income-tax payable on total income by any person other than a company is less than the alternate minimum tax, the adjusted total income is deemed to be the total income of that person and he is liable to pay income-tax on such total income at the rate of 18.5%. Such provisions are not applicable if the adjusted total income does not exceed INR 20 lakhs.

Further, 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 ITA.

- Income Tax Rates for Domestic Companies/foreign companies for FY 2025-26

Turnover Particulars	Tax rates as per Old regime*	Tax rates as per special regime*
Total turnover or Gross receipts up to 400 Cr. in the FY 2022-23	25%	22% (Opting to pay tax as per section 115BAA of the Act)
Domestic companies other than above (except for new manufacturing companies)	30%	22% (Opting to pay tax as per section 115BAA of the Act)
Minimum Alternate Tax (MAT) rate	15% (In case the Company does not opt for the new tax regime, MAT rate of 15% would apply where the tax computed at the rate of 15% of book profits is higher)	NA (In case the Company opts for new tax regime, MAT will not apply)

	than tax computed as per the normal provisions of the Act)	
Foreign company	<u>Tax rate for foreign companies on the business income and income under the head 'Income from other sources' is 35%</u>	

\* *Surcharge (at applicable rates) and health and education cess at the rate of 4% to apply on the income tax rates mentioned.*

- Surcharge rates for various assesees and applicable cess have been captured in the table below: :-

Assesses	Rate of surcharge & Cess applicable
Individuals (including NRIs /PIOs), HUFs, Non-Corporate FPIs	<ul style="list-style-type: none"> <li>• Surcharge of 10% on income tax if total income is above Rs. 50 lakhs but below Rs. 1 crore.</li> <li>• For total income above Rs. 1 crore surcharge shall be 15 % on income tax (on income above 1 crore).</li> <li>• For total income (other than specified income)<sup>1</sup> above Rs. 2 crore – 25% surcharge</li> <li>• For total income (other than specified income) above Rs. 5 crore surcharge – 25% (under new tax regime)/ 37% (under old tax regime)</li> </ul> <p>Health &amp; Education cess of 4% is payable on the total amount of income tax including surcharge.</p>
Companies where the taxable income more than Rs. 1 crore and upto Rs. 10 crores	<ul style="list-style-type: none"> <li>• Domestic company: Surcharge of 7% on income tax and Health &amp; Education cess of 4% is payable on the total amount of income tax including surcharge.</li> <li>• Foreign company: Surcharge of 2% and Health &amp; Education cess of 4% is payable on the total amount of income tax including surcharge.</li> </ul>
Companies where the taxable income is more than Rs. 10 Crore	<ul style="list-style-type: none"> <li>• Domestic company: Surcharge of 12% on income tax and Health &amp; Education cess of 4% is payable on the total amount of tax including surcharge</li> <li>• Foreign company: Surcharge of 5% and Health &amp; Education cess of 4% is payable on the total amount of tax including surcharge</li> </ul>
Surcharge under special tax regime under section 115BAA of the Act	<ul style="list-style-type: none"> <li>• Fixed surcharge rate of 10% on income tax is payable. Health &amp; Education cess of 4% is payable on the total amount of tax including surcharge</li> </ul>
Surcharge on specified income	<ul style="list-style-type: none"> <li>• Surcharge on specified income such as dividend income, short term capital gains under section 111A of the Act and long-term capital gains under section 112 and section 112A of the Act (i.e., on listed equity shares, equity oriented mutual funds, Unit of a REIT / InvIT ('Business Trust') (on which STT is paid) shall be restricted to 15%</li> <li>• Health &amp; Education cess of 4% is payable on the total amount of tax including surcharge</li> </ul>

- Taxability on Dividend received from Domestic Company or Mutual Fund (Equity Oriented or Debt Mutual Funds):

The Dividend received on the shares and units of above Mutual Funds held in the Products offered under the Portfolio Management Services are subject to tax in the hands of investor. At the applicable slab rates as mentioned above (plus applicable surcharge and health and education cess). The Indian company declaring

<sup>1</sup> Surcharge rate shall be restricted to 15% on 'specified income' which includes dividend income, income chargeable under section 111A, 112 and 112A of the Income-tax Act, 1961.

dividend would be required to deduct tax at 10% (in case of payment to resident investors) where the dividend paid/ payable exceeds the threshold limit of INR 10,000 as amended by Finance Act, 2025.

Further, for non-residents, as per Section 90(2) of the Act, the provisions of the Act would apply to the extent they are more beneficial than the provisions of the Double Taxation Avoidance Agreement ('DTAA') between India and the country of residence of the non-resident subject to the availability of DTAA benefits to the non-resident. However, no assurance can be provided that the Tax Treaty benefits would be available to the non-resident investor or the terms of the DTAA would not be subject to amendment or a different interpretation in the future. The Indian company declaring dividend would be required to deduct tax at rates in force (in case of payment to non resident investors)

- Taxability on Capital Gains: –

Period of Holding: Capital assets are classified as long-term assets ('LTCA') or short-term assets ('STCA') or deemed short-term assets ('deemed STCA'), based on the period of holding of these assets. The period of holding of the asset is computed from the date of acquisition to the date of transfer. Depending on the period of holding for which the shares and securities are held, the gains would be taxable as short-term capital gains ('STCG') or long-term capital gains('LTCG'). This is discussed below:

Nature of asset	STCA	LTCA
For all securities listed* on a recognised stock exchange in India which <i>inter-alia</i> includes (equity shares, preference shares, debentures, units of business trust, etc.); or a unit of the Unit Trust of India; or a unit of an equity oriented mutual fund or zero-coupon bonds	Held for not more than 12 months	Held for more than 12 months
Market Linked Debentures or unit of a Specified Mutual Fund <sup>2</sup> acquired on or after 1 April 2023; or unlisted bond or unlisted debenture which is transferred/ redeemed on or after 23 July 2024	Short Term Capital Asset (irrespective of the period of holding)	NA
For assets other than those specified above (which <i>inter-alia</i> include unlisted equity shares, unlisted preference shares, immovable property etc.)	Held for not more than 24 months	Held for more than 24 months

\* In case of unlisted equity shares tendered as part of Offer for Sale ('OFS') which shall be subjected STT shall qualify as long term capital asset if same are held for period more than 24 months.

**(a) Long Term Capital Gains**

**The tax on Long Term Capital Gains earned before July 23, 2024 is captured below:**

Resident Individuals, HUF, Partnership firm and Indian company:

- Long term capital gains on listed equity shares (on which STT is paid at the time of acquisition and transfer), equity shares to be listed equity shares sold through offer for sale and units of equity oriented mutual funds

<sup>2</sup> Specified Mutual Fund means a Mutual Fund, where not more than thirty-five per cent of its total proceeds is invested in the equity shares of domestic companies. The said definition has now been amended with effect from AY 2026-27 to mean:

- Mutual Fund which invests atleast 65% In debt and money market instruments
- Fund of Funds which invests in the above

(on which STT is paid at the time of transfer) – 10% (plus applicable surcharge and cess) if Capital gain is more than Rs.1 Lakh. Computation of the gains shall be subject to grandfathering (refer Note below).

