

**CERTIFICATE**

We hereby certify that we have reviewed the Disclosure Document dated **25<sup>th</sup> April 2024**, prepared by **M/s. QRC Investment Advisors LLP. (SEBI Registered Portfolio Manager – INP000005892)** having registered address as 4, Floor-1, 9, Capri, Manav Mandir Road,,Teen Batti, Malabar Hill, Mumbai – 400 006, Maharashtra, India and corporate address as 2<sup>nd</sup> Floor, Engineer's Premises 93, Mumbai Samachar Marg, Kala Ghoda, Fort, Mumbai, Maharashtra – 400001, Maharashtra, India in accordance with disclosure document as stated in Schedule V of Regulation 22(3) of Securities and Exchange Board of India (“SEBI”) (Portfolio Managers) Regulations, 2020, (‘the Regulations’).

**Management Responsibility:**

The Management of the LLP is responsible for the preparation of the attached Disclosure Document in accordance with the Regulations.

**Our Responsibility:**

Our responsibility is to issue the certificate based on our review which is primarily limited to inquiries of the LLP’s personnel, tracing the financial information from the audited financial statements for the year ended March 31, 2021, March 31, 2022, and March 31, 2023, and previous disclosure document submitted to SEBI, other relevant records, the information, explanations, and representations furnished by the Management.

We have relied on the representation given by the Management about the penalties or litigations, group companies, performance calculation of the Portfolio Manager and audit observations (if any) against the Portfolio Manager mentioned in the Disclosure Document.

**Opinion:**

Further to our comments, we certify that the disclosures made in the Disclosure Document dated 25<sup>th</sup> April 2024 are true, fair, and adequate to enable the investors to make well-informed decisions.

**Restrictions on Use:**

This Certificate has been issued pursuant to Schedule V of Regulation 22 (3) of Securities and Exchange Board of India ("SEBI") (Portfolio Managers) Regulations, 2020, ('the Regulations') and at the request of **M/s. QRC Investment Advisors LLP** for the purpose of submitting the same to SEBI and the Portfolio Management Service Clients. The same should not be used or referred to for any other purpose without our prior written consent.

**Place: Mumbai**  
**Date: 25<sup>th</sup> April 2024**

**For B Y & Associates**  
**Chartered Accountants**  
**Firm Reg. No. 123423W**

**KIRIT**  
**RAMCHAN**  
**DRA JAIN**

Digitally signed by  
KIRIT  
RAMCHANDRA JAIN  
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**CA Kirit Jain**  
**Partner**  
**M. No: 179354**  
**UDIN: 24179354BKBQVH2121**



**QRC INVESTMENT ADVISORS LLP**  
**SEBI Registration Number INP000005892**

**Portfolio Management Services**

**DISCLOSURE DOCUMENT**

## PORTFOLIO MANAGEMENT SERVICES

### DISCLOSURE DOCUMENT OF QRC INVESTMENT ADVISORS LLP. (SEBI Registration No. INP000005892)

*(As per the requirement of the Fifth Schedule under Regulation - 22(3) of SEBI (Portfolio Managers) Regulations, 2020)*

- (i) The Document has been prepared in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended from time to time and filed with SEBI.
- (ii) The Document has been filed with the Board (SEBI) along with the certificate in the prescribed format in terms of regulation 22 of SEBI (Portfolio Managers) Regulation 2020.
- (iii) The purpose of the Document is to provide essential information about the Portfolio Management Services (PMS) in a manner to assist and enable the investors in making an informed decision for engaging a Portfolio Manager.
- (iv) The document contains 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.
- (v) This Disclosure Document is dated **25<sup>th</sup> April, 2024 (Audited Financial data considered up to 31.03.2023)**

#### Details of the Portfolio Manager

Name of Portfolio Manager	:	QRC INVESTMENT ADVISORS LLP.
SEBI Registration Number	:	INP000005892
Registered Office Address	:	4, Floor - 1, 9, Capri, Manav Mandir Road, Teen Batti, Malabar Hill, Mumbai, Maharashtra – 400006.
Corporate Office Address	:	Office 6, Engineer's Premises 93-95, Mumbai Samachar Marg Kala Ghoda, Fort, Mumbai, Maharashtra – 400001.
Phone No(s)	:	022 35747678
E-mail address	:	<a href="mailto:saurabh@qrcia.in">saurabh@qrcia.in</a>

#### Details of Principal Officer

Name of Principal Officer	:	Mr. Saurabh Shroff
Corporate Office Address	:	Office 6, Engineer's Premises 93-95, Mumbai Samachar Marg Kala Ghoda, Fort, Mumbai, Maharashtra – 400001.
Phone No(s)	:	022 35747678
E-mail address	:	<a href="mailto:saurabh@qrcia.in">saurabh@qrcia.in</a>

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### Disclaimer clause:

The particulars given in this Document have been prepared in accordance with the SEBI (Portfolio Managers) Regulations 2020 and circular/guidelines issued from time to time thereunder. This Document has been filed with SEBI before circulating it to client. This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the document. You are requested to retain the document for future reference.

This document is not for public distribution and has been furnished to you solely for your information and may not be reproduced or redistributed to any other person.

Notwithstanding anything contained in the Disclosure Document, the provisions of SEBI (Portfolio Managers) Regulations, 2020 and the circular/guidelines issued from time to time thereunder shall be applicable.

This Disclosure Document along with the certificate in form C is required to be provided to the Client, before entering into an agreement with the Client.

