CAELIS VENTURES PRIVATE LIMITED

DISCLOSURE DOCUMENT

PORTFOLIO MANAGEMENT SERVICES

Updated as on October 19, 2026

CAELIS VENTURES PRIVATE LIMITED

DISCLOSURE DOCUMENT

(As required under Regulation 22 of

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

DECLARATION:

a) The Disclosure Document (hereinafter referred as the **"Document"**) has been filed with the Securities and Exchange Board of India (**"SEBI"**) along with the certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 (**"PMS Regulations"**).

b) The purpose of the Document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decision for engaging Caelis Ventures Private Limited "**CAELIS**" (hereinafter referred as the **"Portfolio Manager"**) as the portfolio manager.

c) The Document contains the necessary information about the Portfolio Manager required by an investor before investing and the investor may also be advised to retain the Document for future reference.

d) Details of Portfolio Manager

Name of the Portfolio Manager	Caelis Ventures Private Limited
SEBI Registration Number	INP000010362
Corporate office address	Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021
Phone	+91 141-6780675, +91 141-2992014
Website	https://caelisventures.in/

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

Name of the Principal Officer	Dilip Goyal
Phone	+91 141-6780675, +91 141-2992014
Email	info@caelisventures.in
Corporate office address	Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021

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Part – I
Static Section

1. Disclaimer:

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

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

2. Definitions:

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

a. **Act**: means the Securities and Exchange Board of India, Act 1992.

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

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

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

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

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

iv. in case of a partnership firm set up under the Indian Partnership Act,

1932, each partner independently meets the eligibility criteria for accreditation:

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

d. **Advisor:** means any person, who is engaged in the business of providing investment advice to clients or other persons or group of persons and includes any person who holds out himself as an investment adviser, by whatever name called; (whether known as Channel Partners, Agents, Referral Interfaces or by any other name).

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

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

g. **Application:** means the application made by the Client to the Portfolio Manager to place the funds and/or securities mentioned therein with the Portfolio Manager for Portfolio Management Services. Upon execution of the Agreement by the Portfolio Manager, the Application shall be deemed to form an integral part of the Agreement:

Provided that in case of any conflict between the contents of the Application and the provisions of the Agreement, the provisions of the Agreement shall prevail.

h. **Applicable Law(s):** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument which has a force of law, as is in force from time to time.

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

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

k. **Bank Account**: means one or more accounts opened, maintained and operated by the Portfolio Manager with any of the Scheduled Commercial Banks in the name of the Client or a pool account in the name of Portfolio Manager to keep the Funds of all clients.

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

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

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

o. **Client(s) or Investor(s):** means any person who signs an Agreement with the Portfolio Manager for availing the services of portfolio management as the case maybe as provided by the Portfolio Manager.

p. **Chartered Accountant:** means a Chartered Accountant as defined in clause (b) of sub-section (1) of section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who has obtained a certificate of practice under sub-section (1) of section 6 of that Act.

q. **Custodian(s)**: means one or more entities registered with SEBI as custodians under the Applicable Laws and appointed by the Portfolio Manager, from time to time, for maintaining custody of the Client's funds and/or Securities.

r. **Depository:** means Depository as defined in the Depositories Act, 1996 (22 of 1996) and currently includes National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

s. **Depository Account**: means one or more account or accounts of the Client or for the Client opened, maintained and operated by the Portfolio Manager with any depository or depository participant registered under the SEBI (Depositories and Participants) Regulations, 2018 in accordance with the agreement entered into with the Client.

t. **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.

u. **Disclosure Document or Document:** means this disclosure document issued by Caelis Ventures Private Limited for offering Portfolio Management Services, prepared in accordance with the Regulations.

v. **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 with the Client, where the Portfolio Manager exercises any degree of discretion in investments or management of assets of the Client.

w. **Distributor:** means a person/entity who may refer a client to avail services of Portfolio Manager in lieu of commission/charges (whether known as Channel Partners, Agents, Referral Interfaces or by any other name).

x. **Eligible Investor:** means a Person who:
   - complies with the Applicable Laws, and
   - is willing to execute necessary documentation as stipulated by the Portfolio Manager.

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

z. **Financial Year**: means the year starting from April 01 and ending on March 31 of the following year.

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

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

cc. **Group Company:** means an entity which is a holding, subsidiary, associate, subsidiary of a holding company of which it is also a subsidiary**.**

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

ee. **Hurdle Rate:** means the rate of return or benchmark return above which the performance fee will be charged as per the terms of the Agreement.

ff. **High Water Mark**: means value of the highest Closing NAV achieved by the Portfolio in any year during the subsistence of this Agreement (adjusted for any additional funds/withdrawals by the Client in that year) and net of Portfolio Management Fees, for that year.

gg. **Initial Corpus:** means the value of the funds and the market value of readily realizable securities brought in by the client at the time of registering as a client with the Portfolio Manager and accepted by the Portfolio Manager, subject to a minimum of INR 50,00,000 (Indian Rupees Fifty Lakhs) or such other higher amount as may be specified by the Portfolio Manager in compliance with Regulations.

hh. **Investment Approach:** is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment

Approach that may be introduced at any time in future by the Portfolio Manager.

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

jj. **Large Value Accredited Investor:** means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum Capital Contribution of 10,00,00,000 (Indian Rupees Ten Crore).

kk. **Management Fee:** means the management fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.

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

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

nn. **Non-Discretionary Portfolio Management Services**: means the portfolio management service rendered to the Client, by the Portfolio Manager on the terms and conditions contained in the Agreement with respect to the Assets (including the Portfolio and Funds) of the Client, where the Portfolio Manager shall provide advice in relation to assets but does not exercise any discretion with respect to investments or management of the Assets of the Client, and invests and manage the Assets only after seeking and taking approval from the Client, entirely at the Client's risk.

oo. **NISM:** means the National Institute of Securities Markets, established by SEBI.

pp. **Performance Fee:** means the performance-linked fee payable to the Portfolio Manager above the Hurdle Rate in accordance with the terms of the Agreement and this Document**.**

qq. **Person**: means and includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor, a corporation, a body corporate, a cooperative

society, a central or state government entity, a society, an unincorporated organization any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof, who is allowed to invest as per applicable laws.

rr. **Portfolio** or **Client Portfolio:** means the total holdings of all investments, Securities and Funds belonging to the Client as per Agreement.

ss. **Portfolio Investments/Portfolio Entity(ies):** means investments in Securities of one or more portfolio entity/ies made by the Portfolio Manager on behalf of the Client under the PMS from time to time.

tt. **Portfolio Manager:** means Caelis Ventures Private Limited, a Company incorporated under the Companies Act, 2013 and having its Corporate office at Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021, Rajasthan, India, who pursuant to an Agreement with a Client/Investor, advises or directs or undertakes on behalf of the Client/Investor (whether as a discretionary, non-discretionary or otherwise) the management or administration of a portfolio of securities or the funds of the Client/Investor, as the case may be.

uu. **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

vv. **PMS:** means the portfolio management services and includes discretionary, non-discretionary or advisory services provided by the Portfolio Manager in accordance with the terms and conditions set out in the Agreement and in accordance with the terms of this Document.

ww. **PML Laws:** means the Prevention of Money Laundering Act, 2002, Prevention of Money- laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005, the guidelines/circulars issued by SEBI thereto as amended and modified from time to time.

xx. **Product:** means the investment products with the respective Investment Approach/ features of PMS services introduced by the Portfolio Manager from time to time.

yy. **Regulations** or **SEBI Regulations:** means the SEBI (Portfolio Managers) Regulations, 2020, as amended / modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.

zz. **Related Party**: means

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

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

viii. any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager— The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
ix. a related party as defined under the applicable accounting standards;
x. such other person as may be specified by the Board:

Provided that,

- any person or entity forming a part of the promoter or promoter group of the listed entity; or
- any person or any entity, holding equity shares:
    - of twenty per cent or more; or
    - of ten per cent or more, with effect from April 1, 2023; in the listed entity

either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;

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

bbb. **Term**: means the term of the Agreement as reflected in the respective Agreement entered with the Client by the Portfolio Manager.

ccc. **Termination Fee:** means the withdrawal charge/s payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.