- Long term capital gains in respect of other listed securities (other than units of mutual funds, listed bonds and listed debentures) on which STT has not been paid or Zero-coupon bonds – Lower of 20% (plus surcharge and education cess) computed after cost indexation, or 10% (plus surcharge and education cess) of the gains computed without cost indexation.
- Long term capital gains on unlisted securities (other than bonds/debentures but including units of other than equity oriented mutual funds) – 20% (plus surcharge and education cess) of the capital gains computed after cost indexation.

## Non – resident Individuals and Foreign company:

- Long term capital gains on listed equity shares (on which STT is paid at the time of acquisition and transfer) equity shares to be listed equity shares sold through offer for sale and units of equity oriented mutual funds (on which STT is paid at the time of transfer) – 10% (plus applicable surcharge and cess) if Capital gain is more than Rs.1 Lakh Computation of the gains shall be subject to grandfathering (refer Note below).
- Long term capital gains in respect of other listed securities (other than units of mutual funds, listed bonds and listed debentures) on which STT has not been paid or Zero-coupon bonds – 10% (plus applicable surcharge and cess) of the gains computed without cost indexation. However, Indian tax authorities may seek to apply a higher rate of 20% (plus applicable surcharge and cess) on long-term capital gains arising on sale of listed securities (where STT is not paid).
- Long term capital gains on unlisted shares and securities – 10% (plus surcharge and education cess) of the gains computed without cost indexation.

## **The tax on Long Term Capital Gains earned by resident as well as non-resident investors on or after 23 July 2024 is captured below:**

- Long term capital gains on listed equity shares (on which STT is paid at the time of acquisition and transfer plus other specified cases as mentioned by CBDT), equity shares to be listed, equity shares sold through offer for sale, units of Business Trust and units of equity oriented mutual funds (on which STT is paid at the time of transfer) – 12.5% (plus applicable surcharge and cess) if capital gain is more than Rs.1.25 Lakh. Computation of the gains shall be subject to grandfathering (refer Note below).
- Long term capital gains in respect of any other securities (other than above) – 12.5% (plus surcharge and education cess) of the gains.
- In a case where unlisted shares are held on Jan 31, 2018 and sold in offer for sale, it has been clarified (with retrospective effect) that cost shall be computed by indexing the original cost until Jan 31, 2018.
- 

*Note : The exemption from tax on long term capital gains arising on transfer of listed equity shares, units of equity oriented mutual fund and units of business trust has been withdrawn w.e.f. 1 April 2018. The LTCG above INR 1.25 lakh on following transfers shall be taxable at 12.5% (plus surcharge and cess):*

- *listed equity shares (STT paid on acquisition and transfer)*
- *units of equity oriented mutual fund (STT paid on transfer); and*
- *units of business trust (STT paid on transfer)*

*Benefit of the computation of gains in foreign currency and cost inflation index shall not be available on such gains and the cost of acquisition of equity shares, equity oriented mutual fund or units of business trust shall be higher of:*

- *Actual cost of acquisition; and*
- *Lower of:*
  - o *Fair market value as on 31 January 2018; and*
  - o *Value of consideration received upon transfer*

*\* The CBDT has issued a notification providing the negative list for the purpose of section 112A i.e., modes of acquisition exempted from the condition to pay STT on acquisition.*

**(b) Short Term Capital Gains (Resident / non-resident individuals, Indian company and foreign company)**

As per the Finance Act 2023, the capital gains on transfer/redemption/maturity of Specified Mutual Funds or Market Linked Debenture acquired on or after 01 April 2023, should be deemed to be short term capital gains (irrespective of the period of holding) and such short-term capital gains should be chargeable to tax at the applicable tax rates. Finance (Act No. 2) 2024 has amended the definition of “Specified Mutual Fund” as (a) a mutual fund by whatever name called, which invests more than 65% of its total proceeds in debt and money market instruments or (b) a fund which invests in units of a fund referred in (a) with effect from AY 2026-27. “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 the Securities and Exchange Board of India.

Further, Finance (Act No. 2) 2024 also amended that the capital gains on unlisted bond or unlisted debenture which is transferred/ redeemed on or after 23 July 2024 will be deemed to be short term capital gains (irrespective of the period of holding) and such short-term capital gains should be chargeable to tax at the applicable tax rates.

Short term capital gains on sale of equity shares, units of equity-oriented funds on a recognized stock exchange, unit of a Business Trust which are subject to STT, are taxable at the rate of 15% (plus applicable surcharge and education cess) where the transfer takes place before 23 July 2024. Finance (Act No. 2) 2024 amended the tax rates on short term capital gains on sale of equity shares, units of equity-oriented funds and units of Business Trust on a recognized stock exchange, which are subject to STT, at the rate of 20% (plus applicable surcharge and education cess) where the transfer takes place on or after 23 July 2024.

Short-term Capital Gains arising on transfer of any asset other than specified above (including gains on specified mutual funds/ market linked debentures/ unlisted bonds / unlisted debentures) is added to the total income is chargeable to tax as per the relevant slab rates for individuals and at the applicable tax rates for persons other than individuals (as mentioned above).

**(c)** For non-residents, as per Section 90(2) of the Act, the provisions of the Act would apply to the extent they are more beneficial than the provisions of the DTAA between India and the country of residence of the non-resident subject to the availability of DTAA benefits to the non-resident. However, no assurance can be provided that the Tax Treaty benefits would be available to the non-resident investor or the terms of the DTAA would not be subject to amendment or different interpretation in the future.

Section 90(4) of the ITA provides that in order to claim Treaty benefits, the non-resident investor has to obtain a TRC as issued by the foreign tax authorities. Further, the non-resident investor should be required to furnish such other information or document as prescribed. In this connection, the CBDT vide its notification dated August 1, 2013 amended Rule 21AB of the IT Rules prescribing certain information in Form No 10F to be produced along with the TRC, if the same does not form part of the TRC. As per notification no. 03/2022 dated July 16, 2022, Form 10F is required to be filed electronically.

The details required to be furnished are as follows:

- Status (individual, company, firm, etc.) of the assessee

- Nationality (in case of an individual) or country or specified territory of incorporation or registration (in case of others)
- Assessee's tax identification number in the country or specified territory of residence and in case there is no such number, then, a unique number on the basis of which the person is identified by the government of the country or the specified territory of which the assessee claims to be a resident
- Period for which the residential status, as mentioned in the TRC, is applicable; and
- Address of the assessee in the country or specified territory outside India, during the period for which the certificate is applicable.

