Qode

Disclosure Document

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

1. Declaration:

A. The Disclosure Document (hereinafter referred to 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 ("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 to make informed decisions for engaging "QODE ADVISORS LLP" (hereinafter referred to 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. The name, phone number, and e-mail address of the Principal Officer as designated by the Portfolio Manager along with the address of the Portfolio Manager is as follows:

Principal Officer **Name:** Mr. Karan Ramesh Salecha **Phone:** +91-9820849413 **E-Mail:** karan@qodeinvest.com
Portfolio Manager **Name:** Qode Advisors LLP **Registered Address:** 203, Floor-2, Plot-36, Hamam House, Ambalal Doshi Marg, Bombay Stock Exchange, Fort, Stock Exchange, Colaba Police Station, Mumbai- 400001, Maharashtra, India. **Correspondence Address:** Block No 28, 2nd Floor, Tree Building, Raghuvanshi Mills, Lower Parel, Mumbai 400013.

2. Index

1. Disclaimer

A. Particulars of this Document have been prepared by the regulations as amended to date and filed with SEBI.

B. This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the Document.

2. Definitions

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

A. Agreement:

This means the portfolio management services agreement entered between the Portfolio Manager and the Client/Investor, as amended, modified, supplemented, or restated from time to time together with all annexures, schedules, and exhibits, if any.

B. Applicable Laws:

This means any applicable Indian Statute, Law, Ordinance, or Regulation including the Regulations, Rule, Order, Bye-Law, Administrative Interpretation, Writ, Injunction, Directive, Judgment or Decree, or other instrument which has a Force of Law in India, as is in force from time to time.

C. Capital Contribution:

This means the Sum of Money or Securities or a combination thereof, contributed by the Client simultaneously upon execution of the Agreement or any time thereafter, 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 Applicable Laws.

D. Chartered Accountant:

This means a Chartered Accountant as defined in clause (b) of sub-section 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.

E. Client / Investor:

This means such person(s) whose money or portfolio is advised directed or managed by the Portfolio Manager and is specified in Schedule I of the Agreement.

F. Custodian:

This means one or more custodians appointed by the Portfolio Manager, from time to time, for maintaining custody of funds and/or Securities of the Client.

G. Disclosure Document or Document:

This document is filed by the Portfolio Manager with SEBI and issued to the Client as required under the Regulations and as may be amended by the Portfolio Manager from time to time.

H. Distributor:

This means a Person empanelled by the Portfolio Manager who refers clients to the Portfolio Manager in exchange for commission/charges.

I. Eligible Investor:

This means Individuals, Body Corporate, Partnership Firms, Associations of Persons, Limited Liability Partnership, Trust, Hindu Undivided Family, NRI, and such other persons as may be deemed by the Portfolio Manager, to be eligible to avail of the services of the Portfolio Manager from time to time under the Portfolio Management Services.

J. Exit Load:

This means the withdrawal charge(s) payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.

K. 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 approaches or such investment approach that may be introduced by the Portfolio Manager, from time to time.

L. Management Fee:

This means the Management Fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.

M. Performance Fee:

This means the Performance-linked Fee payable to the Portfolio Manager in accordance with the terms of the Agreement and this Document.

N. Portfolio or Client Portfolio:

This means the Total Holdings of Securities belonging to the Client in accordance with the Agreement.

O. Portfolio Entity:

This Means Enterprises, Body corporations, or any other entities in the Securities of which the monies from the Client Portfolio are invested subject to Applicable Laws.

P. Portfolio Investments:

This 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.

Q. Portfolio Manager:

This means QODE ADVISORS LLP, a Limited Liability Partnership incorporated under the provisions of the Limited Liability Partnership Act, 2008 and having its registered office at 203, Floor-2, Plot-36, Hamam House, Ambalal Doshi Marg, Bombay Stock Exchange, Fort, Stock Exchange, Colaba Police Station, Mumbai- 400001, Maharashtra, India, which pursuant to a contract or arrangement with a Client/Investor, advises or directs or undertakes on behalf of the Client/Investor (whether as a Discretionary Portfolio Manager or otherwise) the management or administration of a portfolio of securities or the funds of the Client/Investor, as the case may be.

R. Principal Officer:

This means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:

1. The decisions made by the Portfolio Manager for the management or administration of the Portfolio of Securities or the Funds of the Client, as the case may be; and
2. All other operations of the Portfolio Manager.

S. PMS:

This means the Portfolio Management Services provided by the Portfolio Manager in accordance with the terms and conditions set out in the Agreement, this Document and subject to Applicable Laws.

T. PML Laws:

This means the Prevention of Money Laundering Act, 2002, Prevention of Money Laundering (Maintenance of Records) Rules, 2005, and the guidelines/circulars issued by SEBI thereto as amended and modified from time to time.

U. Regulations:

This means the SEBI (Portfolio Managers) Regulations, 2020 as amended and modified from time to time and including any circulars/notifications issued pursuant thereto.

V. Securities:

Shall mean and include securities/instruments of Portfolio Entities, all marketable securities including equity shares, quasi-equity shares, preference shares, debentures (whether convertible or non-convertible and whether secured or unsecured and whether listed or unlisted), convertible securities, depository receipts, bonds, secured premium notes, government securities, pass-through certificates, treasury bills, units, derivatives, equity-linked products, debt, hybrid debt products, mortgage-backed securities, commercial debt papers, notes, units of trust and any other instrument falling within the definition of 'security' under section 2(h) of the Securities Contract (Regulation) Act, 1956.

W. SEBI:

This means the Securities and Exchange Board of India was established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act, 1992.

X. Term:

This means the term of the Agreement as reflected in the respective Agreement entered with the Client by the Portfolio Manager.