### Definitions:

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

- 1) **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended from time to time;
- 2) **“Accounting Year”** shall mean the financial year of QRC which is reckoned from 1<sup>st</sup> April of a year to 31<sup>st</sup> March of the next year.
- 3) **“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 the Board from time to time.
- 4) **“Accredited Investor”** means any person who has been granted a certificate by the accreditation agency who:
  - i. in the case of an individual, HUF, family trust, or sole proprietorship has:
    - the annual income of at least two crore rupees; or
    - the net worth of at least seven crore fifty lakh rupees, out of which not less than three crores seventy-five lakh rupees are in the form of financial assets; or
    - the annual income of at least one crore rupees and minimum net worth of five crore rupees, out of which not less than two crores fifty lakh rupees are in the form of financial assets.
  - ii. in the case of a body corporate, has a net worth of at least fifty crore rupees;
  - iii. in case of a trust other than a family trust, has a net worth of at least fifty crore rupees;
  - iv. in the 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 be deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

- 5) **“Agreement”** means agreement between Portfolio Manager and its Clients in terms of Regulation 22 of SEBI (Portfolio Managers) Regulations, 2020 issued by Securities and Exchange Board of India and shall include all recitals, schedules, exhibits and Annexure attached thereto and any amendments made to this Agreement by the Parties in writing;
- 6) **“Assets”** means (i) the Portfolio and/or (ii) the Funds and includes all accruals, benefits, allotments, calls, refunds, returns, privileges, entitlements, substitutions and/or replacements or any other beneficial interest, including dividend, interest, rights, bonus as well as residual cash balances, if any (represented both by quantity and in monetary value), in relation to or arising out of Assets.
- 7) **“APMI”** means Association of Portfolio Managers in India, which has been constituted as a Trade Body for Portfolio Managers registered with the Securities & Exchange Board of India (SEBI).
- 8) **“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.
- 9) **“Benchmark”** means to indicate the Performance of the Portfolio vis-à-vis. Markets to the investors. The Portfolio Manager shall select one benchmark from those prescribed for that Strategy as defined hereunder to enable the investor to evaluate relative performance of the Portfolio Managers.
- 10) **“Board”** or **“SEBI”** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act, 1992 and as amended from time to time.
- 11) **“Body corporate”** shall have the meaning assigned to it under clause (11) of section 2 of the Companies Act, 2013 (18 of 2013) as amended from time to time;
- 12) **“Certificate”** means a certificate of registration issued by the Board;
- 13) **“Change in control**
- 14) **”,** in relation to a portfolio manager being a body corporate: —
  - (i) if its shares are listed on any recognized stock exchange, shall be construed with reference to the definition of control in terms of Regulation 2(e) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
  - (ii) in any other case, change in the controlling interest in the body corporate; Explanation. — For the purpose of sub-clause (ii), the expression “controlling interest” means,
    - (A) an interest, whether direct or indirect, to the extent of at least fifty one percent of voting rights in the body corporate;
    - (B) right to appoint majority of the directors or to control the management directly or indirectly;
- 15) **“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;
- 16) **“Client”** means any person who registers with the portfolio manager for availing the services of portfolio management by the portfolio manager;
- 17) **“Custodian”** means a Custodian registered under the SEBI (Custodian of Securities) Regulations, 1996 appointed by the Portfolio Manager for maintaining custody of funds and securities of the Client.
- 18) **“Discretionary portfolio manager”** means a portfolio manager who exercises or may, under a contract relating to portfolio management, exercise any degree of discretion as to the investments or management of the portfolio of securities or the funds of the client, as the case may be;
- 19) **“Discretionary Portfolio Management Services”** means the portfolio management services rendered to the Client, by the Portfolio Manager on the terms and conditions contained in this Agreement, where under the Portfolio Manager exercises any degree of discretion in investments or management of assets of the Client;
- 20) **“Disclosure Document”** shall mean the Disclosure Document issued by the Portfolio Manager and as specified in Regulations 22(3) of the Regulations and Schedule V of the Regulations and made available to the Client in accordance with the Regulations;