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

3. Description:

i. History, Present Business and Background of the Portfolio Manager

Caelis Ventures Private Limited (the "Portfolio Manager") was incorporated on July 28, 2025, under the Companies Act, 2013, as a private limited company, having its Registered Office at 51, Mahatma Gandhi Nagar, Ajmer Road, Jaipur, Rajasthan, India, 302019. The principal place of business is at Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur - 302021.

The Company has obtained registration from SEBI as a Portfolio Manager with registration no. INP000010362 with effect from October 19, 2026 to offer investment management, portfolio management, and advisory services to High-Net-worth Individuals (HNIs), institutional clients, corporates, and other permissible class of investors.

The Portfolio Manager does not hold any other registration, license, or certification from the SEBI, IFSCA, or any other regulatory authority as on the date of this Disclosure Document. The Portfolio Manager does not act as an investment manager or sponsor to any Alternative Investment Fund or Mutual Fund, and does not have any branch or representative office outside India.

ii. Promoters and Directors of the Portfolio Manager and their background:

a. Navdeep Singh Pundhir: Promoter & Director

Mr. Navdeep Singh Pundhir is the Founder and Managing Director of Caelis Ventures. He holds a degree in Chemical Engineering from the National Institute of Technology (NIT), Tiruchirappalli (2010–2014). In 2016, at the age of 24, he joined the Reserve Bank of India (RBI) as Manager, going on to serve for close to nine years as a career central banker. In 2025, at age 32, he left this public-sector career to pursue full-time professional investing, founding Caelis Ventures to pursue this objective. He serves as CEO and Managing Director of the Portfolio Manager, bringing to the role his regulatory and central banking background together with his passion and individual experience in investment management.

b. Aayushi Singh: (Promoter and Director)

Mrs. Aayushi Singh serves as a Director on the Board of Caelis Ventures. She is a UGC-NET qualified academician who moved from a career in teaching to entrepreneurship. She brings to the Board her expertise in ethical governance and brand-building. In her role as Director, she contributes to the oversight of the organization's governance practices and its brand and stakeholder communication.

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

As on the date of this Disclosure Document, the Portfolio Manager does not have any group companies or affiliated entities.

iv. Details of the services being offered:

The Portfolio Manager primarily carries on discretionary portfolio management services ("DPMS"), non-discretionary portfolio management services ("NDPMS") and advisory services ("AS"). The Portfolio Manager shall provide portfolio management services and advisory services to following category of clients:

Client Category	Nature of Service
Indian resident individuals, NRI, body corporates, partnership firms, trust, societies, association of persons, limited liability partnership and such other persons as may be deemed by the Portfolio Manager to be eligible to avail of the services of the Portfolio Manager	NDPMS, DPMS and AS
Foreign Portfolio Investors	NDPMS, DPMS and AS

The key features of all the said services are provided as follows:

a. Discretionary Portfolio Management Services:

Under the discretionary PMS, the choice as well as the timings of the investment decisions rest solely with the Portfolio Manager and the Portfolio Manager can exercise any degree of discretion in the investments or management of assets of the Client. The Securities invested/divested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager's decision (taken in good faith) in deployment of the Client's account is absolute and final and cannot be called in question or be open to review at any time during the currency of the Agreement or any time thereafter except on the ground of fraud, mala fide, conflict of interest (other than those already disclosed in the Agreement) or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the Applicable Laws. Periodical statements in respect of the Client's assets under management shall be sent to the respective Clients in accordance with the Agreement and the Regulations. The client's portfolios under the discretionary service are based on the investment objective of the client and should not be construed as any scheme offered or promoted by the Portfolio manager.

b. Non - Discretionary Portfolio Management Services:

Under the non-discretionary PMS, the assets of the Client are managed in consultation and in accordance with the instructions of the Client under the agreement between the Client and the Portfolio Manager. The Client has complete discretion and final decision-making authority on the investment (quantity and price or amount). The Portfolio Manager, inter alia, may provide, market intelligence, research reports, trading strategies, trade and market statistics and any such material which may aid client to take appropriate investment decision along with managing (if any) transaction execution, accounting, recording or corporate benefits, valuation and reporting aspects on behalf of the Client entirely at the Client's risk.

c. Advisory Services:

The Portfolio Manager may provide investment advisory services, in terms of the Regulations, which shall include the responsibility of advising on the Portfolio Investment Approach and investment and divestment of individual securities on the Client Portfolio, for an agreed fee structure and for a defined period, entirely at the Client's risk; to all eligible category of Investors who can invest in Indian market. The Portfolio Manager shall be solely acting as an Advisor to the Client Portfolio and shall not be responsible for the investment/divestment of Securities and/or any administrative activities on the Client Portfolio. The Portfolio Manager shall provide advisory services in accordance with such guidelines and/or directives issued by the regulatory authorities and/or the Client, from time to time, in this regard.

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

S. No.	Particulars	Remarks
1	All cases of penalties imposed by SEBI or the directions issued by SEBI under the Act or Rules or Regulations made there under	Nil
2	The nature of the penalty / direction	Not Applicable
3	Penalties/fines imposed for any economic offence and/or violation of any securities laws	Nil
4	Any pending material litigation / legal proceedings against the portfolio manager/ key personnel with separate disclosure regarding pending criminal cases, if any:	Nil
5	Any deficiency in the systems and operations of the portfolio manager observed by SEBI or any regulatory agency:	Not Applicable – Since we have not commenced our operations yet.
6	Any enquiry / adjudication proceedings initiated by the SEBI against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee under the Act or Rules or Regulations made there under	Nil

5. Services Offered:

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

i. <u>Discretionary Services</u>

a. Investment Objective:

The investment objective of the Portfolio Manager under its portfolio management services is to generate alpha, capital appreciation or preservation, regular returns or risk adjusted returns for client.

b. Type of securities in which the Portfolio Manager will invest:

The Portfolio Manager may invest Capital Contributions or provide advisory to its clients in any or all in any combination in Equity and/or related Securities, REITs and InvITs, other debt products, fixed income products/instruments, mutual fund units, exchange traded fund/s, structured product/s, derivatives, and any other permissible securities/instruments/products in which the Portfolio Manager and/or Client can invest as per Applicable Laws. The Portfolio Manager may, from time to time, hold any un-invested amount of Capital Contribution in cash or deploy the amount in liquid fund schemes, exchange traded liquid or index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits or other short-term avenues for investments.

c. Investment Approaches of the Portfolio Manager:

Please refer to **Annexure I** for more details.

d. 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 invest up to a maximum of 30% of the Client's AUM in the securities of its associates/related parties subject to conditions under SEBI (Portfolio Managers) Regulations 2020 and its amendments.

Presently, the Portfolio Manager does not have any Associates or group companies. The following investment limits shall apply to the group companies and/or any such relationships that are established in the future.

The Portfolio Manager shall ensure compliance with the following limits:

Security	**Limit for investment in single associate/related party (as a percentage of Client's AUM)**	**Limits for investments in multiple associates / related parties (as percentage of Client's AUM)**
Equity	15%	25%
Debt and Hybrid Securities*	15%	25%
Equity + Debt + Hybrid Securities	30%	

*Hybrid securities include units of Real Estate Investment Trusts ("**REITs**"), units of Infrastructure Investment Trusts ("**InvITs**"), convertible debt securities and other securities of like nature.

The aforementioned limits shall be applicable only to direct investments by Portfolio Manager in equity and debt/hybrid securities of its associates/related parties and not to any investments in the Mutual Funds.

In the event of passive breach of the specified investment limits, (i.e., occurrence of instances not arising out of omission and/or commission of portfolio manager), a rebalancing of the portfolio shall be completed by Portfolio Manager within a period of 90 days from the date of such breach. The Client may give an informed, prior positive consent to the Portfolio Manager for waiver from the rebalancing of the portfolio to rectify any passive breach of the investment limits. Further, the Portfolio Manager shall not make any investment in below investment grade securities.

e. Onboarding Clients: The Portfolio Manager may:

- Empanel Distributors/Registered Investment Advisors to on-board the Client.
- On-board the Client directly without intermediation of any Distributors.