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

3. Description

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

The Portfolio Manager's Entity (Date of Incorporation: February 02, 2024) incorporated under the provisions of the Limited Liability Partnership Act, 2008, having its registered office at 203, Floor-2, Plot-36, Hamam House, Ambalal Doshi Marg, Bombay Stock Exchange, Fort, Stock Exchange, Colaba Police Station, Mumbai- 400001, Maharashtra, India. It is SEBI registered portfolio manager bearing registration number INP000008914.

It seeks to provide Discretionary Portfolio Management Services, Non-Discretionary Portfolio Management Services and Advisory Services to High-Net-worth Individuals (HNIs), Institutional Clients, Corporations and other permissible classes of investors.

Associate of the Portfolio Manager, Swan Capital, was registered with SEBI as an Investment Adviser bearing Registration number- INA000009676.

B. Promoters of the Portfolio Manager, Designated Partners and their background

1. **Mr. Karan Ramesh Salecha**

   Karan Salecha is a Chartered Accountant from ICAI. Before establishing Qode Advisors LLP, he has been associated as a Principal Officer for Investment Advisory Activities of Swan Capital, a SEBI registered Investment Adviser, since February 2018.

   Having a very strong passion for financial markets, he has been practising the art and science of investing in companies that create value in the long run. He started investing early, whilst studying, and over time has developed a knack for investing.

   An outcome of his association with the financial markets has been creating exceptional relationships and a seamless web of trust within the industry. Mr Karan Salecha has extensive experience in investments across private and public businesses in India. The investment team of the Portfolio Manager plans to leverage his experience, guidance and ethos of the group to generate superior risk-adjusted returns for clients.

2. Rishabh Ramesh Nahar

Rishabh Nahar is a Commerce Graduate. Before establishing Qode Advisors LLP, he has been associated as a Research Analyst for Investment Advisory Activities of Swan Capital, a SEBI registered Investment Adviser, from February 2018 till March 2020. Before that, he was associated with Girik Capital as a Research Analyst from November 2014 to February 2016.

Rishabh has significant experience in financial services and private equity covering risk and portfolio management systems, financial derivatives, wealth management, company valuations and investment research. His strengths are due diligence, strategic advisory, feasibility analysis and complex financial modelling to establish optimal component mix and development strategy. His experience in investment advisory has honed his skills in the art and science of investing in companies that demonstrate long-term value creation.

3. Mr. Kavan Vivek Sejpal

Kavan holds a Bachelor of Management Studies degree. Before establishing Qode Advisors LLP, prior to this, since February 2018, he served as a Financial Analyst overseeing research at TresVista Financial Services Pvt Ltd.

His expertise lies in identifying companies with long-term value-creation potential. His extensive involvement in the financial sector has led to the formation of strong industry relationships and a robust network of trust. Kavan brings substantial experience in both private and public investments within India.

4. Ms. Vidhi Chetan Chheda

Vidhi holds a Bachelor of Management Studies degree. Her academic background has provided her with a solid foundation in business principles, management practices, and strategic decision-making.

With a strong interest in the dynamics of business operations and management, Vidhi has developed a keen understanding of various aspects of the corporate world. Her education has equipped her with skills in leadership, analytical thinking, and effective communication, enabling her to navigate complex business environments successfully.

Vidhi is passionate about leveraging her knowledge to contribute to organizational growth and efficiency. She is committed to continuous learning and staying updated with the latest industry trends and practices. Her proactive approach and dedication make her a valuable asset in any professional setting.

C. Key Personnel of Portfolio Manager and their background

1. **Mr. Karan Ramesh Salecha**

   <Kindly refer to B (1) above.>

2. **Rishabh Ramesh Nahar**

   <Kindly refer to B (2) above.>

3. **Mr. Kavan Vivek Sejpal**

   <Kindly refer to B (3) above.>

4. **Ms. Vidhi Chetan Chheda**

   <Kindly refer to B (4) above.>

D. Top 10 Group companies/firms of the Portfolio Manager on turnover basis (latest audited financial statements may be used for this purpose) No Group Company.

E. Details of the services being offered:

Discretionary, Non-Discretionary and Advisory

The Portfolio Manager proposes to primarily carry on Discretionary Portfolio

Management Services and if the opportunity arises thereafter, then it also proposes to render Non-Discretionary Portfolio Management Services and Portfolio Advisory Services.

Qode Advisors LLP shall provide the above services to the following category of clients:

Client Category	Nature Of Services
Indian Resident Individuals, Nnon–residentIndians, Body corporations, Partnership Firms, Trust, Societies, Associations of Persons, Limited Liability Partnership and such other persons as may be deemed by the Portfolio Manager to be eligible to avail the services of the Portfolio Manager.	Discretionary / Non-Discretionary / Advisory
Foreign Portfolio Investors and their sub-accounts	Discretionary / Non-Discretionary / Advisory

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

1. **Discretionary Services:**

   Under the Discretionary PMS, the choice as well as the timings of the investment decisions rests 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 the deployment of the Client's account is absolute and final and cannot be called into question or be open to review at any time during the currency of the Agreement or any time except on the ground of fraud, malafide intent, 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.

2. **Non-Discretionary Services:**

Under the Non-Discretionary PMS, the assets of the client are managed in consultation with the client. Under this service, the assets are managed as per the requirements of the client after due consultation with the client. The client has complete discretion to decide on the investment (quantity and price or amount). The Portfolio Manager, inter alia, manages transaction execution, accounting, recording or corporate benefits, valuation and reporting aspects on behalf of the Client.

3. **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 categories of Investors. The Portfolio Manager shall be solely acting as an advisor to the Client Portfolio and shall not be responsible for the execution of 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:*

A. All cases of penalties imposed by SEBI or the directions issued by SEBI under

the SEBI Act or rules or regulations made thereunder.
None.

B. The nature of the penalty/direction.
None.

C. Penalties/fines imposed for any economic offence and/ or for violation of any securities laws.
None.

D. Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any.
None.

E. Any deficiency in the systems and operations of the Portfolio Manager observed by the SEBI or any regulatory agency.
None.