- 21) **“Direct Onboarding”** means an option provided to clients to be on-boarded directly with the Portfolio Manager without the intermediation of personal engaged in distribution services.
- 22) **“Document”** means Disclosure Document;
- 23) **“Funds”** means the monies placed by the Client with the Portfolio Manager and shall include all accretions thereto;
- 24) **“Fund Manager” (FM)** means the individual/s appointed by the portfolio manager who manages, advise or directs or undertakes on behalf of the client (whether as a Discretionary Portfolio Manager or otherwise) the management or administration of a portfolio of securities or the funds of the clients, as the case may be;
- 25) **“Foreign Institutional Investor (FII)”** shall have the meaning defined under SEBI (Foreign Institutional Investor) Regulations, 1995, and as may be amended from time to time.
- 26) **“Foreign Portfolio Investor (FPI)”** shall have the meaning defined under SEBI (Foreign Portfolio Investors) Regulations, 2014, and as may be amended from time to time.
- 27) **“Goods”** means the goods notified by the Central Government under clause (bc) of section 2 of the Securities Contracts (Regulation) Act, 1956 and forming the underlying of any commodity derivative;
- 28) **“High Water Mark”** means the 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.
- 29) **“Initial Corpus”** means the value of the Funds and the market value of Securities brought in by the Client and accepted by the Portfolio Manager at the time of entering into an agreement with the Portfolio Manager to avail its portfolio management services;
- 30) **“Investment Advice”** means advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client and shall include financial planning;
- 31) **“Investment Approach”** shall mean a broad outlay of the type of securities and permissible instruments to be invested in by the portfolio manager for the customer, taking into account factors specific to clients and securities;
- 32) **“Investment Management Fees”** shall have the meaning attributed thereto in Clause [10] of this Document under the head Fees & Services Charged (To be charged on Actuals).
- 33) **“Inspecting authority”** means one or more persons appointed by the Board to exercise powers conferred under Chapter V;
- 34) **“Intermediaries”** means custodians, banker to an issue, trustee, registrar to an issue, merchant banker, depositories, depository participants, transfer and pricing agents, accountants, investee companies, investment advisors, consultants, attorneys, printers, underwriters, brokers, and dealers, insurers and any other persons in any capacity.
- 35) **“Large Value Accredited Investor”** means an accredited investor who has entered into an agreement with the portfolio manager for a minimum investment amount of ten crore rupees.
- 36) **“Net Asset Value” (NAV)** is the market value of assets in the portfolio consisting of securities and funds;
- 37) **“Non-Discretionary Portfolio Management Services”** mean the services provided by the Portfolio Manager, who manages the funds in accordance with the discretion of the Client for an agreed fee and invests on behalf of the Client in their account in any type of securities entirely at the Client's risk and to ensure that all the benefits accrue to the Clients' Portfolio;
- 38) **“NRI”** means a Non-Resident Indian as defined under the Foreign Exchange Management Act, 1999.
- 39) **“NRO”** means Non-Resident Ordinary Account.
- 40) **“Portfolio”** means the total holdings of Securities and Goods belonging to a client;
- 41) **“Portfolio Manager” (PM)** means **QRC INVESTMENT ADVISORS LLP**, a body corporate, who has obtained certificate from SEBI to act as a Portfolio Manager under Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, vide Registration No. **INP000005892**;
- 42) **“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;
  - ii. all other operations of the portfolio managers.
- 43) **“Related party”** in relation to a portfolio manager, means –
- a. a director, partner or his relative;
  - b. key managerial personnel or his relative;
  - c. a firm, in which a director, partner, manager or his relative is a partner;
  - d. a private company in which a director, partner or manager or his relative is a member or director;
  - e. 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;
  - f. 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;
  - g. 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;
  - h. any body corporate which is—
    - i. holding, subsidiary or an associate company of the portfolio manager; or
    - ii. a subsidiary of a holding company to which the portfolio manager is also a subsidiary;
    - iii. an investing company or the venturer of the portfolio manager;
 Explanation. — For the purpose of this clause, “investing company or the venturer of a 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.
  - i. a related party as defined under the applicable accounting standards;
  - j. such other person as may be specified by the Board.  
Provided that,
    - i. any person or entity forming a part of the promoter or promoter group of the listed entity; or
    - ii. any person or any entity, holding equity shares
      - 1. of twenty per cent or more; or
      - 2. 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 immediately preceding financial year shall be deemed to be a related party.
- 44) **“RBI”** means the Reserve Bank of India established under the Reserve Bank of India Act, 1934.
- 45) **“Regulation”** means the Securities and Exchange Board of India (Portfolio Manager) Regulation, 2020 and as may be amended by SEBI from time to time;
- 46) **“Securities”** includes : “Securities” as defined under the Securities Contract (Regulations) Act, 1956; shares, scrips, stocks, bonds, warrants, convertible and non- convertible debentures, fixed return investments, equity linked instruments, negotiable instruments, deposits, money market instruments, commercial paper, certificate of deposit, units issued by Unit Trust of India and / or by any mutual funds, units or any other instrument issued by any collective investment scheme to the investors in such schemes, mortgage backed or other asset backed securities, derivative, derivatives instrument, options, futures, foreign currency commitments, hedged, swaps or netting of any other securities issued by any company or other body corporate, any trust, any entity, the Central Government, the State Government or the local or statutory authority and all money rights or property that may at any time be offered or accrue (whether by right, bonus, redemption, preference, option or otherwise) and whether in physical and in dematerialized form in respect of any of the foregoing or evidencing or representing rights or interest therein; any other instrument or investments as may be permitted by applicable law from time to time;
- 47) **“Securities lending”** means the securities lending as per the Securities Lending Scheme, 1997 specified by the Board;
- 48) **“Strategy”** means an additional layer of broadly defined investment themes adopted by Portfolio Managers in addition to Investment Approach. These broad Strategies shall be classified under

one of the following headings such as ‘Equity’, ‘Debt’, ‘Hybrid’ and ‘Multi Asset. This tagging shall be at the discretion of the concerned Portfolio Manager. However, a Portfolio Manager may tag more than one Investment Approach to a Strategy, but each Investment Approach must be tagged to only one Strategy.

- 49) **“Term”** means the agreement shall commence from the date of execution of the Agreement and shall continue on the same terms and conditions set out in the agreement unless terminated. Hence, there is no fixed term for the agreement and the agreement shall be in force till its termination.

**INTERPRETATION:**

- 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.
- All references to the masculine shall include the feminine and all references, to the singular shall include the plural and vice-versa.
- All references “Rs.” refer to Indian Rupees. A “crore” means “ten million” and a “lakh” means a “hundred thousand”.

**Description about Portfolio Manager:**

**a) History, Present business and Background of the Portfolio Manager:**

QRC Investment Advisors LLP is a Limited Liability Partnership firm incorporated on 27<sup>th</sup> August 2017, registered under Registrar of Companies, Mumbai.

It is engaged in the business of advisory services for domestic / foreign clients investing in capital markets in India or elsewhere. The Portfolio Manager is registered with SEBI as Portfolio Manager under the Regulations and has received approval for rendering portfolio management services vide registration number **INP000005892**.

The firm’s main objective is to provide value-added services to its clients which align with the client’s long-term goals of wealth creation. They also fully leverage their research capabilities to generate long-term returns for its clients.