  For more details about the same, the Client is requested to contact investorservices@caelisventures.in.

ii. Advisory Services:

The Portfolio Manager provides investment advisory services, in terms of the Regulations, which shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual securities on the Client's Portfolio, for an agreed fee structure and for a defined period, entirely at the Client's risk; to all eligible category of Investors who can invest in Indian market. The investment advisory services may be provided for investment in unlisted securities upto 25% of the assets under management of such Client. The Portfolio Manager shall be solely acting as an advisor to the Client Portfolio and shall not be responsible for the investment / divestment of Securities and/or any administrative activities on the Client's Portfolio.

In case of client(s) falling under the category of Large Value Accredited Investors, the Portfolio Manager may advise to invest up to 100% of the assets under management in unlisted Securities. The Portfolio Manager shall act in a fiduciary capacity towards its Client and shall maintain arms-length relationship with its other activities. The Portfolio Manager shall provide advisory services in accordance with such guidelines and / or directives issued by the regulatory authorities and/or the Client, from time to time, in this regard. Under advisory services, the Portfolio Manager may provide advice for investment up to 25% of the assets under management of such clients in unlisted securities, in addition to the securities permitted for discretionary portfolio management.

iii. **Services offered to Accredited Investors and Large Value Accredited Investors:**

The below regulatory concessions are available to Accredited Investor and Large Value Accredited Investor under SEBI (Portfolio Managers) Regulations, 2020:

Particulars	Applicability
Contents of agreement specified under Schedule IV of SEBI (Portfolio Managers) Regulations, 2020 shall not apply to the agreement between the Portfolio Manager and Large Value Accredited Investor	Large Value Accredited Investor
The requirement of minimum Capital Contribution per client shall not apply	Accredited Investor
The Portfolio Manager may offer discretionary or non-discretionary or advisory services for investment up to hundred percent of the assets under management in unlisted securities subject to the terms agreed between the client and the Portfolio Manager	Large Value Accredited Investor

The quantum and manner of exit load applicable to the client of the Portfolio Manager shall be governed through bilaterally negotiated contractual terms	Large Value Accredited Investor

6. Risk Factors:

A. General Risks:

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

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

iii. Past performance of the Portfolio Manager does not indicate the future performance of the same or any other Investment Approach in future or any other future Investment Approach of the Portfolio Manager.

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

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

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

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

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

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

x. **Risk of Wider Spreads:** Spread refers to the difference in best buy price and best sell price. It represents the differential between the price of buying a security and immediately selling it or vice versa. Lower liquidity and higher volatility may result in wider than normal spreads for less liquid or illiquid securities. This in turn will hamper better price formation.

xi. **Risk of reducing orders:** Most exchanges have a facility for investors to place "limit orders", "stop loss orders" etc. the placing of such orders which are intended to limit losses to certain amounts may not be effective many a times because of rapid movement in market conditions may make it impossible to execute such orders.

xii. **System Risk:** High Value trading will frequently occur at the market opening and before market close. Such high volumes may also occur at any point in the day. These may cause delays in order execution on confirmation. Under certain market conditions, it may be difficult or impossible to liquidate a position in the market at a reasonable price or at all, when there are no outstanding orders either on the buy side or the sell side or if trading is halted in a security due to any action on account of unusual trading activity or stock hitting circuit filters or for any other reason.

xiii. **System / Network Congestion:** Trading on Exchange is in electronic mode, based on satellite/ leased-line based communications, combination of technologies and computer systems to place and route orders. Thus, there exists a possibility of communication failure or system problems or slow or delayed response from system or trading halt or any such other problem whereby not being able to establish access to the trading system/ network, which may be beyond the control of and may result in delay in processing or not processing buy or sell orders either in

part or in full. You are cautioned to note that although these problems may be temporary in nature, but when you have outstanding open positions or unexecuted orders, these represent a risk because of your obligations to settle all executed transactions.

xiv. The Portfolio Manager has no previous experience/track record in the field of portfolio management services and has obtained a license to function as a Portfolio Manager. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have rich individual professional experience.

B. Risk related to Conflicts of Interests:

The Portfolio Manager acts simultaneously for a number of Clients, as well as, in certain circumstances, for its own account. This may give rise to conflicts of interest, including:

i. In allocating investment opportunities, securities, or transactions among multiple Clients, where the Portfolio Manager may not be able to treat all Clients identically at all times, though it shall endeavour to act fairly and in the best interest of each Client;

ii. The Directors, employees, and connected persons of the Portfolio Manager may hold positions in, or deal in, securities that are also held in or dealt with for Client portfolios, notwithstanding which the Portfolio Manager shall ensure that such personal dealing does not conflict with, or is disclosed where it conflicts with, the interests of its Clients, in accordance with the Portfolio Manager's Code of Conduct and Applicable Laws;

iii. As on the date of this Disclosure Document, the Portfolio Manager does not have any group companies, associates, or other SEBI-registered activities (such as investment advisory, research analyst services, broking, or management of Alternative Investment Funds). In the event the Portfolio Manager undertakes any such additional activity or forms any associate/group company in the future, appropriate conflict-of-interest disclosures shall be made to Clients and this Document shall be updated accordingly.

C. Risk associated with equity and equity related instruments and units of REITs:

i. Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of equity and equity related instruments may fluctuate due to factors affecting the securities markets such as volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the government, taxation laws, political, economic or other developments, which may have an adverse impact on individual Securities, a specific sector or all sectors. Consequently, the value of the Client's Portfolio may be adversely affected.

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

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

iv. Dividend is due only when declared and there is no assurance that a company (even though it may have a track record of payment of dividend in the past) may continue paying dividend in future. As such, the portfolios are vulnerable to instances where investments in securities may not earn dividend or where lesser dividend is declared by a company in subsequent years in which investments are made by portfolio. As the profitability of companies are likely to vary and have a material bearing on their ability to declare and pay dividend, the performance of the Portfolios may be adversely affected due to such factors. In addition, investments in units of REITs could also generate returns in the form of buyback of units along with dividend pay-outs, etc through repatriation of funds by these Trusts. Hence reinvestments of the proceeds carry a risk of lower returns. However, the reinvestment risk will be limited as the proceeds are expected to be a small portion of the portfolio value.

v. The value of units of REITs is derived based on the prevailing interest rate. Generally, when interest rates rise, value of units falls and when interest rates drop, such value increases. Hence, the prices of units of REITs is susceptible to changes in interest rate.

D. Risk associated with debt and money market securities:

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

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

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

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

E. **Risk associated with derivatives instruments:**

i. Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price of interest rate movements correctly. The risks associated with the use of derivatives are different from or possibly greater than, the risks associated with

investing directly in securities and other traditional investments. Other risks include settlement risk, risk of mispricing or improper valuation and the inability of the derivative to correlate perfectly with underlying assets, rates and indices, illiquidity risk whereby the Portfolio Manager may not be able to sell or purchase derivative quickly enough at a fair price.

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

F. **<u>Risks related to InvITs:</u>**

i. **Regulatory and Policy Risk:** InvITs operate under a defined regulatory regime. Any changes in government policies, tax laws, or SEBI regulations can materially impact the structure, returns, and compliance obligations of InvITs.

ii. **Market Risk:** InvITs are volatile and prone to price fluctuations on a daily basis owing to market movements. Investors may note that Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with the anticipated trends. The NAV of the Scheme is vulnerable to movements in the prices of securities invested by the scheme, due to various market related factors like changes in the general market conditions, factors and forces affecting capital market, level of interest rates, trading volumes, Real Estate and Infrastructure sectors, settlement periods and transfer procedures. The Portfolio Manager will undertake active portfolio management as per the investment objective to reduce the market risk.

iii. **Liquidity Risk:** As the liquidity of the investments made by the Portfolio Manager could, at times, be restricted by trading volumes and settlement periods, the time taken for liquidating the investments may be high in the event of immediate redemption requirement.

iv. **Reinvestment Risk:** Investments in 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. However, the reinvestment risk will be limited as the proceeds are expected to be a small portion of the portfolio value.

v. **Interest Rate Risk:** Securities/Instruments of InvITs run interest rate risk. Generally, when interest rates rise, prices of units fall and when interest rates drop, such prices increase.

vi. **Sector Concentration Risk:** InvITs often focus on specific infrastructure sectors (e.g., roads, power transmission). Sector-specific regulatory changes or economic stress can disproportionately affect performance.

vii. **Counterparty and Credit Risk:** InvITs rely on counterparties such as concession authorities, contractors, and lenders. Defaults or delays in payments by these entities can impair cash flows and distributions to unit holders.

viii. **Force Majeure and Environmental Risk:** Infrastructure assets are exposed to risks arising from natural disasters, extreme weather events, and other force majeure situations, which can disrupt operations and revenue generation.