F. Any enquiry/ adjudication proceedings initiated by SEBI against the Portfolio Manager or its partners, principal officer or employee or any person directly or indirectly connected with the Portfolio Manager or its partners, principal officer or employee, under the SEBI Act or rules or regulations made thereunder.
None.

5. Services Offered

A. 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.

Investment Objective:

The Investment Objective of the Portfolio Manager is to endeavour to deliver superior risk-adjusted returns for the client incorporating both value and growth investment principles.

The Portfolio Manager seeks to deliver superior portfolio performance without taking undue risk thereby benefiting the clients and helping them achieve their goals. Keeping the clients' interests before its own, the Portfolio Manager intends to focus on the best business practices of the Fund Management Industry.

B. Investment Approach of the Portfolio Manager. Please refer to Annexure I for more details.

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

The Portfolio Manager will not be making Investments on behalf of the Client in its associates/group companies.

D. Distributors: The Portfolio Manager may (i) appoint channel partners/distributors to on-board the Client and (ii) On-board the Client directly without intermediation of any channel partners/distributors.

6. Direct On-Boarding

The Portfolio Manager provides the facility for Direct onboarding to the Client without any involvement of broker/distributor/agent engaged in distributor services.

The client can be onboarded by directly contacting us or signing up for our services by writing to us at the email address: karan@qodeinvest.com

7. Accredited Investors and Large Value Accredited Investors

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

Particulars	Applicability
Contents of the 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 Advisory services for investment up to a 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

8. Risk factors

A. General Risk:

1. Securities investments are subject to market risk and there is no assurance or guarantee that the objectives of the PMS will be achieved.

2. 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 only on Aug 29, 2024. However, the Principal Officer, directors and other key management personnel of the Portfolio Manager have a rich individual experience.

3. Without prejudice to the above, the past performance of the Portfolio Manager does not indicate its future performance.

4. Any act, omission, or commission of the Portfolio Manager under the Agreement would be solely at the risk of the Client. The Portfolio Manager will not be liable for any act, omission commission or failure to act save and except in cases of gross negligence, willful default, and/or fraud of the Portfolio Manager.

5. The Client Portfolio may be affected by settlement periods and transfer procedures.

6. The PMS is subject to risk arising out of non-diversification as the Portfolio Manager under its PMS may invest in a particular sector, industry, or few/single Portfolio Entity/ies. The performance of the Client Portfolio would depend on the performance of such companies/industries/sectors of the economy.

7. If there are any transactions of purchase and/or sale of securities by the Portfolio Manager and the employees who are directly involved in the investment operations, those that conflict with transactions in any of the Client Portfolio, the same shall be disclosed to the Client.

8. The group companies of Portfolio Manager may offer services in the nature of consultancy, sponsorship etc, which may be in conflict with the activities of portfolio management services.

9. The provisions of the Agreement and the principal and returns on the Securities subscribed by the Portfolio Manager may be subject to force majeure and external risks such as war, natural calamities, pandemics, policy changes of local/international markets and such events which are beyond the reasonable control of the Portfolio Manager. Any policy change/technology updates/obsolescence of technology would affect the investments made by the Portfolio Manager.

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

B. Risks associated with investments in equity and equity-linked securities:

1. Equity and Equity related securities by nature are volatile and prone to price fluctuations on a daily basis due to both macro and micro factors.

2. In domestic markets, there may be risks associated with trading volumes, settlement periods, and transfer procedures that may restrict the liquidity of Investments in Equity and Equity related securities.

3. In the event of inordinately low volumes, there may be delays with respect to unwinding the Portfolio and transferring the redemption proceeds.

4. The value of the Client's Portfolio may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the government, taxation laws or policies of any appropriate authority and other political and economic developments and closure of stock exchanges which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the Portfolio Valuation may fluctuate and can go up or down.

5. The client may note that the Portfolio Manager's investment decisions may not always be profitable, as actual market movements may be at variance with anticipated trends.

C.Risk FactAssociatedated with Investments in Derivatives:

1. 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 such strategies to be persuaded by the Portfolio Manager involve uncertainty and the decision of the Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager shall be able to identify or execute such strategies.

2. The risks associated with the use of derivatives are different from or possibly greater than, the risk associated with investing directly in

securities and other traditional investments.

3. As and when the Portfolio Manager on behalf of Clients would trade in the derivatives market, there are risk factors and issues concerning the use of derivatives that investors should understand. Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price or Interest Rate movements correctly. There is a possibility that loss may be sustained in the Portfolio as a result of the failure of another party (usually referred to as the "counter party") to comply with the terms of the derivatives contract. Other risks in using derivatives include the risk of mispricing or improper valuations of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.

4. The options buyer's risk is limited to the premium paid, while the risk of an options writer is unlimited. However, the gains for an options writer are limited to the premiums earned whereas the gains for an option buyer are unlimited.

5. The writer of a put option bears the risk of loss if the value of the underlying asset declines below the exercise price. The writer of a call option bears a risk of loss if the value of the underlying asset increases above the exercise price.

6. Investments in Index Futures face the same risk as the investments in a portfolio of shares representing an Index. The extent of loss is the same as in the underlying stocks.

D. Risks associated with Investments in Fixed Income Securities/Products:

Some of the common risks associated with Investments in Fixed Income and

Money Market Securities are mentioned below. These risks include but are not restricted to:

1. **Interest Rate Risk:**

   As with all debt securities, changes in interest rates affect the valuation of the portfolios as the prices of securities generally increase as interest rates decline and generally decrease as interest rates rise. Prices of longer-term securities generally fluctuate more in response to interest rate changes than do shorter-term securities. Interest rate movements in the Indian Debt Markets can be volatile leading to the possibility of large price movements up or down in Debt and Money Market Securities and thereby to possibly large movements in the valuation of portfolios.

2. **Liquidity or Marketability Risk:**

   This refers to the ease at which a security can be sold at or near its true value. The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. Liquidity risk is characteristic of the Indian Fixed Income Market.