**b) Promoters and Designated Partners of the Portfolio Manager:**

<b>Name</b>	Saurabh Shroff
<b>Designation</b>	Designated Partner, Principal Officer
<b>Qualifications</b>	B. Com, CA from the Institute of Chartered Accountant of India, Cleared Level III of the Chartered Financial Analyst (CFA) Program from the CFA Institute, USA.
<b>Brief Profile</b>	<p>Prior to co-founding QRC in 2017, Saurabh has thirteen years of experience in institutional equity sales, equity capital markets &amp; corporate finance. Saurabh worked for 11 years with the Institutional Equity Sales team at DSP Merrill Lynch Limited and Merrill Lynch (Asia-Pacific) based in Mumbai and Hong Kong, respectively. There he advised a variety of global institutions on the Indian stock markets.</p> <p>He has also worked in the Equity Capital Markets &amp; Corporate Finance teams of DSP Merrill Lynch Limited where he was involved with various international public equity transactions as well as advisory assignments. Before that, Saurabh was associated with HDFC Securities Limited where he was a</p>

	research associate in the pharma sector team and analyzed midcap stocks on his own.
<b>Name</b>	Ayaz Motiwala
<b>Designation</b>	Co-founder, Partner
<b>Qualifications</b>	MBA in Finance from the Institute for Technology & Management.
<b>Brief Profile</b>	<p>Ayaz has twenty-five years of experience in equity research and investment management across various funds in India and Asia. At present, he advises Amala Emerging Asia Fund (AEAF) which is focused on investing in high quality growth companies across Asia. Prior to advising the fund, Ayaz was part of the investment team at Samena Capital, a special situations fund.</p> <p>He also worked at Highbridge Capital Management, Hong Kong as part of the multi-strategy investment team where he managed a fund that invested in India and Asean. In 2004 Ayaz joined New Vernon Capital in Mumbai which was amongst the first foreign alternate funds to enter India at that time. Prior to this engagement, he worked for five years at Birla Sun Life Asset Management Company Limited managing a few mutual funds and has also worked for Motilal Oswal Securities as the lead consumer analyst. Ayaz started his professional investing career in 1996 as an analyst with ASK Raymond James.</p>

**Note:** The LLP has received approval for proposed change in control of the LLP from SEBI vide letter dated 11<sup>th</sup> May 2023. Based on that approval, the LLP had applied for Re-registration with SEBI by following the requisite procedures and submitting the necessary documents online and physical mode upon which SEBI vide email dated 26<sup>th</sup> February, 2024 confirmed the application and granted the SEBI PMS registration certificate dated 27<sup>th</sup> February, 2024, the certificate shall be valid till it is suspended, cancelled or surrendered for catering to HNIs, Corporates, and FII Clients.

**c) Top 10 Group Companies under the same Management:**

There are no group companies under the same management.

**d) Details of Services Offered:**

The Portfolio Manager offers Portfolio Management services under Discretionary, Non-Discretionary, and Advisory categories to its clients.

**a) Discretionary Portfolio Management -**

The portfolio account of the client is managed at the full discretion and liberty of the Portfolio Manager. Thus, the choice and timing of investment rest solely with the Portfolio Manager. The portfolio managers' decision (taken in good faith) in the deployment of the Clients' account is absolute and final and cannot be called in question or be open to review at any time during the tenure of the agreement or any time thereafter except on the ground of mala fide, fraud, conflict of interest or gross negligence. The Securities invested/disinvested by the Portfolio Manager for Clients in the same Investment Approach may differ from Client to Client.

This right of the Portfolio Manager will be exercised strictly in accordance with the relevant acts, rules, regulations, guidelines, and notifications in force from time to time.

In the case of client(s) falling under the category of Large Value Accredited Investors, the portfolio manager may invest up to 100% of the assets under management in unlisted securities.

**b) Non-discretionary Portfolio Management -**

In the case of non-discretionary services, the investment objectives and the securities to be invested would be entirely decided by the Client. The same could vary widely from client to client. However, the execution would be carried out only after getting approval from the Client.

Under the Non-Discretionary category, the investment decisions of the Portfolio Manager are guided by the instructions received from the client under an agreement executed between the portfolio manager and the client. The deployment of funds is the sole discretion of the client and is to be exercised by the portfolio manager in a manner that strictly complies with the client's instruction. The decision of the client in the deployment of funds and the handling of his / her / its portfolio is absolute and final. The role of the Portfolio Manager apart from adhering to investments or divestments upon instructions of the client is restricted to providing market intelligence, research reports, trading strategies, trade statistics and such other material which will enable the client to take appropriate investment decisions. For the purpose of acting on the client's instructions, the Portfolio Manager shall take instructions in writing or through any other media mutually agreed such as email, fax, telephone, or suitable and secured message, and may include managing, renewing, and reshuffling the portfolio, buying and selling of securities, keeping safe custody of the securities and monitoring book closures, dividend, bonus, rights, etc. so that all benefits accrue to the client's portfolio, for an agreed fee structure and for a definite described period, entirely at the client's risk.

However, for the client(s) other than those falling under the category of Large Value Accredited Investors, the portfolio manager may advise to invest only up to 25% of the assets under management in unlisted securities in addition to the securities for discretionary portfolio management services. 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.

**c) Advisory Services –**

The Portfolio client is given purely advisory services as stipulated under SEBI PMS Regulations and in accordance with the requirement of the client. Portfolio Manager gives advice to the client regarding investment/disinvestment in Securities. However, discretion lies with the client whether to act upon it or to ignore the advice. The Portfolio Manager will provide advisory portfolio management services, in terms of the SEBI (Portfolio Manager) Regulations, 2020 and SEBI (Investment Advisers) Regulations, 2013 and SEBI (Investment Advisers) (Amendment) Regulations, 2020, which shall be in the nature of Investment advice and may include advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client. Investment advice shall be for an agreed fee structure and for a period agreed and entirely at the client's risk. The Portfolio Manager shall act in a fiduciary capacity towards its client. However, for Client(s) other than those falling under the category of Large Value Accredited Investors, the portfolio manager may advise to invest only up to 25% of the assets under management in unlisted securities in addition to the securities for discretionary portfolio management services. 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.