G. **Risk associated with investments in mutual fund schemes:**

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

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

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

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

of redemption requests or of a restructuring of the schemes.

(v) The Portfolio Manager shall not be responsible, if the AMC/fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 2026 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes in the offer document(s)/scheme information document(s) of the scheme(s), which may vary substantially depending on the market risks, general economic and political conditions in India and other countries globally, the monetary and interest policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and in other countries.

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

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

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

H. Risk arising out of Credit Ratings:

These risks are related to credit ratings include rating lags (prices of securities move faster than the ratings), agency errors / biases, ratings instability (upgrades and downgrades), failure to capture unpredictable events, and systemic issues like concentration risk etc.

I. Risk arising out of Concentration and Non-diversification:

The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector/industry

would be exposed to risk associated with such sector/industry and its performance will be dependent on performance of such sector/industry.

Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.

J. Risk arising out of investment in Associate and Related Party Transactions:

Presently, the Portfolio Manager does not have any Associates or group companies. The following risks shall apply to the group companies and/or any such relationships that are established in the future.

i. 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.

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

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

K. Risk related to investment in Private Companies:

As permitted under the Regulations, investments may be made primarily in equity and equity linked capital of privately held companies. Generally, very little public information exists about these companies, and the client will be required to rely on the ability of the Portfolio Manager to obtain adequate information to evaluate the potential returns from investing in these companies. If all material information about these companies is not procured, the Portfolio Manager may not make a fully informed investment decision, and the Client may lose money on such investments. Also, privately held companies frequently have less diverse product lines and a smaller market presence than larger competitors. Thus, they are generally more vulnerable to economic downturns and may experience substantial variations in operating results. These factors could affect the Client's investment returns.

In addition, the success depends, in large part, upon the abilities of the key management personnel of the portfolio entities, who are responsible for the day-to-day operations of the portfolio entities. Competition for qualified personnel is intense at any stage of a company's development. The loss of one or more key managers can hinder or delay a company's implementation of its business plan and harm its financial condition. The portfolio entities may not be able to attract and retain qualified managers and personnel. Any inability to do so may negatively affect the Client's investment returns.

L. Management and Operational risks:

(i) Reliance on the Portfolio Manager:

a. The success of the PMS will depend to a large extent upon the ability of the Portfolio Manager to source, select, complete and realize appropriate investments and also reviewing the appropriate investment proposals. The Portfolio Manager shall have considerable latitude in its choice of portfolio entities and the structuring of investments. Furthermore, the team members of the Portfolio Manager may change from time to time. The Portfolio Manager relies on one or more key personnel and any change/removal of such key personnel may have material adverse effect on the returns of the Client.

b. The investment decisions made by the Portfolio Manager may not always be profitable.

c. Investments made by the Portfolio Manager are subject to risks arising from the investment objectives, Investment Approach, investment strategy and asset allocation.

(ii) **Termination Fee:** Client may have to pay a high Termination Fee to withdraw the funds/Portfolio (as stipulated in the Agreement with the Client). In addition, they may be restricted/prohibited from transferring any of the interests, rights or obligations with regard to the Portfolio except as may be provided in the Agreement and in the Regulations.

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

M. Legal and Tax Risk:

i. Tax Risks:

Clients/ Investors are subject to a number of risks related to tax matters. In particular, the tax laws relevant to the Client Portfolio are subject to change, and tax liabilities could be incurred by the Clients/ Investors as a result of such change. The government of India, state governments and other local authorities in India impose various taxes, duties and other levies that could affect the performance of the Portfolio Entities. The tax consequences of an investment in the Portfolio Entities are complex, and the full tax impact of an investment in the Portfolio Entities will depend on circumstances particular to each Client/ Investor. Furthermore, the tax laws in relation to the Client Portfolio are subject to change, and tax liabilities could be incurred by Client as a result of such changes. Alternative tax positions adopted by the income tax authorities could also give rise to incremental tax liabilities in addition to the tax amounts already paid by the Client/investors. An increase in these taxes, duties or levies, or the imposition of new taxes, duties or levies in the future may have a material adverse effect on the Client Portfolio's profitability.

ii. Bankruptcy of Portfolio Entity:

Various laws enacted for the protection of creditors may operate to the detriment of the PMS if it is a creditor of a Portfolio Entity that experience financial difficulty. For example, if a Portfolio Entity becomes insolvent or files for bankruptcy protection, there is a risk that

a court may subordinate the Portfolio Investment to other creditors. If the PMS/Client holds equity securities in any Portfolio Entity that becomes insolvent or bankrupt, the risk of subordination of the PMS's/Client's claim increases.

iii. Change in Regulation:

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

7. Nature of Expenses:

The following are the general costs and expenses to be borne by the Clients availing the services of the Portfolio Manager. However, the exact nature of expenses relating to each of the following services is annexed to the Agreement in respect of each of the services provided.

i. Investment management and advisory fees:

Subject to regulatory limits, the management fee relates to the portfolio management services offered to the Clients. The fee may be a fixed charge or up to 3% plus applicable taxes per annum of the quantum of the funds being managed as agreed in the Agreement. Advisory fee relates to the advisory services offered to the Client. The fee may be a fixed charge or up to 2.5% plus applicable taxes of the Assets Under Management as agreed in the agreement.

Subject to regulatory limits, the portfolio manager may charge performance fees up to 30% plus applicable taxes on the share of profits generated for portfolio management/advisory services, subject to hurdle rate between 0 to 25% per annum or linked to benchmark subject to high-water mark principle as per the details provided in the Agreement.

Provided the Portfolio Manager shall not charge any up-front fees to the Client whether directly or indirectly.

ii. Termination Fees or Exit Loads:

As permitted by the Regulations and subject to the regulatory limits, the Portfolio Manager may charge early withdrawal fee as a percentage of the value of the Portfolio/Withdrawn Portfolio as per the terms and conditions of a particular Product as agreed in the Agreement.

- For exit within Year 1 from the date of each investment allocation- up to 3% plus applicable taxes.
- For exit within Year 2 from the date of each investment allocation- up to 2% plus applicable taxes.
- For exit within Year 3 from the date of each investment allocation- up to 1% plus applicable taxes.

iii. Custodian Fee:

Custody of Securities

a. 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 ICICI Bank Limited and may appoint more custodians in future if required.

b. The Custodian shall act on instructions of the Portfolio Manager.

   All such custodian or fund accounting fees, charged by the Custodian shall be payable by the Client. These charges relate to opening and operation of dematerialized accounts, fund accounting charges, NAV computation fees, custody and transfer charges for shares, bonds and units, dematerialization, and other charges in connection with the operation and management of the depository accounts.

c. 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.

iv. Registrar and transfer agent fee

Charges payable to registrars and transfer agents in connection with effecting transfer of securities and bonds including stamp charges, cost of affidavits, notary charges, postage stamp and courier charges.

v. Brokerage and transaction costs:

The brokerage charges and other transaction related charges like service charge, stamp duty, transaction costs, turnover tax, exit and entry loads on the purchase and sale of shares, stocks, bonds, debt, deposits, units and other financial instruments.

Brokerage and transaction costs are amounts payable to the broker for opening of an account, execution of transactions on the stock exchange or otherwise for the transfer of Securities and may inter alia include service charges, stamp duty costs, GST, STT etc.

vi. Other Fees and Expenses:

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

The Portfolio Manager may incur the following expenses which shall be reimbursed by the Client:

a. Transaction expenses including but not limited to statutory fees, documentation charges, due diligence expenses, statutory levies, stamp duty, notary charges, registration charges, commissions, charges for transactions in Securities, custodial fees, fees for fund accounting, RTA expenses, investor servicing expenses, valuation charges, audit and verification fees, depository charges, and other similar or associated fees, charges and levies, legal fees, incidental expenses etc.;

b. Legal and statutory expenses including litigation expenses, if any, in relation to the Portfolio;

c. Statutory taxes and levies, if any, payable in connection with the Portfolio;

d. Valuation expenses, valuer fees, audit fees, levies and charges;

e. All other costs, expenses, charges, levies, duties, administrative, statutory, revenue levies and other incidental costs, fees, expenses plus applicable taxes not specifically covered above, whether agreed upon in the client agreement or not, arising out of or in the course of opening, managing or operating, closing of the Portfolio.