3. **Credit Risk:**

   Credit risk or Default Risk refers to the risk that may arise due to default on the part of the issuer of the fixed-income security (i.e. the risk that the issuer will be unable to make timely principal and interest payments on the security). Due to this risk, debentures are sold at a yield spread above those offered on treasury securities, which are sovereign obligations and generally considered to be free of credit risk. Normally, the value of a Fixed Income Security will fluctuate depending upon the actual changes in the perceived level of credit risk as well as the actual event of default.

4. **Reinvestment Risk:**

   Investments in fixed-income securities may carry reinvestment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the bond. Consequently, the proceeds may get invested at a lower rate.

5. **Rating Risk:**

Different types of debt securities in which the client invests may carry different levels and types of risk. Accordingly, the risk may increase or decrease depending on the investment pattern. For instance, Corporate Bonds carry a higher amount of risk than Government Securities. Further even among Corporate Bonds, bonds, that are AA rated, are comparatively riskier than bonds, that are AAA rated.

6. **Price Volatility Risk:**

   Debt Securities may also be subject to price volatility due to factors such as changes in interest rates, the general level of market liquidity and market perception of the creditworthiness of the issuer, among others (market risk). The market for these Securities may be less liquid than that for other higher-rated or more widely followed Securities.

7. **Investment and Liquidity Risk:**

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

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

8. **Identification of Appropriate Investments:**

   The success of the PMS as a whole depends on the identification and availability of suitable investment opportunities. The availability of investment opportunities will be subject to market conditions, prevailing regulatory conditions in India where the Portfolio Manager may invest, and other factors outside the control of the Portfolio Manager. Therefore, there can be no assurance that appropriate investments will be available to, or identified or selected by, the Portfolio Manager.

E. Management and Operational risks:

1. **Reliance on the Portfolio Manager:**

   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 review 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 a material adverse effect on the returns of the Client.

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

   Investments made by the Portfolio Manager are subject to risks arising from the investment objectives, Investment Approach, Investment Strategy and Asset Allocation.

2. **Exit Load:**

   The client may have to pay a high Exit Load 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.

3. **Non-Diversification Risks:**

   This risk arises when the Portfolio is not sufficiently diversified by investing in a wide variety of instruments.

4. **No Guarantee:**

   Investments in Securities are subject to market risks and the 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 the Delisting of Securities, Market Closure, and a relatively small number of scrips accounting for a large proportion of trading volume. Consequently, the Portfolio Manager does not assure any guaranteed returns on the Portfolio.

5. **Ongoing Risk Profiling Risk:**

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

F. Country Related Risks:

Political, economic and social risks:

Political instability or changes in the government could adversely affect economic conditions in India in general and the Portfolio Manager's business in particular. The Portfolio Entity's business may be affected by interest rates, changes in government policies, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

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

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

Many countries have experienced outbreaks of infectious illnesses in recent decades, including severe acute respiratory syndrome and COVID-19. The COVID-19 outbreak has resulted in numerous deaths and the imposition of both local and more widespread "work from home" and other quarantine measures, border closures and other travel restrictions, causing social unrest and commercial disruption on a global scale. The ongoing spread of COVID-19 has, had, and will continue to have a material adverse impact on portfolio entities, local economies and also the global economy, as cross-border commercial activity and market sentiment are increasingly impacted by the outbreak and government and other measures seeking to contain its spread. Additionally, the Portfolio Manager's operations could be disrupted if any of its members or any of its key personnel contract COVID-19 and/or any other infectious disease. Any of the foregoing events could materially and adversely affect the Portfolio Manager's ability to source, manage and divest its investments and its ability to fulfil its investment objectives. Similar consequences may arise with respect to other comparable infectious diseases.

G.Legal and Tax risks:

1. **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 the 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.

2. **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 experiences 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.

3. **Change in Regulation:**

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

H. Risk pertaining to Investments:

Investment in Securities/Instruments

1. The Client Portfolio may comprise Investments in Unlisted Securities, Fixed Income Securities, or Debt Securities and in cases of such securities, the Portfolio Manager's ability to protect the investment or seek returns or liquidity may be limited.

2. In case of in-specie distribution of the Securities by the Portfolio Manager upon termination or liquidation of the Client Portfolio, the same could consist of such Securities for which there may not be a readily available public market. Further, in such cases, the Portfolio Manager may not be able to transfer any of the interests, rights or obligations with respect to such Securities except as may be specifically provided in the agreement with the Portfolio Entity. If an in-specie distribution is received by the Client from the Portfolio Manager, the Client may have restrictions on the disposal of assets so distributed and consequently may not be able to realize the full value of these assets.

3. Some of the Portfolio Entities in which the Portfolio Manager will invest may get their Securities listed with the stock exchange after the

investment by the Portfolio Manager. In connection with such listings, the Portfolio Manager may be required to agree not to dispose of its securities in the Portfolio Entity for such a period as may be prescribed under the Applicable Law, or there may be certain investments made by the Portfolio Manager which are subject to a statutory period of non-disposal or there may not be enough market liquidity in the security to effect a sale and hence the Portfolio Manager may not be able to dispose of such investments prior to completion of such prescribed regulatory tenures and hence may result in illiquidity.

4. The Client Portfolio may be invested in listed securities and as such may be subject to the market risk associated with the vagaries of the capital markets.

The Portfolio Manager may also invest in such Portfolio Entity/ies which are investment vehicles like Mutual Funds/Trusts. Such investments may present greater opportunities for growth but also carry a greater risk than is usually associated with investments in listed securities or in the securities of established companies, which often have a historical record of performance. Provided investments in mutual funds shall be through direct plans only.

9. Client Representation

A. The Portfolio Manager has no previous experience/track record in the field of Portfolio Management Services and has obtained a certificate of registration to function as a Portfolio Manager only on Aug 29, 2024, and therefore has no record of representing any persons/entities in the capacity of a Portfolio Manager.