**Direct On-boarding:**

The Portfolio Manager provides the facility to the Client for Direct onboarding with it i.e., without any involvement of a broker/distributor/agent engaged in distributor services. The client can onboard directly by contacting or signing up services by writing to the Portfolio Manager at [saurabh@qrcia.in](mailto:saurabh@qrcia.in)

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	All cases of penalties imposed by the Board or the directions issued by the Board under the Act or Rules or Regulations made thereunder	None
2	The nature of the penalty/direction	None
3	Any pending material litigation / legal proceedings against the portfolio manager / key personnel with separate disclosure regarding pending criminal cases, if any:	None
4	Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency:	None
5	Any inquiry/ adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee under the Act or Rules or Regulations made thereunder:	None
6	Penalties imposed for any economic offense and/or violation of any securities laws	None

**Services Offered:**

**e) Investment objective:**

The investment objective is to invest in companies and/or firms which have consistently delivered healthy fundamentals over long periods of time historically and have their present organizational DNA robust enough to deliver similar consistency of returns in future as well.

Portfolio is agnostic to benchmark & market cap and can invest in companies across large/mid/small cap companies. The objective is to generate healthy portfolio performance with reduced uncertainty regardless of the nature of prevailing macro-economic environment at any point of time.

Investments can be made in all the Securities including cash equities, futures and options, money market instruments, mutual funds etc. to avail the opportunities available in the market.

**f) Minimum Investment Amount:**

The Portfolio Manager will not accept an initial corpus of less than Rs. 50 Lakhs or such minimum amount as specified by SEBI from time to time. The client may on one or more instances or on a continual basis, make further placements of funds/securities under the services. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund, exchange-traded index funds, bank deposits, and other short-term avenues for investment etc.

g) **Investment Approach:**

a. **ORC - Long Term Opportunities Plan:**

- **Strategy – EQUITY**
- **Investment Objective:**

The objective of the scheme - Long Term Opportunities Plan ('LTOP') is capital preservation and appreciation in the medium term to long term by investing in a portfolio of benchmark and market capitalization agnostic stocks. The emphasis is to invest in a portfolio of high-quality listed equities created through a process of fundamental analysis. Our main objective is to ensure against permanent impairment of capital while acting with conviction and generating solid risk-adjusted returns.
- **Types of securities:**

The primary objective of LTOP is to invest entirely in equities. However, considering the view on the equity markets, the fund may invest in one or more liquid mutual funds/ETFs and/or hold cash.
- **Basis of selection of Securities as a part of Investment Approach:**

Our portfolio has variety of Quality stocks viz. a stock available at a discount to our assessed value (where the market is not paying attention to mid/long term potential of the company's investments) or a stock that is substantially cheap in relation to its peer-set, or a stock that is statistically cheap on its historical earnings. In all our stock holdings, we hope to own the business at a good discount and a reasonably clear path for the value and price gap to converge over time. Quality of the business for us is the demonstrated ability of a company to grow with consistent business profitability, solid competitive position, and a very strong balance sheet. We look to invest in companies that can grow sustainably over the medium to long term with minimal (if any) external capital. This along with management integrity and their dealings with all stakeholders form the bedrock of our investment process. We are bottom-up investors, but we respect business cycles and market volatility, we are also cognizant that stock markets at times tend to favor certain stocks/sectors. We attempt to be opportunistic when such situations present themselves rather than being worried of near term quotational loss or harbor the fear of missing out. We act decisively with our capital when better opportunities are available or at times choose to be in cash if that is the best option.
- **Allocation of portfolio across types of securities:**

The primary objective of this fund is to invest entirely in equities. However, considering the view on the equity markets, the fund may invest in one or more liquid mutual funds/ETFs.
- **Benchmark and Justification for the same:**

BSE500 TRI.

Given that LTOP invests in a market capitalization and sector agnostic manner, a broad market index like BSE500 appears to be the best benchmark index.
- **Indicative tenure or investment horizon:**

LTOP is focused on investors with a minimum 3-to-5-year time horizon.
- **Risks associated with the investment approach:**

LTOP is exposed to the normal risks associated with equity markets. For some of the small cap investments there are 2 specific risks investors should be aware of. First, the earnings and growth profile of small cap companies are generally more volatile than the

more established large cap companies. Hence, share prices are also more volatile relative to large cap companies. Secondly, given that small cap companies have less trading volume on the exchanges, there can be liquidity risks especially at times when the general market volume is low and/or during periods of economic slowdown.

- **Other salient features, if any.**  
NONE.

#### **h) Investments in Group/Associate Companies of the Portfolio Manager:**

QRC Investment doesn't have any associates or group companies. Hence there will be no such Investment in any of the Associates or Group Companies.