8. Taxation

i. <u>General</u>

The following information is based on the tax laws in force in India as of the date of this Disclosure Document and reflects the Portfolio Manager's

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

ii. Tax Deduction at Source

In the case of resident clients, the income arising by way of dividend, interest on securities, income from units of mutual fund, etc. from investments made in India are subject to the provisions of tax deduction at source (TDS). Residents without Permanent Account Number (PAN) are subjected to a higher rate of TDS. In the case of non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the IT Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard. Non-residents without PAN or tax residency certificate (TRC) of the country of his residence are currently subjected to a higher rate of TDS. The Finance Act, 2021 introduced a special provision to levy higher rate for TDS for the residents who are not filing income-tax return in time for previous two years and aggregate of TDS is INR 50,000 or more in each of these two previous years. This provision of higher TDS is not applicable to a nonresident who does not have a permanent establishment in India and to a resident who is not required to furnish the return of income.

iii. Long Term Capital Gains

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

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

Type of instrument	Position upto 22 July 2024 Period of Holding	Position on or after 23 July 2024 Period of Holding	Characterisation
Listed Securities (other than a unit), units of equity-oriented mutual funds, units of Unit Trust of India and Zero-Coupon bonds	More than 12 months	More than 12 months	Long-term Capital Asset
	12 months or less	12 months or less	Short-term Capital Asset
Shares of a company (other than shares listed on a recognized stock exchange)	More than 24 months	More than 24 months	Long-term Capital Asset
	24 months or less	24 months or less	Short-term Capital Asset
Other securities (other than Market Linked Debentures and unit of a Specified Mutual Fund)	More than Thirty-six (36) months	More than 24 months	Long-term Capital Asset
	Thirty-six (36) months or less	24 months or less	Short-term Capital Asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Any period	Short-term capital asset
Unlisted bond or unlisted debenture	More than 36 months		Long-term capital asset
	36 months or less	Any period	Short-term capital asset

- **Definition of Specified Mutual Fund:**

Before 1st April 2025:

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

On and after 1st April 2025:

"Specified Mutual Fund" means, -

a. a Mutual Fund by whatever name called, which invests more than sixty-five per cent. of its total proceeds in debt and money market instruments; or

b. a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (a).

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

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

- **Definition of Market Linked Debenture:**

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

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

The Finance Act 2018 changed the method of taxation of long-term capital gains from transfer of listed equity shares and units of equity-oriented fund or business trust. As per section 112A of the IT Act, long term capital gains exceeding INR 1 lakh arising on transfer of listed equity shares in a company or units of equity-oriented fund or units of a business trust is taxable at 10%, provided such transfer is chargeable to STT. This exemption limit has been increased from INR 1 lakh to INR 1.25 lakh and tax rate has been increased

from 10% to 12.5% with effect from 23 July 2024. Further, to avail such concessional rate of tax, STT should also have been paid on acquisition of listed equity shares, unless the listed equity shares have been acquired through any of the notified modes not requiring to fulfil the pre-condition of chargeability to STT. Long term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and consideration is paid or payable in foreign currency, where STT is not chargeable, is also taxed at a rate of 10%. This benefit is available to all assessees. This tax rate is increased from 10% to 12.5%. The long-term capital gains arising from the transfer of such Securities shall be calculated without indexation. In computing long term capital gains, the cost of acquisition (COA) is an item of deduction from the sale consideration of the shares. To provide relief on gains already accrued up to 31 January 2018, a mechanism has been provided to "step up" the COA of Securities. Under this mechanism, COA is substituted with FMV, where sale consideration is higher than the FMV. Where sale value is higher than the COA but not higher than the FMV, the sale value is deemed as the COA. Specifically in case of long-term capital gains arising on sale of shares or units acquired originally as unlisted shares/units up to 31 January 2018, COA is substituted with the "indexed COA" (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognised stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of 17 transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer. The CBDT has clarified that 10% withholding tax will be applicable only on dividend income distributed by mutual funds and not on gain arising out of redemption of units. No deduction under Chapter VI-A or rebate under Section 87A will be allowed from the above long term capital gains.

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

Long-term capital gains in respect of capital asset (all securities and units other than listed shares and units of equity oriented mutual funds and business trust) is chargeable to tax at the rate of 20% plus applicable surcharge and education cess, as applicable. The capital gains are computed after taking into account cost of acquisition as adjusted by cost inflation index notified by the Central Government and expenditure incurred wholly and exclusively in

connection with such transfer. This tax rate is reduced from 20% to 12.5%; but no indexation benefit will be available with effect from 23 July 2024. As per Finance Act, 2017, the base year for indexation purpose has been shifted from 1981 to 2001 to calculate the cost of acquisition or to take Fair Market Value of the asset as on that date. Further, it provides that cost of acquisition of an asset acquired before 1 April 2001 shall be allowed to be taken as Fair Market Value as on 1 April 2001.

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

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

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

Long term capital gains, arising on sale of listed shares in the company or units of equity-oriented funds or units of business trust and subject to conditions relating to payment of STT, are taxable at 10%. This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024. Under section 115AD of the IT Act, interest and dividend income earned by FPIs should be taxable at 20%. However, interest referred to in section 194LD of the IT Act should be taxable at 5% subject to fulfilment of conditions. As per section 196D of the IT Act, no deduction of tax shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD which is payable to an FPI. However, tax shall be deducted under section 196D of the IT Act with respect to interest income (other than referred to in section 115AD of the IT Act) and dividend at the rate of 20%.

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

Under section 115E of the IT Act, any income from investment or income from long-term capital gains of an asset other than specified asset as defined in

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

iv. Short term capital gains:

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

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

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

v. Profits and gains of business or profession:

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

expenses (inclusive of the expenses incurred on transfer) according to the provisions of the IT Act.

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

vi. Losses under the head capital gains/business income:

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

vii. General Anti Avoidance Rules (GAAR):

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

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

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

- Disregarding or combining or recharacterizing any step in, or a part or whole of the arrangement;
- Ignoring the arrangement for the purpose of taxation law;

- Relocating place of residence of a party, or location of a transaction or situation of an asset to a place other than provided in the arrangement;
- Looking through the arrangement by disregarding any corporate structure; or
- Recharacterizing equity into debt, capital into revenue, etc.

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

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

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

viii. FATCA Guidelines:

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

a. the name, address, taxpayer identification number and date and place of birth;

b. where an entity has one or more controlling persons that are reportable persons:
   - the name and address of the entity, TIN assigned to the entity by the country of its residence;
   - the name, address, date of birth, place of birth of each such controlling person and TIN assigned to such controlling person by the country of his residence.

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

d. account balance or value (including, in the case of a cash value insurance contract or annuity contract, the cash value or surrender value) at the end of the relevant calendar year; and

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

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

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

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

9. Accounting Policies:

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

i. Client Accounting:

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

a. The books of account of the Client shall be maintained on an historical cost basis.

b. 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 are recorded and reflected in the financial statements for that year.

c. All expenses will be accounted on due or payment basis, whichever is earlier.

d. The cost of investments acquired or purchased shall include brokerage,

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

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

ii. Recognition of portfolio investments and accrual of income:

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

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

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

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

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

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

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

iii. Valuation of portfolio investments:

a. Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognized stock exchange, the Securities shall be valued at the last quoted closing price on the National Stock Exchange (NSE). When on a particular day a security has not been traded on National Stock Exchange the closing price on Bombay Stock Exchange (BSE) shall be used for valuation. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the selected stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than thirty days prior to the valuation date. Notwithstanding the above, the portfolio manager may at its discretion, consider fair valuation methodologies for arriving the value of such securities.