B. Complete disclosure in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India - No Such Transaction.

10. Audit Observations for Preceding Three Years

Date	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024
Net Profit	N/A	N/A	N/A

The entity has been incorporated on February 02, 2024; accordingly, no data is available for the previous years.

11. Performance of the Portfolio Manager

The Portfolio Manager has no previous experience/track record in the field of Portfolio Management Services. Accordingly, the same is not applicable.

12. 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.

A. Management Fee:

The management fee relates to the Portfolio Management Services offered to the Clients. The fee may be a fixed charge or a percentage of the quantum of the funds being managed as agreed in the Agreement.

B. Advisory Fees:

The advisory fees relate to the Advisory Services offered by the Portfolio Manager to the client. The fee may be a fixed charge or a percentage of the quantum of the funds being advised as agreed in the Agreement.

C. Performance Fee:

The performance fee relates to the share of profits charged by the Portfolio Manager, subject to hurdle rate and high-water mark principle as per the details provided in the Agreement.

D. Exit Load:

The Portfolio Manager may charge an early withdrawal fee as a percentage of the value of the Portfolio withdrawn as per the terms and conditions of a particular Product as agreed in the Agreement.

E. Other Fees and Expenses:

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

1. Transaction expenses include but are not limited to, statutory fees, documentation charges, statutory levies, stamp duty, registration charges, commissions, charges for transactions in Securities, custodial fees, fees for fund accounting, valuation charges, audit and verification fees, depository charges, and other similar or associated fees, charges and levies, legal fees, incidental expenses etc.;

2. Brokerage shall be charged at actuals;

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

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

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

6. All other costs, expenses, charges, levies, duties, administrative, statutory, revenue levies and other incidental costs, fees, expenses not specifically covered above, whether agreed upon in the Agreement or not, arising out of or in the course of managing or operating the Portfolio.

Provided the Portfolio Manager shall not charge any up-front fees to the Client whether directly or indirectly. Notwithstanding the above, the Portfolio Manager may charge up-front costs and expenses so attributable to the Client in terms of the Agreement.

13. Taxation

It may be noted that the information given hereinafter is only for general information purposes and is based on the Portfolio Manager's understanding regarding the Tax Laws and Practices currently in force in India and the investors should be aware that the relevant fiscal rules or their interpretation may change or it may not be acceptable to the tax authorities. As is the case with any interpretation of any law, there can be no assurance that the tax position or the proposed tax position prevailing at the time of an investment will be accepted by the tax authorities or will continue to be accepted by them indefinitely.

In view of the individual nature of tax consequences, each client is advised to consult his/her/its tax advisor with respect to the specific tax consequences to him/her of participation in the product. The portfolio manager shall not be responsible for assisting in or completing the fulfilment of the client's tax obligations. For complete details on taxation, clients are urged to visit https://www.incometaxindia.gov.in/Pages/default.aspx

Income Tax: Under the Portfolio Management Service, the responsibility of the income tax payment on the income earned from PMS activities is on the investors. The Portfolio Manager will provide adequate statements required for accounting purposes.

A. Securities Transaction Tax:

Securities Transaction Tax (STT) at the rate of 0.10% is applicable on delivery-based trades in Equity Shares or units of an equity-oriented fund entered into in a recognized stock exchange. STT paid is eligible for income tax benefits under the provisions of the Income Tax Act, subject to such conditions prescribed therein.

B. Short-Term Capital Gain Tax:

Short-Term Capital Gain Tax is the tax that is levied on the proceeds earned through the sale of shares within one year of the purchase date for assets being shares in a company or any other security listed on a recognised stock exchange in India i.e. equity shares, preference shares or debentures, or a unit of the Unit Trust of India or a unit of an equity oriented mutual fund or zero-coupon bonds. The Current Rate of Tax is 20%.

C. Long-Term Capital Gain Tax:

Long-Term Capital Gain Tax is the tax that is levied on the proceeds earned through the sale of shares after one year of the purchase date for assets being shares in a company or any other security listed on a recognised Stock Exchange in India i.e. equity shares, preference shares or debentures, or a unit of the Unit Trust of India or a unit of an equity oriented mutual fund or zero-coupon bonds. The Current Rate of Tax is 12.5%.

D. Goods and Service Tax (GST):

This will be applicable to services provided by the Portfolio Manager to Clients. Accordingly, GST at the rate of 18% would be levied on fees if any, payable towards investment management fees, Audit Fees, Custodian Fees, Fund Accounting Fees, etc.

E. Dividend Distribution Tax (DDT):

Effective from 1st April 2020, the Dividend received from a domestic company on the shares and units of Mutual Funds held in the Portfolio Management Services are subject to tax in the hands of investors at the applicable slab rates.

TDS on Sale Proceeds for Non-Resident Individuals: With respect to short-term capital gains from units of equity-oriented schemes, tax is required to be deducted at the rate of 20% for both corporate and non-corporate non-resident unit holders. Long-term capital gains from equity-oriented schemes & listed equity shares are liable to be withheld @12.5% if the capital gain exceeds Rs 1.25 Lakhs.

14. *Accounting Policies*

A. All investments will be marked to market.

B. In determining the holding cost of investments and the gains or loss on the sale of investments, the 'First in first out' method shall be followed.

C. The cost of investments acquired or purchased would include brokerage, stamp charges and any charge customarily included in the broker's contract note.

D. Accounting norms prevalent in the Portfolio Management Services industry and as may be prescribed / applicable from time to time.

15. *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.