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

#### Capital Losses

As per the provisions of the ITA, short term capital loss can be set off against both short term capital gains and long term capital gains but long term capital loss can be set off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 (eight) assessment years

#### Gains arising on buy-back of shares by Company

Prior to amendment in Finance (No. 2) Act, 2024, gains arising on buy back of shares (listed as well as unlisted) were exempt in the hands of the shareholders under section 10(34A) of the Act and a distribution tax at the rate of 23.296% (including surcharge and cess) was payable by an Indian company on distribution of income by way of buy-back of its shares per the provisions of section 115QA of the Act. Such distribution tax was 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.

As per the amendment in Finance (No. 2) Act, 2024, the sum paid by an Indian company on buy-back of its own shares shall be treated as deemed dividend in the hands of the shareholder and shall be taxable at applicable rates. No deduction for expenses, including the cost of acquisition of shares in the hands of shareholder, shall be available against such deemed dividend while determining the income from other sources.

Further, the cost of acquisition of the shares bought back will be treated as capital loss in the hands of shareholders and the same can be set-off against the capital gains earned by the shareholders as per the provisions of the Act.

#### Expenditure incurred in relation to income not includible in the total income

As per the provisions of section 14A of the ITA read with rule 8D of the Income-tax Rules, 1962, if any income of the Investor does not form part of the total income or is exempt under the provisions of the ITA 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.

#### Provisions regarding Dividend income and Bonus stripping

According to the provisions of Section 94(7) of the Act, where any person buys or acquires any securities or units of a mutual fund or the Unit Trust of India within a period of 3 (three) months prior to the record date (i.e., the date that may be fixed by a company for the purposes of entitlement of the holder of the securities to receive dividend or by 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 income, or additional unit without any consideration,



as the case may be) and such person (i) sells or transfers such securities within a period of 3 (three) months after such record date, or (ii) such unit within a period of 9 (nine) months after such record date, and (iii) the dividend or income on such securities or unit received or receivable by such person is exempt, then, any loss arising to such person on account of such purchase and sale of securities or unit, to the extent such loss does not exceed the amount of such dividend or income received or receivable, would be ignored for the purposes of computing his income chargeable to tax.

- According to the provisions of Section 94(8) of the Act, if an investor purchases any securities or units within 3 months before the record date (for entitlement of bonus) and sells/redeems the securities or units within 9 months after that date, and by virtue of holding the original securities or units, he becomes entitled to bonus securities or units, then the loss arising on transfer of original securities or units shall be ignored for the purpose of computing his income chargeable to tax (even though he continues to hold all / part of the additional securities or units allotted as bonus). In fact, the loss so ignored will be treated as cost of acquisition of such bonus securities or units.

The Finance Act, 2022 has made the said provision applicable to securities as well (i.e., stocks and shares) and also modified the definition of unit, so as to include units of business trusts such as InvIT, REIT and AIF, within the definition of units.

- Switching from one scheme to another

As stated in the respective underlying mutual fund scheme information documents, switching from one scheme / option to another scheme / option will be affected by way of redemption of units of the relevant scheme / option and reinvestment of the redemption proceeds in the other scheme / option selected by the unit holder. Hence, switching will attract the same implications as applicable on transfer of such units (refer capital gains section above).

- Consolidation of Schemes

Transfer of units upon consolidation of mutual fund schemes of two or more schemes of mutual fund in accordance with SEBI (Mutual Funds) Regulations, 1996 is exempt from capital gains. Further, transfer of units upon consolidation of plans within mutual fund schemes in accordance with SEBI (Mutual Funds) Regulations, 1996 is exempt from capital gains under the Act.

- Tax withholding:

- Resident Investors

No tax shall be required to be deducted by the mutual fund on income which is in the nature of capital gains. However, on income other than capital gains, mutual funds specified under section 10(23D) of the Act, shall be required to deduct TDS at rate of 10 per cent where the amount payable exceeds the threshold limit of Rs. 10,000 in a financial year as amended by the Finance Act, 2025. On buyback, company to withhold taxes at 10% in case of residents on deemed dividend.

- Foreign Portfolio Investors (FPI)

Under section 196D of the Act, tax is required to be deducted at the rate of 20% on dividend income earned by the FPI. No tax is required to be deducted at source on income way of capital gains earned by an FPI. The remittance to a country with which a DTAA is in force, the tax should be deducted at the rate provided in the



Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee subject to availability of DTAA benefits to the assessee.

○ NRI's other than FPI's

Under Section 195 of the Income-tax Act, 1961 and as per the amendment by Finance (Act No. 2) 2024, the Mutual Fund is required to deduct tax at source at the rate of 12.5% (plus applicable surcharge and cess) on any long-term capital gains arising to non-resident investors. Long term capital gains from units of equity-oriented schemes & listed equity shares (STT paid) are liable to be withheld at the rate of 12.5% (plus applicable surcharge and cess) if the capital gains exceed Rs.1.25 Lakh during the financial year subject to Grandfathering Clause.

In respect to short-term capital gains from units other than units of an equity-oriented scheme or listed equity shares or business trust (STT paid), tax is required to be deducted at source at the rate of 30% (Assuming Highest tax bracket for investor) (plus applicable surcharge and cess) if the payee unit holder is a non-resident non-corporate and at the rate of 35% (plus applicable surcharge and cess) if the payee unit holder is a foreign company. In case of equity-oriented schemes or listed equity shares or business trust (STT paid), tax is required to be deducted at the rate of 20% (plus applicable surcharge and cess) for both corporate and non-corporate non-resident unit holders. On buyback, company to withhold taxes at applicable rates in case of non-residents on deemed dividend.

In the case of a remittance to a country with which a Double Tax Avoidance Agreement ('DTAA') is in force, the tax should be deducted at the rate provided in the Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee subject to the availability of DTAA benefits to the assessee.

○ Withholding at higher rate in case of non-availability of permanent account number ('PAN'):

Section 206AA of the Act provides that where a recipient of income (which is subject to withholding tax) does not have a PAN, then tax is required to be deducted by the payer at the higher of the following:

- rates specified in the relevant provisions of the Act; or
- rates in force; or
- at the rate of 20%.

Further, the CBDT, vide its notification dated 24 June 2016, has clarified that the provisions of section 206AA shall not apply to non-residents in respect of payments in the nature of interest, royalty, fees for technical services, payment on transfer of capital assets and dividends provided the non-residents provide the following information to the payer of such income:

- Name, email-id, contact number;
- Address in the country or specified territory outside India of which the deductee is a resident;
- A certificate of his being resident in any country or specified territory outside India from the government of the other country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
- Tax Identification Number in the country or specified territory of his residence and in a case, no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

**Please Note:**

The tax incidence to investors could vary materially based on residential status, characterization of income (i.e., capital gains versus business profits) accruing to them. Please refer to **Annexure 1** for characterization of income as capital gains vs. business income. The Information provided here is general in nature & can be changed in future by Department or Government. Please consult your financial planner/tax advisor before taking a decision.