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

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

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

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

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

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

10. Investors Services:

The Portfolio Manager seeks to provide the portfolio clients a high standard of service. The Portfolio Manager is committed to put in place and upgrade on a continuous basis the systems and procedures that will enable effective servicing through the use of technology and RTA agents.

SEBI vide its Master Circular SEBI/HO/IMD/IMD-POD-1/P/CIR/20252025/104 dated July 16, 2025, in Clause 4.4.2 has directed all the Portfolio Managers to provide relevant information to the investors about the various activities pertaining to PMS by way of an Investor Charter which is available at https://caelisventures.in/InvestorCharter.pdf

The Client servicing essentially involves:

a. Reporting portfolio actions and client statement of accounts at pre-defined frequency;
b. Attending to and addressing any client query with least lead time;
c. Ensuring portfolio reviews at predefined frequency.

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

Name	Mr. Kushagra Pal
Designation	Investor Relations Officer
Address	Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021
Telephone No.	+91 141-6780675, +91 141-2992014
Email id	investorservices@caelisventures.in

The official mentioned above will ensure prompt investor services. The portfolio manager will ensure that this official is vested with the necessary authority, independence and the means to handle investor complaints. The aforesaid personnel of the Portfolio Manager shall attend to and address any Client query/concern/grievance at the earliest.

The aforesaid official will immediately identify the grievance and take appropriate steps to eliminate the causes of such grievances to the satisfaction of the client. Effective grievance management would be an essential element of the Portfolio Manager's portfolio management services and the aforesaid official may adopt the following approach to manage grievance effectively and

expeditiously:

a. **Quick Action:** As soon as the grievance arises, it would be identified and resolved. This will lower the detrimental effects of grievance.

b. **Acknowledging Grievance:** The aforesaid officer shall acknowledge the grievance put forward by the Client and look into the complaint impartially and without any bias.

c. **Gathering Facts:** The aforesaid official shall gather appropriate and sufficient facts explaining the grievance's nature. A record of such facts shall be maintained so that these can be used in later stage of grievance redressal.

d. **Examining the causes of grievance:** The actual cause of grievance would be identified. Accordingly, remedial actions would be taken to prevent repetition of the grievance.

e. **Decision-making:** After identifying the causes of grievance, alternative course of actions would be thought of to manage the grievance. The effect of each course of action on the existing and future management policies and procedure would be analyzed and accordingly decision should be taken by the aforesaid official. The aforesaid official would execute the decision quickly.

f. **Review:** After implementing the decision, a follow-up would be there to ensure that the grievance has been resolved completely and adequately.

Grievances/concerns, if any, which may not be resolved/satisfactorily addressed in aforesaid manner shall be redressed through the administrative mechanism by the designated Compliance Officer, namely Mr. Navdeep Singh Pundhir and subject to the Regulations. The Compliance Officer will endeavor to address such grievance in a reasonable manner and time. The coordinates of the Compliance Officer are provided as under:

Name	Mr. Navdeep Singh Pundhir
Designation	Compliance Officer
Address	Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021
Telephone No.	+91 141-6780675, +91 141-2992014
Email id	compliance@caelisventures.in

- **Grievance redressal and dispute settlement mechanism:**

Grievances, if any, that may arise pursuant to the Portfolio Management Services Agreement entered into shall as far as possible be redressed through the administrative mechanism by the Portfolio Manager and are subject to SEBI (Portfolio Managers) Regulations 2020 and any amendments made thereto from time to time. However, all the legal actions and proceedings are subject to the jurisdiction of courts in Rajasthan only and are governed by Indian laws.

The Portfolio Manager will endeavor to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. If the Investor remains dissatisfied with the remedies offered or the stand taken by the Portfolio Manager, the investor and the Portfolio Manager shall abide by the following mechanisms:

It is mandatory for the Client having grievance to take up the matter directly with the Portfolio Manager. The Portfolio Manager shall redress the grievance within 21 (Twenty-one) calendar days from the date of receipt of the complaint. The soft copies/hard copies of the complaints received from the customers are preserved by the Portfolio Manager for future reference, if required.

If Clients are still not satisfied with the response from Caelis Ventures, they can lodge their grievances with SEBI at https://scores.sebi.gov.in/ or may also write to any of the offices of SEBI or contact SEBI Office on Toll Free Helpline at 1800 266 7575 / 1800 22 7575. The complaint shall be lodged on SCORES within one year from the date of cause of action, where:

- The complainant has approached Caelis Ventures, for redressal of the complaint and, Caelis Ventures has rejected the complaint or,
- The complainant has not received any communication from Caelis Ventures or,
- The complainant is not satisfied with the reply received or the redressal action taken by Caelis Ventures.

SCORES may be accessed through SCORES mobile application as well. If the investor is not satisfied with the extent of redressal of grievance by Caelis Ventures, there is a one-time option for 'review' of the extent of the redressal, which can be exercised within 15 days from the date of closure of the complaint on SCORES. Thereafter, the complaint shall be escalated to the supervising official of the dealing officer of SEBI.

After exhausting all aforementioned options for resolution, if the client is not satisfied, they can initiate dispute resolution through the Online Dispute Resolution Portal (ODR) at https://smartodr.in/login.

Alternatively, the client can directly initiate dispute resolution through the ODR Portal if the grievance lodged with the Portfolio Manager is not satisfactorily resolved or at any stage of the subsequent escalations mentioned above.

The dispute resolution through the ODR Portal can be initiated when the complaint/dispute is not under consideration in SCOREs guidelines or not pending before any arbitral process, court, tribunal or consumer forum or are non-arbitrable in terms of Indian law.

- **General- Prevention of Money Laundering**

The Government of India has put a policy framework to combat money laundering through the Prevention of Money Laundering Act, 2002 (PMLA 2002). Director, FIU-IND and Director (Enforcement) have been conferred with exclusive and concurrent powers under relevant sections of the Act to implement the provisions of the Act. Consequently, SEBI has mandated that all registered intermediaries to formulate and implement a comprehensive policy framework on anti-money laundering and adopt 'Know Your Customer' (KYC) norms.

Further, SEBI vide Master Circular No. SEBI/HO/MIRSD/MIRSDSECFATF/P/CIR/2024/78 dated June 06, 2024 (which supersedes all the earlier circular) issued a 'Master Circular for Guidelines on Anti Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT)/Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules frame thereunder' consolidating all the requirements/instructions/obligations of Securities Market Intermediaries.

Accordingly, the investors should ensure that the amount invested by them is through legitimate sources only and does not involve and are not designed for the purpose of any contravention or evasion of any Act, Rules, Regulations, Notifications or Directions of the provisions of Income Tax Act, Prevention of Money Laundering Act, Anti-Corruption Act and or any other applicable laws enacted by the Government of India from time to time. The Portfolio Manager is committed to complying with all applicable anti money laundering laws and regulations in all of its operations.

The Portfolio Manager shall presume that the identity of the Client and the information disclosed by the Client is true and correct. It will also be presumed that the funds invested by the Client through the services of the Portfolio Manager come from legitimate sources/manner only and does not involve and

is not designated for the purpose of any contravention or evasion of the provisions of the Income Tax Act, 1961, PML Laws, Prevention of Corruption Act, 1988 and/or any other Applicable Law in force and the investor is duly entitled to invest the said funds.

To ensure appropriate identification of the Client(s) under its KYC policy 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 information, record investor's telephonic calls and/or obtain and retain documentation for establishing the identity of the investor, proof of residence, source of funds, etc. Where the funds invested are for the benefit of a person (beneficiary) other than the person in whose name the investments are made and/or registered, the Client shall provide an undertaking that the Client is holding the funds/Securities in his name is legally authorized/entitled to invest the said funds through the services of the Portfolio Manager, for the benefit of the beneficiaries.

The Portfolio Manager will not seek fresh KYC from the Clients who are already KYC Registration Agency (KRA) compliant except the information required under any new KYC requirement. The Clients who are not KRA compliant, the information will be procured by the Portfolio Manager and uploaded. The Portfolio Manager, and its partners, employees, agents and service providers shall not be liable in any manner for any claims arising whatsoever on account of freezing the Client's account/rejection of any application or mandatory repayment/returning of funds due to non-compliance with the provisions of the PML Laws and KYC policy 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. Clients/Investors are advised to read the Document carefully before entering into an Agreement with the Portfolio Manager.