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

C. All such custodian fees, charged by the Custodian shall be payable by the Client.

D. 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.

16. Investors Services

The Portfolio Manager seeks to provide the clients a high standard of service. The Portfolio Manager is committed to putting in place and upgrading on a continuous basis the systems and procedures that will enable effective servicing through the use of technology. The Client servicing essentially involves:

A. Reporting portfolio actions and client statements of accounts at predefined frequency;

B. Attending to and addressing any client query with the least lead time;

C. Ensuring portfolio reviews at a predefined frequency.

Name, Address and Telephone number of the Compliance Officer who shall attend to the investor queries and complaints:

Name	Purnanand Uddhav Kulkarni
Designation	Compliance Officer
Address	Block No 28, 2nd Floor, Tree Building, Raghuvanshi Mills, Lower Parel, Mumbai 400013
Mobile No.	+91-8291533289
Email Id	compliance@qodeinvest.com

Grievance redressal and dispute settlement mechanism:
The aforesaid personnel of the Portfolio Manager shall attend to and address any Client query/concern/grievance at the earliest. The Portfolio Manager will ensure that this official is vested with the necessary authority and independence to handle Client complaints. 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 grievances effectively and expeditiously:

A. Quick action:

As soon as any grievance comes to the knowledge of the aforesaid personnel, it will be identified and resolved. This will lower the detrimental effects of the 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 the later stage of grievance redressal.

D. Examining the causes of grievance:

The actual cause of the grievance would be identified. Accordingly, remedial actions would be taken to prevent a repetition of the grievance.

E. Decision making:

After identifying the causes of the grievance, an alternative course of action would be thought of to manage the grievance. The effect of each course of action on the existing and future management policies and procedures would be analyzed and accordingly, decisions 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 an aforesaid manner shall be redressed through the administrative mechanism by the designated Compliance Officer, namely Mr Purnanand Uddhav Kulkarni and subject to the Regulations. The Compliance Officer will endeavour to address such grievances in a reasonable manner and time. The coordinates of the Compliance Officer are provided as under:

Name	Purnanand Uddhav Kulkarni
Designation	Compliance Officer
Address	Block No 28, 2nd Floor, Tree Building, Raghuvanshi Mills, Lower Parel, Mumbai 400013
Mobile No.	+91-8291533289
Email Id	compliance@qodeinvest.com

If the client still remains dissatisfied with the remedies offered or the stand taken by the Compliance Officer, the client and the Portfolio Manager shall abide by the following mechanisms:

Any dispute unresolved by the above internal grievance redressal mechanism of the Portfolio Manager can be submitted to arbitration under the Arbitration and Conciliation Act, 1996. The arbitration shall be before three arbitrators, with each party entitled to appoint an arbitrator and the third arbitrator being the presiding arbitrator appointed by the two arbitrators. Each party will bear the expenses/costs incurred by it in appointing the arbitrator and for the arbitration proceedings. Further, the cost of appointing the presiding arbitrator will be borne equally by both parties. Such arbitration proceedings shall be held in New Delhi and the language of the arbitration shall be English. The courts of Mumbai shall have the exclusive jurisdiction to adjudicate upon the claims of the parties.

Without prejudice to anything stated above, the Client can also register its grievance/complaint through SCORES (SEBI Complaints Redress System), post which SEBI may forward the complaint to the Portfolio Manager and the Portfolio Manager will suitably address the same. SCORES is available at http://scores.gov.in.

17. *Details of Investments in the Securities of Related Parties of the Portfolio Manager*

There are no related parties of the portfolio manager.

18. *General*

Prevention of Money Laundering

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 do not involve and are 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 Know Your Client (KYC) policy and with a view to monitoring 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, holding the funds/securities in his name, is legally authorized/entitled to invest the said funds/securities through the services of the Portfolio Manager, for the benefit of the beneficiaries.

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

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

Notwithstanding anything contained in this Document, the provisions of the 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.
For and on behalf of Qode Advisors LLP:

Mr. Karan Ramesh Salecha DPIN: 02411513 Designated Partner	Karan R Salecha
Mr. Rishabh Ramesh Nahar DPIN: 09640654 Designated Partner	

Place: Mumbai   Date: 10 / 10 / 2024

3. Annexure I:

Investment Approach

Strategy: Equity

1. Qode Growth Fund

A. Investment objective:

The investment objective of the Qode Growth Fund would be to generate alpha and risk-adjusted returns for clients by following a Systematic Investing Approach, investing in a benchmark agnostic multicap portfolio with a mid and small-cap bias towards companies that generally classify within the mid and small Market Capitalization space.

B. Description of types of securities:

Under this approach, the Portfolio would be primarily invested in listed equities and opportunistically also in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws.

C. Investment approach:

The Portfolio Manager seeks to generate returns for the Client through price appreciation of the stocks held over a period of time. The approach aims to adopt a strategy of stringent stock selection process and a disciplined bottom-up investing approach on companies that have the potential to grow over the medium to long-term horizons.

D. Allocation of portfolio across types of securities:

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

Securities shall be chosen amongst a wide spectrum of market capitalizations, from SME to large capitalization equities. However, from time to time on an opportunistic basis, one may also choose to invest in money market instruments, units of mutual funds, ETFs or other permissible securities/ products in accordance with the Regulations. 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.

E. Appropriate benchmark to compare performance:

The Portfolio Manager endeavors to invest in a multicap portfolio including broader markets which are categorized as small and medium market capitalization companies. Effective April 1, 2023, SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, the S&P BSE 500 TRI was considered to be the most appropriate.

F. Indicative tenure or investment horizon:

Typically, investments with a medium to long-term time horizon of 5-7 years.

G. Risks associated with the investment approach:

Below are select risks associated with the investment approach apart from those disclosed in the Portfolio Management Services Agreement. The risks may affect portfolio performance even though the Portfolio Manager may take measures to mitigate the same.

1. **Company risk:**

   The performance of the investment approach will depend upon the business performance of the Portfolio Entity and its future prospects. The Portfolio Manager's focus on studying the business and the sustainability with a focus on studying the balance sheet will help the Portfolio Manager in mitigating these sector or company risks.

2. **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.

3. **Market risk:**

   Portfolio Managers endeavour 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.