THERE CAN BE NO GUARANTEE THAT THE ABOVE POSITION REGARDING TAXATION WOULD BE NECESSARILY ACCEPTED BY THE INDIAN TAX AUTHORITIES UNDER THE IT ACT. NO REPRESENTATION IS MADE EITHER BY THE PORTFOLIO MANAGER OR ANY EMPLOYEE, PARTNER OR AGENT OF THE MANAGER IN REGARD TO THE ACCEPTABILITY OR OTHERWISE OF THE ABOVE POSITION REGARDING TAXATION BY THE INDIAN TAX AUTHORITIES UNDER THE IT ACT. INVESTORS ARE URGED TO CONSULT THEIR OWN TAX ADVISERS IN THIS REGARD.

Note: Characterization of an income as capital gains vs. business income

Gains arising from the transfer of securities held in the companies may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such securities were held as a capital asset or trading asset (i.e. stock-in-trade). Traditionally, the issue of characterization of exit gains (whether taxable as business income or capital gains) has been a subject matter of litigation with the tax authorities. There have been judicial pronouncements on whether gains from transactions in securities should be taxed as “business profits” or as “capital gains”. However, these pronouncements, while laying down certain guiding principles have largely been driven by the facts and circumstances of each case. Also, the CBDT has provided guidance (vide its Instruction: No. 1827, dated August 31, 1989 and Circular No. 4/2007, dated June 15, 2007) in respect of characterisation of gains as either capital gains or business income. Following are the key illustrative factors indicative of capital gains characterisation (not business income):

- (a) Intention at the time of acquisition – capital appreciation
- (b) Low transaction frequency
- (c) Long period of holding
- (d) Shown as investments in books of accounts (not stock in trade)
- (e) Use of owned funds (as opposed to loan) for acquisition
- (f) Main object in constitution document is to make investments
- (g) Higher level of control over the investee company

The Company intends to organize itself in a manner that it complies with the conditions and parameters mentioned in the CBDT circular and instructions such that the income from sale of securities in the investee companies should generally be categorized as capital gains. However, the possibility of the tax authorities seeking to treat such income as business income cannot be ruled out.

- Please note that with a view to reduce litigation and maintain consistency, the CBDT has issued Circular No. 6 of 2016, dated February 29, 2016 providing that listed shares / securities held for more than 12 months would be treated as capital gains unless the tax payer himself treats the same as stock in trade; in other cases involving sale of listed shares / securities, the characterisation of income would be decided on the basis of previous circulars and instructions issued by the CBDT on this subject. The Circular also provides that a position once adopted by the taxpayer would not be allowed to be changed and it would be applicable for the subsequent assessment years. It is however clarified that the principles as outlined in the circular shall not be applicable in cases where the genuineness of the transaction itself is questionable. Furthermore, with respect to the characterisation of gains arising on transfer of unlisted shares, the CBDT<sup>3</sup> has issued an instruction dated May 2, 2016 providing that income from transfer of unlisted shares (for which no formal market exists for trading), except in certain specified circumstances such as (i) the genuineness of transactions in unlisted shares itself is questionable; or (ii) the transfer of unlisted shares is related to an issue pertaining to lifting of corporate veil; or (iii) the transfer of unlisted shares is made along with the control and management of underlying business., would be treated as 'Capital Gain' irrespective of period of holding. Now, the CBDT<sup>4</sup> has clarified that exception (iii)

---

<sup>3</sup> F. No. 225/12/2016/ITA.11

<sup>4</sup> F.No.225/12/2016/ITA.II

would not apply in the case of Category I and II AIF, where-in the rationale provided was that the investment by such AIFs are predominantly in unlisted shares of start-ups / ventures and hence, some level of control and management is required to be exercised by such AIFs to safeguard the interest of the investors. The Finance Act, 2025 has widened the definition of 'Capital Assets' to include any securities held by Investment Funds (ie, Category I & II AIF) within its ambit.

### **13. Accounting Policies**

- A. 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 SEBI (Portfolio Managers) Regulations, 2020.
- B. For every Client Portfolio, the Portfolio Manager shall keep and maintain proper books of accounts, records and documents, for the Client, on mercantile system of accounting, so as to explain its transactions and to disclose at any point of time the financial position of the Client's Portfolio and Financial Statements and in particular give a true and fair view of the state of affairs.
- C. Following Accounting Policies are proposed to be followed for the purpose of maintaining books of accounts & records of the Client.
  - 1. Investments are stated at cost of acquisition by the Portfolio Manager.
  - 2. Dividend income earned shall be recognized, not on the date the dividend is declared, but on the date the share is quoted on an ex-dividend basis. For investments, which are not quoted on a stock exchange, dividend income shall be recognized on the date of receipt.
  - 3. In respect of all interest-bearing investments, income shall 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 shall not be treated as a cost of purchase but shall be debited to Interest Recoverable Account. Similarly, interest received at the time of sale for the period from the last interest due date up to the date of sale shall not be treated as an addition to sale value but shall be credited to Interest Recoverable Account.
  - 4. In determining the holding cost of investments and the gains or loss on sale of investments, the First-in-First-out (FIFO) method shall be followed.
  - 5. Transactions for purchase or sale of investments shall 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 is recorded and reflected in the financial statements for that year.
  - 6. Bonus shares shall be recognized only when the original shares on which the bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
  - 7. Rights entitlement shall be recognized only when the original shares on which the rights entitlement accrues are traded on the stock exchange on an ex-rights basis.
  - 8. The cost of investments acquired or purchased shall include brokerage, stamp duty and any charge customarily included in the Contract note.
  - 9. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment.
  - 10. All other expenses payable by the Client shall be accrued as and when Liability is incurred.
  - 11. Investments in listed equity and debt instruments will be valued at the closing market prices on the National Stock Exchange (NSE). If the securities are not traded on the NSE on the valuation day, the closing price of the security on the Bombay Stock Exchange or other exchange will be used for valuation of securities. In case of the securities are not traded on the valuation date, the last available traded price shall be used for the valuation of securities. Investments in units of Mutual Funds shall be valued at the repurchase price of the previous day declared for the relevant Scheme on the date of the report.

12. Open positions in derivative transactions, will be marked to market on the valuation day.
13. Private equity/Pre IPO placements will be valued at cost or at a last deal publicly available price at which company has placed shares to other investors till it is listed.
14. Unrealised gain/losses are the differences, between the current market value/ Net Asset Value and the historical cost of the securities.
15. Valuation of investments in Non – Convertible Debentures (NCD) / Market Linked Debentures (including Equity Linked Debentures) (MLD) shall be based on prices provided by valuation agency appointed by the issuer of the such securities. In case of any default by the issuer, the Portfolio Manager may at his sole discretion value the NCD / MLD as deems appropriate.
16. 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 the portfolio obtains an enforceable obligation to pay the price or, in the event of a sale, when the portfolio obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold. The accounting policies and standards as outlined above are subject to changes made from time to time by Portfolio Manager. However, such changes would be in conformity with the Regulations.