#### **Risk Factors:**

- 1) Investments in securities are subject to market risks and include price fluctuation risks. There are no assurances or guarantees that the objectives of investments in securities will be achieved. These investments may not be suited to all categories of investors.
- 2) 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, and the relatively small number of scrips accounting for the large proportion of trading volume. Consequently, the Portfolio Manager provides no assurance of any guaranteed returns on the Portfolio.
- 3) The past performance of the Portfolio Manager is not indicative of future performance. Investors are not being offered any guaranteed or indicative returns.
- 4) The Client stands a risk of loss due to a lack of adequate external systems for transferring, pricing, accounting, and safekeeping or record keeping of Securities. Transfer risk may arise due to the process involved in registering the shares, physical and Demat, in the Portfolio Manager's name, while price risk may arise on account of the availability of share price from stock exchanges during the day and at the close of the day.
- 5) Investment decisions made by the Portfolio Manager may not always be profitable.
- 6) Investments made by the Portfolio Manager are subject to risks arising from the investment objective, investment strategy, and asset allocation.
- 7) Not meeting the obligation to make Capital Contributions in terms of the Agreement may have implications as set out in the Agreement and may also impact the profitability of the Portfolio.
- 8) The Portfolio Manager and/or its Key Management Personnel may have its own Investment in listed securities.
- 9) Equity and Equity Related Risks: Equity instruments carry both company specific and market risks and hence no assurance of returns can be made for these investments. While the Portfolio Manager shall take all reasonable steps to invest the Funds in a prudent manner in such instruments, such decisions may not always prove to be profitable or correct. Consequently, the Client shall assume any loss arising from such decisions made by the Portfolio Manager.
- 10) Macro-Economic risks: Overall economic slowdown, unanticipated corporate performance, environmental or political problems, changes to monetary or fiscal policies, changes in government policies and regulations with regard to industry and exports may have a direct or indirect impact on the investments, and consequently the growth of the Portfolio.
- 11) Acts of State, or sovereign action, acts of nature, acts of war, civil disturbance are extraneous factors which can impact the Portfolio.
- 12) The Client stands the risk of total loss of value of an asset which forms part of the Portfolio or its recovery only through an expensive legal process due to various factors which by way of illustration include default or non-performance of a third party, investee company's refusal to register a Security due to legal stay or otherwise, disputes raised by third parties.
- 13) Reinvestment Risk: This risk arises from the uncertainty in the rate at which cash flows from an investment may be reinvested. This is because the bond will pay coupons, which will

- have to be reinvested. The rate at which the coupons will be reinvested will depend upon prevailing market rates at the time the coupons are received.
- 14) Non-Diversification Risk: This risk arises when the Portfolio is not sufficiently diversified by investing in a wide variety of instruments. As mentioned above, the Portfolio Manager will attempt to maintain a diversified Portfolio in order to minimize this risk.
  - 15) Mutual Fund Risk: This risk arises from investing in units of Mutual funds. Risk factors inherent to equities and debt securities are also applicable to investments in mutual fund units. Further, scheme-specific risk factors of each such underlying scheme, including the performance of their underlying stocks, derivatives instruments, stock lending, off-shore investments, etc., will be applicable in the case of investments in mutual fund units. In addition, events like a change in the fund manager of the scheme, takeover, mergers, and other changes in the status and constitution of mutual funds, foreclosure of schemes or plans, and changes in government policies could affect the performance of the investment in mutual fund units.
  - 16) The Portfolio Manager is neither responsible nor liable for any losses resulting from the Services.
  - 17) Clients are not being offered any guaranteed/assured returns.
  - 18) The investments under the Portfolio may be concentrated towards equity/equity-related instruments of companies primarily belonging to a single or few sectors and hence shall be affected by risks associated with those sectors.
  - 19) The Clients may not be able to avail of securities transaction tax credit benefits and/or tax deduction at source (TDS) credit and this may result in an increased incidence of tax on the Clients. The Client may incur a higher rate of TDS/ Dividend Distribution Tax in case the investments are aggregated in the name of the Portfolio Management Portfolio/Investment Approach.
  - 20) In case of investments in Mutual Fund units, the Client shall bear the recurring expenses of the Portfolio Management Services in addition to the expenses of the underlying mutual fund schemes. Hence, the Client may receive lower pre-tax returns compared to what he may receive had he invested directly in the underlying mutual fund schemes in the same proportions.
  - 21) After accepting the corpus for management, the Portfolio Manager may not get an opportunity to deploy the same or there may be a delay in deployment. In such a situation the Clients may suffer opportunity loss.
  - 22) Clients will not be permitted to withdraw the funds/Portfolio (unless in accordance with the terms agreed with the Client). In addition, they are not allowed to transfer any of the interests, rights or obligations with regard to the Portfolio except as may be provided in the Agreement and in the Regulations.
  - 23) In case of early termination of the Agreement, where Client Securities are reverted to the Client, additional rights available while the Securities were held as part of the Portfolio that was negotiated by the Portfolio Manager with an investee company or its shareholders may no longer be available to the Client.
  - 24) Changes in Applicable Law may impact the performance of the Portfolio.
  - 25) Derivative transactions may be prone to problems of liquidity, mispricing, lack of or improper correlation with assets, or other reasons.
  - 26) Derivative transactions require maintenance of margins, adequate control mechanisms forecasting ability, etc.
  - 27) Risks pertaining to stock lending: In the case of stock lending, risks related to the defaults from counterparties with regard to securities lent and the corporate benefits accruing thereon, the inadequacy of the collateral, and settlement risks.
  - 28) Risk arising out of non-diversification, if any.



## Client Representation:

### a) Details of client's accounts active:

Category of Clients	No. of clients	Funds Managed	Discretionary /
		(Rs. Crores)	Non – Discretionary / Advisory
<b>Associates/Group Companies:</b>			
<b>Individuals</b>			
As of 31 <sup>st</sup> March 2024,	NA	NA	NA
As of 31 <sup>st</sup> March 2023,	NA	NA	NA
As of 31 <sup>st</sup> March 2022,	NA	NA	NA
<b>Corporate</b>			
As of 31 <sup>st</sup> March 2024,	NA	NA	NA
As of 31 <sup>st</sup> March 2023,	NA	NA	NA
As of 31 <sup>st</sup> March 2022,	NA	NA	NA
<b>Others</b>			
<b>Individuals</b>			
As of 31 <sup>st</sup> March 2024,	37	49.37	Discretionary & Advisory
As of 31 <sup>st</sup> March 2023,	40	38.48	Discretionary & Advisory
As of 31 <sup>st</sup> March 2022,	30	26.1	Discretionary & Advisory
<b>Corporate</b>			
As of 31 <sup>st</sup> March 2024,	5	14.87	Discretionary & Advisory
As of 31 <sup>st</sup> March 2023,	4	9.04	Discretionary
As of 31 <sup>st</sup> March 2022,	3	6.96	Discretionary
<b>Total</b>			
As of 31 <sup>st</sup> March 2024,	42	64.24	Discretionary & Advisory
As of 31 <sup>st</sup> March 2023,	44	47.52	Discretionary & Advisory
As of 31 <sup>st</sup> March 2022,	33	33.06	Discretionary & Advisory

### b) Complete Disclosure in respect of transactions with related parties as per the accounting standards specified by the Institute of Chartered Accountants of India:

Please refer Annexure 1 for related parties with whom transactions have taken place during the Financial Year Ended 2022-23.