11. Details of the diversification policy of the Portfolio Manager:

Portfolio diversification is a strategy of risk management used in investing, which allows to reduce risks by allocating the funds in multiple asset types. It helps to mitigate the associated risks on the overall investment portfolio.

With respect to Investment Approaches investing predominantly in equity and equity related securities, the Portfolio Manager shall endeavor to achieve diversification of the portfolio at the constituent level by allocating between 10 to 30 constituents based on the stated investment strategy. The Portfolio Manager will also strive to achieve diversification of constituents across various sectors based on assessment of macroeconomic outlook and the investment strategy. Diversification across sectors may not be optimal for sectoral / thematic strategies due to the nature of the strategies.

Strategies investing predominantly in Mutual Funds/ETFs shall invest in fewer constituent mutual funds / ETFs. Strategies focused towards real estate investments or fixed income securities shall also have commensurate diversification across constituents based on their respective investment strategies. Diversification shall not be applicable to strategies focused towards the investments made under Nondiscretionary portfolio management services and investments by large value accredited investors.

The Portfolio Manager may also, from time to time, engage in hedging strategies by investing in derivatives and permissible securities/instruments as per Applicable Laws.

Currently, the Portfolio Manager does not have any Associates. However, in the event such relationships are established in the future, the investments made by the Portfolio Manager into associate/related parties of the Portfolio Manager shall be with prior positive consent of the Investor and in accordance to the paragraph 4.7 of SEBI Master Circular dated July 16, 2025 or as notified by SEBI from time to time.

Part – II
Dynamic Section

12. Client Representation:

a. The Portfolio Manager was incorporated on July 28, 2025 and was granted registration with effect from October 19, 2026. As on the date of this Disclosure Document, the Portfolio Manager has not commenced portfolio management operations and has no clients. Accordingly, no client representation data is provided in this Document.

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

- **Related Party Disclosure as per Accounting Standard 18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India**

    - **Name of KMP and/or related parties as per the records of Caelis Ventures Private Limited as on October 19, 2026 is as follows:**

Nature of Relationship	Name of the Party
Managing Director & Compliance Officer	Navdeep Singh Pundhir
Director	Aayushi Singh
President/COO/Principal Officer	Dilip Goyal

- **Transactions and balances with related parties of *Caelis Ventures Private Limited***

(Figures in INR)

Particulars	FY 2025-26
Equity Shares issued	
Mr. Navdeep Singh Pundhir	5,000
Mrs. Aayushi Singh	5,000
Mr. Pradeep Singh	1,410
Mr. Arvind Kumar	139
Mrs. Anita Singh	139
Other Shareholders	1,015
Loan Received during the year from Directors	
Mr. Navdeep Singh Pundhir	3,17,00,000.00
Mrs. Aayushi Singh	2,04,00,000.00
Loan (Returned) during the year	
Mr. Navdeep Singh Pundhir	0
Mrs. Aayushi Singh	0
Salary/Remuneration/Sitting Fees paid	
Mr. Navdeep Singh Pundhir	12,80,000.00
Mrs. Aayushi Singh	7,20,000.00
Closing balances as on March 31st 2026:	
Equity Share Balances	
Mr. Navdeep Singh Pundhir	5,000
Mrs. Aayushi Singh	5,000
Mr. Pradeep Singh	1,410
Mr. Arvind Kumar	139
Mrs. Anita Singh	139
Other Shareholders	1,015

13. Financial performance

The Financial Performance of the portfolio manager based on audited financial statements and in terms of procedure specified by the Board for assessing the performance.

For Financial Performance of Portfolio Manager (based on audited financial statements) kindly refer to **Annexure II** for the last annual audited financial statements of the Portfolio Manager.

14. Performance of the Portfolio Manager

Not Applicable - the Portfolio Manager is registered with SEBI with effect from October 19, 2026; hence, there is no performance track record to disclose as on the date of this Disclosure Document.

15. Audit Observations for preceding three years

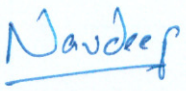
The details of PMS client audit observation are as follows:

Particulars	Audit Observations
FY 2023-2024	Not Applicable — Company was not in existence
FY 2024-2025	Not Applicable — Company was not in existence
FY 2025-26 (period from incorporation, 28.07.2025, to 31.03.2026)	No Audit Observations

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

Sr. No.	Investment Approach, if any	Name of the associate/related party	Investment amount (cost of investment) as on last day of the previous calendar quarter (INR in crores)	Value of investment as on last day of the previous calendar quarter (INR in crores)	Percentage of total AUM as on last day of the previous calendar quarter
1	Caelis Core Compounders – All Cap Approach	Not applicable	Not applicable	Not applicable	Not applicable

For and on behalf of Caelis Ventures Private Limited

Mr. Navdeep Singh Pundhir Managing Director	
Mrs. Aayushi Singh Director	

Place: Jaipur

Date: October 19, 2026

Annexure I –

Investment Approach

For the details of services offered by the Portfolio Manager please refer Clause 3 (iv) of this Document.

Investment Approaches under Discretionary Portfolio Management Services

Strategy: Equity

1. Caelis Core Compounders – All Cap Approach

i. Investment objective

To achieve sustainable positive returns over long periods of time while minimizing the risk of a permanent loss of capital. At Caelis we start top-down by understanding the macro-economic environment globally and couple it up by bottom-up stock picking which enables us to have a holistic view of longer-term ownership in great businesses.

ii. Description of types of securities e.g. equity or debt, listed or unlisted, convertible instruments, etc.

Under this approach, Portfolio aims to be invested in good quality businesses available at reasonable valuations in a market cap agnostic approach which may include investments in listed equities, REITS, INVITS and hybrid and liquid investments as per the decision of the Portfolio Manager.

iii. Basis of selection of such types of securities as part of the investment approach

- The process begins by understanding the stage of the cycle the markets are currently in. This helps us to be the counterintuitive and contrarian to buy when there is blood on the street while reducing equity stake as the valuations peak out. Once the overall picture is set, we aim to assess whether our equity exposure should be maximum or minimum or a combination of equity plus cash equivalents, as per investment mandate. Since this is a long-equity fund, we then eliminate stocks we do not wish to own for multiple reasons- financials, corporate governance, valuations, prevailing macro environment, sector tailwind on account of

government policy, etc. This helps us to filter through the thousands of stocks which we can safely ignore while doubling down our efforts on the remaining list as we do not wish to own junk stocks, even for free.

- Of the available group, stocks are further eliminated on various grounds such as capital efficiency, dividend yield, stock performance over time and everything which can be a potential red flag. We are now left with a select group of core stocks to which we then apply the final test- do they fit in the larger picture of a growing India and are they available at valuations at which the possibility of a time and price correction is minimal? Thus, the triple filtration is aimed to largely eliminate the risk of losing our capital irreversibly and capturing the meaningful upside of the India growth story.

- We believe that the upside belongs to the market while the job of an investor is to focus on protecting the downside. The process does not aim to beat the markets alone but to ensure survival through the ensuing downturns which is the nature of the beast. We thus, obsess over not being forced out of the markets especially on account of leverage and greed.

- We appreciate that if losing money in a bear market is bad, not making money in a bull market is worse. We also believe that value and growth investing are two sides of the same coin and thus, while we do want to be conscious of the price we pay for a stock, but we also aim to identify long term compounders which can generate significant wealth over time.

- We do not believe in predicting the market but rather understanding how things are likely to be over the next one-to-three-year period based on extensive reading of history- financial and otherwise. As Mark Twain has said, History does not repeat but it often does rhyme.