#### 14. Details of investments in the securities of related parties or associates of the Portfolio Manager

The details of investment of client's funds by the portfolio manager in the securities of its related parties or associates are as below:

**Details as on last day of previous calendar quarter (i.e. as on June 30, 2025)**

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	InCred Vantage Portfolio	InCred Financial Services Limited	70,03,458.00	10155170.41	2.28
2	InCred Vantage Portfolio	InCred Financial Services Limited	80,03,952.00	11605909.04	2.86
3	InCred Vantage Portfolio	InCred Financial Services Limited	1,00,00,000.00	14507386.30	7.62

#### 15. Details of Diversification Policy of the Portfolio Manager

Diversification is a risk management strategy that mixes a variety of securities within a portfolio. The rationale behind diversification is different securities will, on an average, yield better long-term returns and lower the risk of any individual holding or security. Although diversification does not ensure a profit or guarantee against loss, it can help reduce the volatility of portfolio over time.

Since investing requires disciplined risk management, the Portfolio Manager would incorporate adequate safeguards for controlling risks in the portfolio construction process. While allocating and choosing securities, the Portfolio Manager will aim to diversify by gaining broad exposure to different industries and companies in order to reduce risk.

Risk Diversification in Equity and equity related instruments:

There are two kinds of risk in equity investments, Systematic Risk or Market Risk and Unsystematic Risk. Unsystematic risk can be mitigated through diversification while systematic or market risk is generally unavoidable. Unsystematic risk is unique to a given business or industry and can be diversified by investing in a portfolio of stocks.

The Portfolio Manager intends to invest in a sufficiently large number of equity and equity related instruments so as to limit exposure to a particular company. The Portfolio Manager aims to ensure a well-diversified equity portfolio comprising stocks across various sectors of the economy while managing or recommending investments for Client portfolio. This shall aid in managing concentration risk and sector specific risks. The Portfolio Manager shall also target to manage or recommend sufficient exposure across different market cap segments – i.e. large, mid-cap and small cap. This shall aid in managing volatility and also improve liquidity in Client's Portfolio.

Clients are requested to note that while the above measures are prudent and more relevant for diversified investment approaches, to the extent possible, these measures would also be implemented in case of sector or thematic or market cap concentrated investment approaches offered by Portfolio Manager.

Risk Diversification in Fixed Income Securities:

Investments in Fixed Income Securities shall be managed or recommended to Clients depending on factors such as liquidity, investment tenure, risk appetite of Clients etc. The Portfolio Manager will attempt to reduce liquidity risk by investing and/or recommending investments in securities that would result in a staggered maturity profile, investment in securities that provide relatively easy liquidity and securities that have reasonable secondary market activity. Exposure to debt securities, other than Sovereign exposures, would be diversified, comprising a number of issuers across sectors. This shall aid in managing concentration risk and sector-specific risks.

Please refer to “Basis of selection of such types of securities as part of the investment approach” and “Allocation of portfolio across types of securities” for further information on diversification measures for respective Investment Approaches as offered by the Portfolio Manager.

## **16. Custody of Securities**

- i. Custody of all Securities of the Client shall be with the Custodian who shall be appointed, from time to time, at the discretion of the Portfolio Manager. Currently, the Portfolio Manager uses the custodial/depository/fund administration services of Kotak Mahindra Bank Ltd. and may appoint more custodians in future if required
- ii. The Custodian shall act on instructions of the Portfolio Manager.
- iii. All such custodian or fund accounting fees, charged by the Custodian shall be payable by the Client.
- iv. The Portfolio Manager shall not be liable for any act of the Custodian, done with or without the instruction of the Portfolio Manager, which may cause or is likely to cause any loss or damage to the Client.

## **17. Miscellaneous Provisions**

### **a) Investor Charter**

With a view to enhancing awareness of investors about the various activities which an investor deals with while availing the services provided by portfolio managers, an investor charter has been prepared by SEBI. The same is notified under SEBI Master Circular dated June 07, 2024 .

The investor charter is a brief document in an easy-to-understand language. It details different services provided by the portfolio managers to the investors alongwith estimated timelines, like account opening, agreement with the portfolio manager, periodic statements to the investors, investor grievance redressal mechanism, responsibilities of investors etc. at one single place for ease of reference. All registered Portfolio Managers are advised to bring to the notice of their clients the Investor Charter by prominently displaying on their websites. Accordingly, the Investor charter is disclosed on website of Portfolio Manager [www.incredequities.com](http://www.incredequities.com)

**b) Nomination Facility:**

Clients are requested to note that the nomination details registered with the Portfolio Manager shall not be applicable to the securities held in the individual Client demat account maintained with the Depository. For the securities held in electronic form (demat form) by the Client (s) in their Depository Participant Account (DP Account) opened for availing the services of the Portfolio Manager, the nomination details registered with the Depository and the rules prescribed by the Depository shall be applicable.

The Portfolio Manager is providing an option to the Individual Client(s) to nominate one or more persons in whom the investment or the cash allocation held by the Portfolio Manager under the respective Client account (other than the securities held by the Client in their individual Client demat account opened for availing the services of the Portfolio Manager) shall vest in the event of his / her / their death. However, the facility of nomination is not available to non-individuals including society, trust, company, body corporate, partnership firm, Karta of Hindu Undivided Family, PSU, AOP, BOI, Banks, FIs, holders of Power of Attorney.

The decision of the Portfolio Manager with respect to treatment of nomination shall be final and binding on Client(s) and nominees. Nominations (Single/multiple) received in the form prescribed by the Portfolio Manager alone shall be valid.

The nominees/ administrators/ claimants/ successors/ executors/ legal heirs unconditionally and irrevocably agree that the transmission by the Portfolio Manager shall be made subject to the receipt of any such additional forms, information (personal or financial or otherwise), indemnities and relevant documentations (including KYC documents), if any, as may be required from time to time by the Portfolio Manager in the specified format.

**c) Email Communications**

The Portfolio Manager may send account statements, books of accounts and any other correspondence using e-mail as the mode for communications as may be decided from time to time. It is deemed that the Client is aware of all security risks including possible third party interception of Account Statement and content of the Account Statement becoming known to third parties. With client consent, such account statements and such other details, may also be shared with the Distributor/ Introducer/ Advisor/ Referrer of the Client.

Clients are requested to note that internet transmission lines are not encrypted and that e-mail is not a secure means of transmission. Client is further advised that such unsecured transmission methods involve the risk of possible unauthorised alteration of data and/or unauthorised usage thereof for whatever purposes. The Portfolio Manager is not responsible for any such misuse or for any losses, costs, damages, expenses that may be suffered by the Client due to any errors, delays or problems in transmission or unauthorised/illegal interception, alteration, manipulation of electronic data or otherwise caused by using e-mail as a means of transmission.

The Client may at any time request for a physical copy of the Account Statement.

A Statements of Portfolio will be sent by email to each Client (first applicant in case of joint holders) stating the details of holding statement, account performance report, realised gain/(loss) statement, logical bank book, balance sheet, profit & loss account & transaction undertaken on a regular basis or at the requested frequency of the client. Same may also be made available through Portfolio Manager's website.