## The Financial Performance of the Portfolio Manager:

### 8.1 Capital Structure (Rs. in crores)

<b>Particulars</b>	<b>As on 31-Mar-2021 (Audited)</b>	<b>As on 31-Mar-2022 (Audited)</b>	<b>As on 31-Mar-2023 (Audited)</b>
Contribution (Contribution received + Fixed Capital Accounts)	3.33	3.41	3.97
Current Accounts	0.49	1.48	1.93
<b>Total</b>	<b>3.03</b>	<b>3.82</b>	<b>5.9</b>

### 8.2 Deployment of Resources (Rs. in crores)

<b>Particulars</b>	<b>As on 31-Mar-2021 (Audited)</b>	<b>As on 31-Mar-2022 (Audited)</b>	<b>As on 31-Mar-2023 (Audited)</b>
Fixed Assets	0.00	0.00	0.00
Plant & Machinery & Office Equipment's	0.01	0.02	0.21
Investments	2.50	3.72	4.79
Others	0.53	1.48	0.34
<b>Total</b>	<b>3.04</b>	<b>5.22</b>	<b>5.34</b>

### 8.3 Major Sources of Income: (Rs. in crores)

<b>Particulars</b>	<b>As on 31-Mar-2021 (Audited)</b>	<b>As on 31-Mar-2022 (Audited)</b>	<b>As on 31-Mar-2023 (Audited)</b>
Revenue from Operations	0.56	0.83	0.5
Other Income	0.24	0.67	1.54
<b>Total</b>	<b>0.80</b>	<b>1.50</b>	<b>2.04</b>

### 8.4 Net Profit (Rs. in crores)

<b>Particulars</b>	<b>As on 31-Mar-2021 (Audited)</b>	<b>As on 31-Mar-2022 (Audited)</b>	<b>As on 31-Mar-2023 (Audited)</b>
Profit Before Tax	0.41	0.96	1.6
Profit After Tax	0.34	0.77	1.39

## Performance of the Portfolio Manager since inception :

Particulars	Year Ended (2021-22)	Year Ended (2022-23)	Year Ended (2023-24)	Since Inception*
<b>Portfolio Performance (%), Net of all fees and Charges levied by the Portfolio Manager</b>				
· <b>Long Term Opportunities Plan</b>	28.50%	2.47	27.74	13.46%
<b>Benchmark Performance</b>				
· <b>BSE500 TRI</b>	20.88%	-2.26	40.16	13.79%

In the performance/returns table below, please note the following:

- Performance/returns are calculated using the “Time Weighted Rate of Return” method in terms of Regulation 22 of SEBI (Portfolio Managers) Regulations 2020.
- QRC returns are net of all fees and expenses.
- Performance/Return are based on the new benchmark (BSE500 Total Return Index) as on 31<sup>st</sup> March 2024.

*Notes: As on 31 March 2024*

*# Returns over 1 year period are annualized*

*Past performance may or may not be sustained in the future.*

*Returns are calculated on Time Weighted Rate of Return (TWRR) based on Daily Valuation of all the clients combined for each investment approach. This may differ from the individual client return as the Investment Approach returns are combined or all the clients in each Investment Approach.*

*All cash holdings and investments in liquid funds have been considered for calculation of performance. Performance data is net of all fees and all expenses (including taxes).*

*Performance data and Investment Approach provided is not verified by any regulatory authority.*

## Audit Observation:

There are no observations made by the Statutory Auditor of the Portfolio Manager for the preceding three financial years i.e., FY 2020-21, FY 2021-22, and FY 2022-23.

## Fees and Services Charged (To be based on actuals):

1. **Investment Management Fee i.e.,** Fixed Fees charged as agreed with the client-vide terms and conditions mentioned in the agreement relating to the Portfolio Management Services offered to the Clients.
2. **Performance Management Fee i.e.,** performance fees based on profit slabs provided in the portfolio agreement is charged as agreed with the client vide terms and conditions mentioned in the agreement. Performance fees will be charged on the performance over the hurdle rate, management fee, and any costs of trading. It shall be computed on the basis of the high-water mark principle over the life of the investment for charging of performance/profit sharing fees.

**High Water Mark Principle:** High Water Mark shall be the highest value that the portfolio/account has reached. The value of the portfolio for computation of a high watermark shall be taken to be the value on the date when performance fees are charged.

The portfolio manager shall charge a performance-based fee only on an increase in portfolio value in excess of the previously achieved high watermark.