4. **Liquidity risk:**

   While investing in equities and Portfolio Entities, liquidity constraints are potential near-term risks while investing and disinvesting the Portfolio Entities. The Portfolio Manager endeavours to mitigate the risks by investing with a medium to long-term time horizon.

5. **Concentration Risk:**

   Endeavour to have an adequately diversified portfolio across sectors and stocks.

H. Redemption / Partial withdrawals:

Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

I. Use of derivatives:

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

1. **Quantum of Exposure in Derivatives:**

   Up to 100% of the market value of the Portfolio, i.e. total exposure of the Portfolio Client in derivatives shall not exceed the Funds placed with the Portfolio Manager.

2. **Manner & Purpose of using Derivative Products:**

   For Hedging, Portfolio rebalancing, yield enhancement or the purpose of taking such positions as may be permitted by the Regulations or any other Applicable Laws.

3. **Type of Derivative instruments:**

   Stock and Index Futures & Options and such other products as may be permissible from time to time.

4. **Terms of valuation Derivative products:**

   These products shall be valued at the Settlement/closing value (as per the accounting policy of the Portfolio Manager) price of the concerned Securities on the Bombay Stock Exchange and/or the National Stock Exchange (as the Portfolio Manager may choose).

5. **Terms of Liquidation:**

   The Derivative instruments will be liquidated at the prevailing market prices or will be allowed to expire at the price specified by the exchange on the expiry date.

J. Other salient features:

N.A.

2. Qode All Weather

A. Investment objective:

The investment objective of Qode All Weather would be to generate alpha and high-risk adjusted returns for clients by following a systematic investing approach with an emphasis on low volatility as a factor while designing the portfolio.

B. Description of types of securities:

Under this approach, the Portfolio would be primarily invested in listed equities and opportunistically also in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws.

C. Investment approach:

1. **Dynamic asset allocation:**

   The Portfolio Manager seeks to generate higher risk-adjusted returns for the Client through diversification and dynamic asset allocation across equity, debt, commodities, etc.

D. Allocation of portfolio across types of securities:

This is a top-down approach where the portfolio manager follows a rule-based system designed to allocate between different assets based on market conditions and macroeconomic conditions. Various Assets are used to give diversification benefits.

E. Appropriate benchmark to compare performance:

The Portfolio Manager endeavors to invest in a multicap portfolio including broader markets which are categorized as small and medium market capitalization companies. Effective April 1, 2023, SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, the S&P BSE 500 TRI was considered to be the most appropriate.

F. Indicative tenure or investment horizon:

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

G.Redemption / Partial withdrawals:

Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

H.Use of derivatives:

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

1. **Quantum of Exposure in Derivatives:**

   Up to 100% of the market value of the Portfolio, i.e. total exposure of the Portfolio Client in derivatives shall not exceed the Funds placed with the Portfolio Manager.

2. **Manner & Purpose of using Derivative Products:**

   For Hedging, Portfolio rebalancing, yield enhancement or the purpose of taking such positions as may be permitted by the Regulations or any other Applicable Laws.

3. **Type of Derivative instruments:**

   Stock and Index Futures & Options and such other products as may be permissible from time to time.

4. **Terms of valuation Derivative products:**

   These products shall be valued at the Settlement/closing value (as per the accounting policy of the Portfolio Manager) price of the concerned Securities on the Bombay Stock Exchange and/or the National Stock Exchange (as the Portfolio Manager may choose).

5. **Terms of Liquidation:**

   The Derivative instruments will be liquidated at the prevailing market prices or will be allowed to expire at the price specified by the exchange on the expiry date.

I. Other salient features:

N.A.

3. Qode Velocity Fund

A. Investment objective:

The investment objective of the Qode Velocity Fund would be to generate alpha and high-risk adjusted returns for clients by following a systematic investing approach with an emphasis on momentum as a factor while designing the portfolio.

B. Description of types of securities:

Under this approach, the Portfolio would be primarily invested in listed equities and opportunistically also in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws.

C. Investment approach:

This portfolio strategy aims to optimize entry points into a momentum-driven approach by initially allocating the investor's capital across a diversified set of ETFs, other assets, or liquid funds. Over time, the portfolio systematically transitions into a momentum-focused allocation, targeting periods of optimal market conditions to enhance entry effectiveness and maximize potential returns. This structured approach seeks to provide investors with a more strategic entry into momentum investments, thereby improving the likelihood of achieving superior risk-adjusted returns.

D. Allocation of portfolio across types of securities:

This portfolio is going to be allocated primarily to the momentum factor-based portfolio. However, from time to time on an opportunistic basis, one may also choose to invest in money market instruments, units of mutual funds, ETFs or other permissible securities/ products in accordance with the Regulations. 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.

E. Appropriate benchmark to compare performance:

The Portfolio Manager endeavors to invest in a Multicap portfolio including broader markets which are categorized as small and medium market capitalization companies. Effective April 1, 2023, SEBI has prescribed the Portfolio Managers to choose benchmarks from Nifty 50 TRI, S&P BSE 500 TRI and MSEI SX 40 TRI. Out of the options available under regulations, the S&P BSE 500 TRI was considered to be the most appropriate.

F. Indicative tenure or investment horizon:

Typically, investments with a medium to long-term time horizon of 5-7 years.

G.Redemption / Partial withdrawals:

Partial withdrawal shall be allowed only to such extent that portfolio value after recovery of fees, charges, and payment of withdrawal amount is not less than the minimum investment specified in the Minimum investment clause in this schedule.

H.Use of derivatives:

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

1. **Quantum of Exposure in Derivatives:**

   Up to 100% of the market value of the Portfolio, i.e. total exposure of the Portfolio Client in derivatives shall not exceed the Funds placed with the Portfolio Manager.

2. **Manner & Purpose of using Derivative Products:**

   For Hedging, Portfolio rebalancing, yield enhancement or the purpose of taking such positions as may be permitted by the Regulations or any other Applicable Laws.