The Portfolio Manager may also undertake to accept non-commercial transactions such as change in address, change in bank details, change in mode of payment etc. received through email, provided the request is sent by the Client from the same email address which is registered with the Portfolio Manager.

**d) Prevention of Money Laundering**

Money Laundering may be defined as the cleansing of dirty money obtained from legitimate or illegitimate activities with the objective of hiding its source and rendering it in legally usable form. The process of money laundering involves creating a web of financial transactions so as to hide the origin of and true nature of these funds. SEBI has previously issued guidelines on Know Your Customer (KYC) standards and Anti Money Laundering (AML) Measures and recently, SEBI vide master circular dated February 03, 2023, has consolidated all the AML provisions by stipulating the essential principles for combating Money Laundering ('ML') and Terrorist Financing ('TF') and provided for detailed policies and procedures and obligations to be followed and complied with by all the registered intermediaries.

The Portfolio Manager is committed to adhere to the requirements specified under the Prevention of Money Laundering Act 2002 and the requirements laid down by the Securities and Exchange Board of India (SEBI), in this respect. The Clients including guardians (in case of minors) shall ensure that the investments made by them are through legitimate sources only and do not involve or are not designated for this purpose of money laundering or any contravention or evasion of the requirements specified under any rules, laws and regulations specified by the Government of India or any other statutory body / entity.

While the Portfolio Manager shall presume that the identity of the Client and the information disclosed by the Client is true and correct, in order to ensure appropriate identification of the Client(s) under its KYC policy and applicable laws and with a view to monitor transactions in order to prevent money laundering, the Portfolio Manager (itself or through its nominated agency as permissible under Applicable Laws) reserves the right to seek appropriate information / documents, 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. with a purpose to comply with inter alia its regulatory obligations. The Portfolio Manager may also undertake field visits, verify information through third party databases etc. In case a Client refuses / fails / delays in providing the information sought by the Portfolio Manager, the Portfolio Manager retains the right to freeze the accounts of the Client, reject any transaction request, effect mandatory repayment / return assets etc.

The 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 noncompliance with the provisions of the PML Laws and KYC policy and/or where the Portfolio Manager believes that transaction is suspicious in nature within the purview of the PML Laws and/or for reporting the same to FIU-IND. Notwithstanding anything contained in this Document, the provisions of the Regulations, PML Laws and the guidelines there under shall be applicable. The decision of the Portfolio Manager in this regard, shall be final.

**e) Soft dollar arrangements**

Soft Dollar arrangements between the Portfolio Manager and brokers shall be limited to only benefits (like free research report, etc.) that are in the interest of investors. Accordingly, brokers may provide information-based services like free research reports market data services, invitation to meeting with market experts/leaders, invitation to attend conferences etc. The arrangements between Portfolio Manager with the brokers shall be at arms' length and at market related prices. Further, the Portfolio Manager shall be under no obligation to provide business to any broker in lieu of these services.


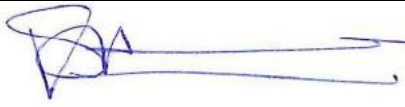
**18. Disclaimer**



This document is purely for the purposes of providing information and every effort has been made to truly represent the facts and circumstances herein. Clients/Investors are advised to read the Document carefully before entering into an Agreement with the Portfolio Manager.

**NOTWITHSTANDING ANYTHING CONTAINED IN THIS DISCLOSURE DOCUMENT, THE PROVISIONS OF SEBI (PORTFOLIO MANAGERS) REGULATIONS 2020 AND THE RULES SHALL BE APPLICABLE.**

For InCred Capital Wealth Portfolio Managers Private Limited

Name: Mr. Nitin Rao (Director)	
Name: Mr. Vikram Agarwal (Director)	

Place: Mumbai

Date: August 05, 2025



**Annexure 1**

Registration	Regulatory Actions	Current: Closed /Open / Pending before SAT, etc.	Details
Merchant Bankers	Administrative Warning	Closed	SEBI has issued a administrative warning letter dated August 21, 2024 for violation of regulation 9A (1) f of SEBI (Merchant Bankers) regulation 1992 regarding non-updation KMP details within the prescribed timeline. We have given clarification to SEBI and have denied the observation raised. We are awaiting revert from SEBI in this regard.

**Annexure 2**

Registration	Regulatory Actions	Current: Closed /Open / Pending before SAT, etc.	Details
PMS	Advisory	Closed	SEBI vide letter dated September 10, 2024 issued an advisory for incorrect submission of networth details in the offsite inspection data for the period April 2023 to September 2023. We have taken necessary action and rectified the observations.
PMS	Administrative Warning	Closed	SEBI vide letter dated September 24, 2024, has issued an administrative warning for non-adherence of Regulation 24(4) of SEBI (Portfolio Managers) Regulations, 2020, for Offsite inspection of Portfolio Managers for the period April 2023 to September 2023 . We have denied the observation raised by SEBI. An advisory was issued for incorrect tagging of securities (as listed/unlisted) while submission of data to SEBI.
PMS	Advisory	Closed	SEBI vide letter dated January 29, 2025, has issued an advisory for non-adherence of SEBI circular SEBI/HO/IMD/IMDI/DOF1/P/CIR/2022/112 dated August 26,2022, for Offsite inspection of Portfolio Managers for the period October 2023 to March 2024. We have denied the observation raised by SEBI. An advisory was issued for inadvertently mentioned “False” instead of “True” for two Clients for which consent was already taken and mentioned “0 %” instead of 15% in the column - limits for investments in debt and hybrid securities of a single associate/related party while submission of data to SEBI.

PMS	Administrative Warning	Closed	SEBI has vide its letter dated May 15, 2025, issued an administrative warning for non-adherence of Regulation 23 (2) of SEBI (Portfolio Managers) Regulations, 2020, for the instance where the Portfolio Manager had for one of its investors erroneously allowed a partial withdrawal of funds which reduced the portfolio value below Rs. 50 lacs. We have duly taken note of the observation and accordingly strengthened our processes to ensure to nonrecurrences of such instances in future.
-----	------------------------	--------	--

**Annexure 3**

Registration	Regulatory Actions	Current: Closed /Open / Pending before SAT, etc.	Details
Merchant Bankers	Show Cause Notice	Closed	SEBI vide letter dated April 3, 2024 has issued a show cause notice for violation of regulation 31(2) of the SEBI Merchant Bankers regulations, 1992 and Clause 2 of Schedule III (Code of conduct of Merchant Bankers) for the period April 01, 2022 to July 31, 2023. The SCN dated April 03, 2024 is disposed of, without imposition of penalty.