- This approach allows us to be free of any typecasting- we are neither chartists nor fundamentalists nor do we chase momentum alone; neither we only look at the macro picture nor do we only assess a company in isolation. As investors, we aim to hold high-quality businesses through the multiple corrections and bear markets and in the process, generate significant alpha for all stakeholders.

iv. Allocation of portfolio across types of securities

The Portfolio shall be focused through a collection of core holdings and shall seek diversification across the various sectors of the equity

market. Securities shall be chosen amongst a wide spectrum of market capitalizations. However, from time to time on opportunistically basis, may also choose to invest in money market instruments, REITs, InVits, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws. The Portfolio Manager may also, from time to time, engage in hedging strategies by investing in derivatives and permissible securities/instruments as per Applicable Laws.

v. Appropriate benchmark to compare performance and basis for choice of benchmark

The Portfolio Manager endeavors to invest in a portfolio of companies across market capitalization. Effective April 1, 2023 SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI and BSE 500 TRI. Out of the options available under regulations, BSE 500 TRI was considered to be most appropriate.

vi. Indicative tenure or investment horizon

Typically, investments will have a medium to long term time horizon of 3-5 years.

vii. Risks associated with the investment approach

Below are select risks associated with the investment approach apart from those disclosed in Paragraph 6 of this Document. Investments in equities, equity-related securities, money market instruments, mutual funds, ETFs, and other permissible securities are subject to varying types of risk depending on the instrument:

- **Equities and equity-related instruments:** Volatile and prone to daily price fluctuations; may be affected by market, economic, political, or regulatory developments. Liquidity may be limited for certain securities, especially those not listed on stock exchanges.
- **Money market instruments and debt securities:** Exposed to interest rate risk, credit/default risk, reinvestment risk, and liquidity risk. Prices may fluctuate with changes in interest rates or the creditworthiness of the issuer.
- **Mutual funds and ETFs:** Market risk, tracking error, and liquidity constraints may affect the value of these investments. The performance depends on the underlying assets, which may include equities, debt, or other instruments. Management and operational

risks may also apply.

- **Other permissible instruments:** These may carry instrument-specific risks, including legal/regulatory risk, counterparty risk, or derivative-related risks.

  Further, the investment approach entails company-specific, valuation, market, liquidity, concentration, and volatility risks are detailed below. Investors should consider these risks before investing.

  The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same.

- **Company Risk**: The performance of the investment approach will depend upon the business performance of the Portfolio Entity and its future prospects. Portfolio Manager's focus on studying the business and the sustainability with focus on studying the balance sheet will help the Portfolio Manager in mitigating these sector or company risks
- **Valuation Risk:** Portfolio Manager will assess the Portfolio Entities from varied valuation parameters in order to establish whether the valuations are reasonable while investing and reassess the same from time to time.
- **Market Risk**: Portfolio Manager endeavors to invest in companies using bottom-up fundamental research rather than trying to time the markets. However, the Portfolio Manager will monitor the market and economic circumstances from time to time that may affect the performance of the Portfolio Entities.
- **Liquidity Risk:** While investing in equities and Portfolio Entities, liquidity constraints are potential near-term risk while investing and disinvesting the Portfolio Entities. The Portfolio Manager endeavors to mitigate the risks by investing with a medium to long term time horizon.
- **Concentration Risk**: Endeavor to have adequately diversified portfolio across sectors and stocks.
- **Volatility Risk**: Due to concentrated nature of approach, there may be higher volatility in the portfolio return.

viii. Other salient features, if any.

N.A.

Asset classes generally considered for deployment of investment amount:

Subject to the Investment Approach (as provided herein below) chosen by the Client and the Regulations, the Portfolio Manager shall invest the Client's fund in any of the following securities: -

i. shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or a pooled investment vehicle other body corporate;

ii. derivative;

iii. units or any other instrument issued by any collective investment scheme to the investors in such schemes;

iv. 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;

v. units or any other such instrument issued to the investors under any mutual fund scheme (direct plans only);

vi. units or any other instrument issued by any pooled investment vehicle;

vii. any certificate or instrument (by whatever name called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable, including mortgage debt, assigned to such entity, and acknowledging beneficial interest of such investor in such debt or receivable, including mortgage debt, as the case may be;

viii. Government securities;

ix. such other instruments as may be declared by the Central Government to be securities; and

x. rights or interest in securities or any other security allowed as per applicable laws The above-mentioned securities are illustrative in nature.

Asset classes for deployment shall be always subject to the scope of investments as agreed upon between the Portfolio Manager and the Client in the Agreement and as per prevailing Regulations.

Annexure II –

Summarized Financial Statement of Caelis Ventures Private Limited

Summarized Audited Financial Statements – Balance Sheet	
Particulars	**As At 31/03/2026***
I. Equity & Liabilities	
1. Shareholders/Partners Funds	1,64,28,169.10
2. Liabilities	5,21,92,000.00
Total Equity & Liabilities	**6,86,20,169.10**
II. Assets	
1. Non-Current Assets	1,04,934.40
2. Current Assets	6,85,15,234.70
Total Assets	**6,86,20,169.10**

Audited Summarized Financial Statements – Profit & Loss A/c	
Particulars	**For the year ended 31/03/2026***
1. Total Income	8,70,19,900
2. Total Expenses	9,12,33,979
3. Profit/(Loss) before tax	(42,14,078)
4. Less: Tax	**0.00**
5. Profit after Tax	(42,13,951)

Audited Summarized Financial Statements – Cash Flow	
Particulars	**As At 31/03/2026***
1. Net cash flow from Operating activities	(5,04,92,084)
2. Net cash flow from Investing activities	8,65,875
3. Net cash flow from Financing activities	5,22,27,030.00
4. Net Increase/(Decrease) in Cash & Cash Equivalents (1+2+3)	26,00,821
5. Cash & Cash equivalents at the beginning of the Year	0
6. Cash & Cash equivalents at the end of the Year (4+5)	26,00,821

*Note: The figures presented above pertain to Financial Year 2025-26, being the period from the date of incorporation of the Company, i.e., July 28, 2025, to March 31, 2026.

FORM C

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

Name	Caelis Ventures Private Limited
Corporate Address	Caelis Ventures Private Limited, C-9/23, First Floor, Chitrakoot Scheme, Ajmer Road, Jaipur -302021
Phone	+91 141-6780675, +91 141-2992014
Email	info@caelisventures.in

We confirm that:

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

(ii) the disclosures made in the Document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager.

(iii) the Disclosure Document has been duly certified by an Independent Chartered Accountant, as on October 20, 2026. The details of the Chartered Accountants are as follows:

Name of the Firm	K R Y & Associates
Firm Registration Number	028457C
Partner	Ravikant Saini
Membership Number	443662
Address	Basement, Plot No. 26, Satya Vihar, Near Jain ENT Hospital, Lalkothi, Jaipur Rajasthan - 302015
Phone Number	+91 8078688945

(Enclosed is a copy of the Chartered Accountants' certificate to the effect that the disclosures made in the Document are true, fair, and adequate to enable the investors to make a well-informed decision).

Principal Officer	:	Dilip Goyal
Permanent Address	:	H-1601, Octacrest, Lokhandwala, Kandivali (E.), Mumbai, 400101
Telephone No.	:	+91 141-6780675, +91 141-2992014
Email	:	info@caelisventures.in

For Caelis Ventures Private Limited



Mr. Dilip Goyal
Principal Officer

Date: October 20, 2026
Place: Jaipur

K R Y AND ASSOCIATES
CHARTERED ACCOUNTANTS

To,
Caelis Ventures Private Limited
C-9/23, First Floor,
Chitrakoot Scheme,
Ajmer Road, Jaipur -302021

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

We have been requested by Caelis Ventures Private Limited ('the Portfolio Manager') (SEBI Registration No. INP000010362) having Registered office at 51, Mahatma Gandhi Nagar, Ajmer Road, Jaipur, 302019, Rajasthan, India to certify the contents and information provided in the Disclosure Document required to be filed with the Securities and Exchange Board of India (SEBI) as per Regulation 22 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 ('the Regulations').

We have examined the Disclosure Document dated October 19, 2026 for portfolio management services prepared by the Portfolio Manager in accordance with model disclosure document as per SEBI Circular No. SEBI/HO/IMD/IMD-RAC-3/P/CIR/2025/125 dated September 09, 2025 and Regulation 22 of the Regulations.

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

The enclosed document is signed by us for the purpose of identification.

For K R Y & Associates
Chartered Accountants
FRN: 028457C

Ravikant Saini
(Partner)
M. No:- 443662
Date: 20-10-2026
Place: Jaipur
UDIN- 26443662HNOFMC4756

Basement, Plot No. 26, Satya Vihar, Near
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