3. **Type of Derivative instruments:**

   Stock and Index Futures & Options and such other products as may be permissible from time to time.

4. **Terms of valuation Derivative products:**

   These products shall be valued at the Settlement/closing value (as per the accounting policy of the Portfolio Manager) price of the concerned Securities on the Bombay Stock Exchange and/or the National Stock Exchange (as the Portfolio Manager may choose).

5. **Terms of Liquidation:**

   The Derivative instruments will be liquidated at the prevailing market prices or will be allowed to expire at the price specified by the exchange on the expiry date.

I. Other salient features:

N.A.

4. Qode Future Horizons

A. Investment Objective:

The investment objective of Qode Future Horizons is to generate superior risk-adjusted returns by investing in a concentrated portfolio of high-conviction stocks. The scheme aims to capitalize on long-term growth opportunities by focusing on companies with strong fundamentals, sustainable competitive advantages, and potential for significant appreciation over a medium to long-term horizon.

B. Description of Types of Securities:

The portfolio will primarily consist of listed equities across various sectors, focusing on mid to small-cap companies with strong growth potential. The scheme may also invest opportunistically in large-cap equities, money market instruments, units of mutual funds, ETFs, or other permissible securities/products as per applicable laws.

C. Investment Approach:

Qode Future Horizons follows a focused investment strategy largely with a bottom-up approach to stock selection. Emphasizing the philosophy of investing in the business rather than the stock price, the scheme concentrates on companies with robust business models, competent management, competitive positioning, and favourable industry dynamics. The investment decision process involves thorough fundamental research, including financial analysis, industry assessment, and management evaluation.

D. Allocation of Portfolio across Types of Securities:

The portfolio will be diversified across sectors but focused on a limited number of high-conviction stocks, typically between 8 to 12 holdings. While the primary focus will be on equity investments, the scheme may also invest in money market instruments, units of mutual funds, ETFs, and other permissible securities to manage liquidity and enhance portfolio returns. The scheme may use derivatives for hedging and efficient portfolio management.

E. Appropriate Benchmark to Compare Performance:

Considering the multi-cap nature of the portfolio and its focus on mid and large-cap stocks, the S&P BSE 500 TRI index is deemed the most appropriate benchmark for comparing the performance of Qode Future Horizons.

F. Indicative Tenure or Investment Horizon:

The investment horizon for Qode Future Horizons is medium to long-term, typically ranging from 5 to 7 years. This time frame allows the portfolio to benefit from the compounding effect and potential market cycles.

G. Risks Associated with the Investment Approach:

1. **Company Risk:**

   Performance is dependent on the business success of portfolio entities. The focus on solid fundamentals and sustainability helps mitigate this risk.

2. **Valuation Risk:**

The scheme constantly evaluates the valuations of its portfolio entities to ensure investments are made at reasonable price levels.

3. **Market Risk:**

   The scheme relies on a fundamental research-driven approach to minimize timing risks associated with market volatility.

4. **Liquidity Risk:**

   Investments may face liquidity challenges, particularly in times of market stress. The scheme's focus on medium to long-term investment helps manage this risk.

5. **Concentration Risk:**

   By limiting the number of holdings, the scheme focuses on high-conviction ideas but ensures adequate diversification to mitigate risks.

H. Redemption / Partial Withdrawals:

Partial withdrawals are permitted, provided the remaining portfolio value, after fees and withdrawal amounts, meets the minimum investment requirements specified in the scheme's terms.

I. Use of Derivatives:

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

1. **Quantum of Exposure in Derivatives:**

   Up to 100% of the market value of the Portfolio, i.e. total exposure of the Portfolio Client in derivatives shall not exceed the Funds placed with the Portfolio Manager.

2. **Manner & Purpose of using Derivative Products:**

   For Hedging, Portfolio rebalancing, yield enhancement or the purpose of taking such positions as may be permitted by the Regulations or any other Applicable Laws.

3. **Type of Derivative instruments:**

   Stock and Index Futures & Options and such other products as may be permissible from time to time.

4. **Terms of valuation Derivative products:**

   These products shall be valued at the Settlement/closing value (as per the accounting policy of the Portfolio Manager) price of the concerned Securities on the Bombay Stock Exchange and/or the National Stock Exchange (as the Portfolio Manager may choose).

5. **Terms of Liquidation:**

   The Derivative instruments will be liquidated at the prevailing market prices or will be allowed to expire at the price specified by the exchange on the expiry date.

J. Other Salient Features:

N.A.

4. FORM C

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

Name	Qode Advisors LLP
Address	Registered Address: 203, Floor-2, Plot-36, Hamam House,

	Ambalal Doshi Marg, Bombay Stock Exchange, Fort, Stock Exchange, Colaba Police Station, Mumbai- 400001, Maharashtra, India Correspondence Address: Block No 28, 2nd Floor, Tree Building, Raghuvanshi Mills, Lower Parel, Mumbai 400013
Phone	+91 9820849413
Fax Number	Not Applicable
Email	karan@qodeinvest.com

We confirm that:

A. 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;

B. 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;

C. The Disclosure Document has been duly certified by an independent Chartered Accountant, as on ....

D. The details of the Chartered Accountants are as follows:

Name of the Firm	Arnav Kapadia and Co.
Registration No.	155816W
Proprietor	Arnav Kapadia
Membership Number	605181
Address	9, Sagar Mahal, 65 Walkeshwar Road, Mumbai – 400 006.
Telephone Number	+919820146175

(enclosed is a copy of the Chartered Accountant’s 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).

For and on behalf of QODE ADVISORS LLP

Date: 10 / 10 /2024
Place: Mumbai

Karan R Salecha

Signature of the Principal Officer:
Mr. Karan R Salecha

Address: 203, Floor-2, Plot-36, Hamam House, Ambalal Doshi Marg, Bombay Stock Exchange, Fort, Stock Exchange, Colaba Police Station, Mumbai- 400001, Maharashtra, India