## Annexure 4

Incred Capital Wealth Portfolio Managers Private Limited  
CIN: U74999MH2018PTC305048  
Notes forming part of the financial statements for the year ended 31 March 25  
(All amounts in INR Lakhs, unless otherwise stated)

**Note 38 : Related Parties Transactions**

Related party relationships / transactions warranting disclosures under IND AS - 24 "Related Party Disclosures" are as under:

**a. List of Related parties where control exists and/or with whom transactions have taken place and relationships:**

Nature of Relationship	Name of party
Key managerial personnel ('KMP')	Nitin Rao, Director Venkatesh Vishwanathan, Director ( upto 5 Januaray 2024) Kamlesh Dangi, Director Prateek Indwar, Director Rakesh Gorakh Postandel, Company Secretary
Key managerial personnel ('KMP') of Parent company	Bhupinder Singh Saurabh Jhalaria Saumya Mittal
Relatives of KMP	Minal Kamlesh Dangi
Holding Company	Incred Wealth Private Limited
Subsidiary Company	InCred Research Services Private Limited
Enterprise over which KMP is able to exercise significant influence (Only those with whom there have been transactions during the year or there have been any balances as at balance sheet date)	Incred Holding Limited InCred Financial Services Limited InCred.AI Limited InCred Finserv Private Limited InCred Capital Financial Services Limited ( Formerly known as Incred Capital Financial Services Private Limited ) InCred Asset Management Private Limited InCred Alternative Investments Private Limited InCred Wealth and Investments Services Private Limited Booth Fintech Private Limited InCred Overseas Holdings Private Limited Alpha Fintech Private Limited ETA Fintech Private Limited Oro Financial Consultants Private Limited B Singh and Partners Pte Ltd InCred Value Plus Private Limited InCred Premier Distribution Private Limited ( Formerly known as mValue Technology Services Private Limited) InCred Global Wealth Pte. Limited InCred Global Wealth Limited InCred Prime Finance Private Limited ( Formerly known as Incred Prime Finance Limited) InCred Capital Inc.

**b. Transactions during the year with related parties :**

Particulars	KMP & Relatives of KMP		Enterprise over which KMP exercise significant influence		Holding Co.		Subsidiary		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Remunerations to KMP</b>	8.35	78.66	-	-	-	-	-	-	8.35	78.66
	8.35	78.66	-	-	-	-	-	-	8.35	78.66
<b>Borrowings taken:</b>										
Incred Wealth Private Limited	-	-	-	-	2,752.50	81.00	-	-	2,752.50	81.00
InCred Wealth and Investment Services Private Limited	-	-	19,489.00	42,682.39	-	-	#	-	19,489.00	42,682.39
	-	-	19,489.00	42,682.39	2,752.50	81.00	-	-	22,241.50	42,763.39
<b>Borrowings repaid:</b>										
Incred Wealth Private Limited	-	-	-	-	2,569.00	1,121.00	-	-	2,569.00	1,121.00
InCred Wealth and Investment Services Private Limited	-	-	20,521.39	44,450.00	-	-	#	-	20,521.39	44,450.00
	-	-	20,521.39	44,450.00	2,569.00	1,121.00	-	-	23,090.39	45,571.00
<b>Interest on Loan:</b>										
Incred Wealth Private Limited	-	-	-	-	17.62	48.43	-	-	17.62	48.43
InCred Wealth and Investment Services Private Limited	-	-	82.59	138.90	-	-	-	-	82.59	138.90
	-	-	82.59	138.90	17.62	48.43	-	-	100.21	187.33
<b>Loans Given</b>										
Incred Wealth Private Limited	-	-	-	-	1,500.00	705.06	#	-	1,500.00	705.06
InCred Research Services Private Limited	-	-	-	-	-	-	8,043.43	4,800.00	8,043.43	4,800.00
	-	-	-	-	1,500.00	705.06	8,043.43	4,800.00	9,543.43	5,505.06
<b>Loans Repaid</b>										
Incred Wealth Private Limited	-	-	-	-	1,500.00	705.06	-	-	1,500.00	705.06
InCred Research Services Private Limited	-	-	-	-	-	-	12,843.43	-	12,843.43	-
	-	-	-	-	1,500.00	705.06	12,843.43	-	14,343.43	705.06
<b>Interest on Loans given</b>										
Incred Wealth Private Limited	-	-	-	-	2.14	5.11	-	-	2.14	5.11
InCred Research Services Private Limited	-	-	-	-	-	-	74.10	12.52	74.10	12.52
	-	-	-	-	2.14	5.11	74.10	12.52	76.24	17.63

**Incred Capital Wealth Portfolio Managers Private Limited**

CIN: U74999MH2018PTC305048

Notes forming part of the financial statements for the year ended 31 March 25

(All amounts in INR Lakhs, unless otherwise stated)

Particulars (in Lakhs unless otherwise stated)											
Brokerage and Depository Income											
Nitin Subramanya Rao	0.03	0.07	-	-	-	-	#	-	-	0.03	0.07
Kamlesh Dangi	0.00	0.01	-	-	-	-	#	-	-	0.00	0.01
Minal Kamlesh Dangi	0.02	0.01	-	-	-	-	#	-	-	0.02	0.01
Saumya Mittal	13.18	-	-	-	-	-	#	-	-	13.18	-
Bhupinder Singh	0.15	-	-	-	-	-	#	-	-	0.15	-
Saurabh Jhalaria	0.15	-	-	-	-	-	#	-	-	0.15	-
InCred Wealth Private Limited	-	-	-	-	41.59	10.15	-	-	-	41.59	10.15
InCred Research Services Private Limited	-	-	-	-	-	-	-	0.04	0.01	0.04	0.01
InCred Financial Services Limited	-	-	10.54	2.77	-	-	-	-	-	10.54	2.77
InCred Wealth and Investment Services Private Limited	-	-	126.07	77.28	-	-	-	-	-	126.07	77.28
InCred Capital Financial Services Limited	-	-	38.43	3.33	-	-	-	-	-	38.43	3.33
Alpha Fintech Private Limited	-	-	0.89	-	-	-	#	-	-	0.89	-
ETA Fintech Private Limited	-	-	-	0.01	-	-	#	-	-	-	0.01
Oro Financial Consultants Private Limited	-	-	0.01	-	-	-	#	-	-	0.01	-
B Singh and Partners Pte Ltd	-	-	0.01	-	-	-	#	-	-	0.01	-
InCred Prime Finance Private Limited	-	-	0.01	-	-	-	#	-	-	0.01	-
InCred Valueplus Private Limited	-	-	1.84	0.10	-	-	-	-	-	1.84	0.10
	13.53	0.09	177.81	83.48	41.59	10.15	0.04	0.01	0.01	232.97	93.73

Particulars	KMP & Relatives of KMP		Enterprise over which KMP exercise significant influence		Holding Co.		Subsidiary		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Sale of Corporate Bonds</b>										
InCred Capital Financial Services Private Limited	-	-	-	3,031.16	-	-	-	-	-	3,031.16
InCred Wealth and Investment Services Private Limited	-	-	982.25	-	-	-	-	-	982.25	-
Alpha Fintech Private Limited	-	-	218.00	-	-	-	-	-	218.00	-
	-	-	<b>1,200.25</b>	<b>3,031.16</b>	-	-	-	-	<b>1,200.25</b>	<b>3,031.16</b>
<b>Purchase of Corporate Bonds</b>										
InCred Capital Financial Services Private Limited	-	-	200.32	-	-	-	-	-	200.32	-
InCred Wealth and Investment Services Private Limited	-	-	1,990.77	-	-	-	-	-	1,990.77	-
	-	-	<b>2,191.09</b>	-	-	-	-	-	<b>2,191.09</b>	-
<b>Fee Income</b>										
InCred Wealth and Investment Services Private Limited	-	-	8.01	151.98	-	-	-	-	8.01	151.98
InCred Capital Financial Services Private Limited	-	-	-	293.65	-	-	-	-	-	293.65
InCred Financial Services Limited	-	-	8.15	72.37	-	-	-	-	8.15	72.37
	-	-	<b>16.16</b>	<b>518.00</b>	-	-	-	-	<b>16.16</b>	<b>518.00</b>
<b>Reimbursement Income</b>										
InCred Research Services Private Limited	-	-	-	-	-	-	38.14	27.57	38.14	27.57
InCred Capital Financial Services Private Limited	-	-	28.04	20.27	-	-	-	-	28.04	20.27
InCred Asset Management Private Limited	-	-	-	1.01	-	-	-	-	-	1.01
	-	-	<b>28.04</b>	<b>21.28</b>	-	-	<b>38.14</b>	<b>27.57</b>	<b>66.18</b>	<b>48.85</b>
<b>Distributor Commission Expense</b>										
InCred Wealth and Investment Services Private Limited	-	-	-	28.16	-	-	-	-	-	28.16
InCred Capital Financial Services Limited	-	-	971.00	-	-	-	-	-	971.00	-
Incred Premier Distribution Private Limited	-	-	0.13	-	-	-	-	-	0.13	-
	-	-	<b>971.13</b>	<b>28.16</b>	-	-	-	-	<b>971.13</b>	<b>28.16</b>
<b>Referral expenses</b>										
Oro Financial Consultants Private Limited	-	-	12.58	12.58	-	-	-	-	12.58	12.58
	-	-	<b>12.58</b>	<b>12.58</b>	-	-	-	-	<b>12.58</b>	<b>12.58</b>
<b>Research cost</b>										
InCred Research Services Private Limited	-	-	-	-	-	-	1,662.36	1,247.85	1,662.36	1,247.85
	-	-	-	-	-	-	<b>1,662.36</b>	<b>1,247.85</b>	<b>1,662.36</b>	<b>1,247.85</b>
<b>Reimbursement of Expense</b>										
InCred Capital Financial Services Limited	-	-	582.11	-	-	-	-	-	582.11	-
InCred Financial Services Limited	-	-	14.65	15.61	-	-	-	-	14.65	15.61
InCred Asset Management Private Limited	-	-	-	1.41	-	-	-	-	-	1.41
	-	-	<b>596.76</b>	<b>17.02</b>	-	-	-	-	<b>596.76</b>	<b>17.02</b>
<b>Slump Sale - Consideration</b>										
InCred Asset Management Private Limited	-	-	-	340.00	-	-	-	-	-	340.00
	-	-	-	<b>340.00</b>	-	-	-	-	-	<b>340.00</b>
<b>Capital Infusion</b>										
Incred Wealth Private Limited	-	-	-	-	1,500.00	-	-	-	1,500.00	-
	-	-	-	-	<b>1,500.00</b>	-	-	-	<b>1,500.00</b>	-

c. Closing balances with Related parties as at 31 March 2025:

Particulars	KMP		Enterprise over which KMP exercise significant influence		Holding Co.		Subsidiary		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>Investment</b>										
InCred Research Services Private Limited	-	-	-	-	-	-	1,862.15	1,862.15	1,862.15	1,862.15
	-	-	-	-	-	-	1,862.15	1,862.15	1,862.15	1,862.15
<b>Borrowings (Including Interest):</b>										
InCred Wealth Private Limited	-	-	-	-	194.30	-	-	-	194.30	-
InCred Wealth and Investment Services Private Limited	-	-	0.31	1,039.99	-	-	-	-	0.31	1,039.99
	-	-	0.31	1,039.99	194.30	-	-	-	194.61	1,039.99
<b>Trade Receivables</b>										
InCred Wealth and Investment Services Private Limited	-	-	10.75	-	-	-	-	-	10.75	-
InCred Capital Financial Services Private Limited	-	-	-	9.99	-	-	-	-	-	9.99
InCred Financial Services Limited	-	-	-	5.13	-	-	-	-	-	5.13
	-	-	10.75	15.12	-	-	-	-	10.75	15.12
<b>Trade Payables</b>										
InCred Wealth Private Limited	-	-	-	-	-	-	-	111.06	-	111.06
InCred Capital Financial Services Private Limited	-	-	617.74	-	-	-	-	-	617.74	-
Oro Financial Consultants Private Limited	-	-	-	12.58	-	-	-	-	-	12.58
InCred Asset Management Private Limited	-	-	10.05	-	-	-	-	-	10.05	-
InCred Financial Services Limited	-	-	12.27	-	-	-	-	-	12.27	-
	-	-	640.06	12.58	-	-	-	111.06	640.06	123.64
<b>Other non financial assets</b>										
InCred Asset Management Private Limited	-	-	-	138.13	-	-	-	-	-	138.13
	-	-	-	138.13	-	-	-	-	-	138.13

d. During the year, InCred Capital Financial Services Limited (part of the Group) has given a Corporate Guarantee amounting to Rs. 17,500 lakhs (previous year Rs. 13,500 lakhs) on behalf of the Company for various funding and non-funding facilities availed from banks by the Company. Zero percent commission has been charged as per the terms and conditions of the Corporate Guarantee.

**FORM C****SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS) REGULATIONS, 2020  
(Regulation 22)**

Name of Portfolio Manager: InCred Capital Wealth Portfolio Managers Private Limited

Address : Unit No-1203, B Wing, The Capital, C-70,  
G Block, BKC, Bandra East, Mumbai – 400051

Phone : 022 4097 7000

Website : [www.incredequities.com](http://www.incredequities.com)

Email : [hrushikesh.shingankar@incredcapital.com](mailto:hrushikesh.shingankar@incredcapital.com)

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 Service.
- III. the Disclosure Document has been duly certified by CA Shardul Shah [Membership No:118394], Shah and Ramaiya Chartered Accountants having FRN No: 126489W located at 36/227, RDP 10, Sector 6, Charkop, Kandivali (West), Mumbai: 400067 on August 07, 2025.

For InCred Capital Wealth Portfolio Managers Private Limited



**Mr. Hrushikesh Shingankar**  
Principal Officer

Date: August 07, 2025

Place: Mumbai

**Date: August 07, 2025**