3. **Exit Load:**  
Exit Load is charged as agreed with the client vide the terms and conditions mentioned in the agreement relating to the Portfolio Management Services offered to the Clients.
4. The fees charged to the client for PMS Service comes under “Fees for technical services” under Sec 194J of the Income Tax Act 1961. This section calls for withholding tax on the fees that the client pays to the portfolio manager if he or she falls under
  - An Individual / HUF whose total sales / gross receipt or turnover from business or profession carried on by him exceeds the monetary limit specified under clause (a) or clause (b) of Sec. 44AB during the previous year immediately preceding the financial year.
  - Corporates.
5. **Custodian fee / Depository Charges & Fund Accounting Charges:** Charges relating to custody and transfer of shares, bonds, and units, opening and operation of demat account, dematerialization and rematerialization, and/or any other charges in respect of the investment, etc. The actual fees levied by the custodian for custody, demat charges and fund accounting shall be charged to the client as mentioned in the agreement with the client and as agreed between the Portfolio Manager and the Custodian from time to time.
6. **Registration and transfer agents' fees:** Fees payable for the Registrars and Transfer Agents in connection with effecting the transfer of any or all of the securities and bonds including stamp duty, cost of affidavits, notary charges, postage stamps, and courier charges.
7. **Brokerage, transaction costs, and other services:** The brokerage and other charges like stamp duty, transaction cost, and statutory levies such as GST, securities transaction tax, turnover fees, and such other levies as may be imposed upon from time to time.
8. **Fees and charges in respect of investment in mutual funds:** Mutual Funds shall be recovering expenses or management fees and other incidental expenses and such fees and charges shall be paid to the Asset Management Company of the Mutual Funds on behalf of the Client. Such fees and charges are in addition to the portfolio Management fees described above.
9. **Certification charges or professional charges:** The charges are payable to professional services like accounting, taxation, certification, and any other legal services, etc.
10. **Any incidental and ancillary out-of-pocket expenses:** All incidental and ancillary expenses not recovered above but incurred by the Portfolio Manager on behalf of the client shall be charged to the Client.
11. The portfolio manager shall deduct directly from the cash account of the client all the fees/costs specified above. Other expenses, which could be attributable to the Portfolio Management, would also be directly deducted and the client would be sent a statement about the same.

12. The fee so charged may be a fixed fee or performance-based fee or a combination of both as agreed in the agreement.

**Note: All the Operating expenses excluding brokerage, over and above the fees charged for Portfolio Management Service, shall not exceed 0.50% per annum of the client's average daily Assets under Management (AUM). It shall include charges payable for outsourced professional services like accounting, auditing, taxation, legal services, etc. for documentation, notarizations, certifications, and attestations required by Bankers or regulatory authorities including legal fees and day-to-day operations charges, etc.**

#### **Taxation:**

In view of the individual nature of tax benefits, the Client is advised to consult his or her own tax adviser with respect to the specific tax implications arising out of his or her investments under the portfolio management services. Any Income tax and other direct tax liability on the investments, funds, and yields therefrom shall be borne and paid by the Client. The Portfolio Manager does not take any responsibility for any matters relating to the income tax filings or assessments of the Client. The Portfolio Manager is not by law, contract or otherwise required to discharge any obligation on behalf of the client to pay any taxes payable by the clients.

#### **Accounting Policies:**

##### ➤ **Basis of accounting**

- Books and Records for each product is separately maintained in the Back-office software with Nuvama Custodial Services Limited in the name of the client to account for the assets and any additions, income, receipts and disbursements in connection therewith, as provided by the SEBI (Portfolio Management) Regulations, 2020, and SEBI (Investment Advisers) Regulations, 2013 as amended from time to time.
- Accounting under the respective portfolios is done in accordance with Generally Accepted Accounting Principles except with Point (a) of Income/Expenses.
- Transactions for purchase and sale of investments are recognized as of the trade date. In determining the holding cost of investments and the gain or loss on sale of investment, the first-in-first-out method is followed. The same is done at the product level. The cost of the investments acquired or purchased would include brokerage, stamp charges, and any charges customarily included in the broker's contract note or levy by any statute except STT (Securities Transaction Tax). Securities Transaction Tax incurred on buying and selling of securities is charged to revenue account.
- Realized Gains/Losses are calculated by applying the First in/ First Out method.
- Where eligible securities have been received from the client towards corpus, the closing market value of the previous day of activation of account/receipt of securities (in case of the additional corpus) is considered as a capital contribution and deemed to be the cost of investments for the purpose of tracking performance.
- For derivatives and futures and options, unrealised gains and losses will be calculated by marking to market the open positions.
- Unrealised gains/losses are the differences in between the current market values/NAV and the historical cost of the securities.

##### ➤ **Portfolio Investments**

- Portfolio investments are stated at market/fair value prevailing as on the end of the period, and the difference as compared to book value is recognized as accrued gain/loss in the statement of affairs for the period.
- Market value/fair value of portfolio investments is determined as follows:

Investments in listed equity shares are valued at the closing quoted price on NSE at the end of the period. If the NSE price is unavailable, then the closing quoted price on BSE at the end of the period will be used.

- Investments in units of a mutual fund are valued at the Net Asset Value of the relevant scheme at the end of the period.
  - For the purpose of financial statements, the Portfolio Manager shall mark all the investments on the mark to market. Unlisted Investments will be marked at a cost where the market price is not available (e.g., unlisted Securities received in Corporate Action). However, when unlisted debentures that are scheduled to be listed are received through corporate action, then these debentures will be recorded at face value plus accrued interest until they are listed.
  - The cost of investment acquired or purchased includes brokerage, duties, applicable taxes, and any other applicable charges. Note that securities transaction tax is treated as an expense and not part of the cost of investment.
- **Income/expenses**
- All investment income and Expenses are accounted on accrual basis except Custodian, Fund Accounting, audit fees & Depository charges which are accounted on cash basis.
  - The dividend is accrued on the Ex-date of the securities and the same is reflected in the clients' books on the ex-date.
  - Similarly, bonus shares are accrued on the ex-date of the securities and the same are reflected in the clients' books on ex-date.
  - In case of fixed income instruments, purchased/sold at Cum-interest rates, the interest component up to the date of purchase/sale is taken to interest receivable/payable account.
- **Audit**
- The Portfolio accounts of the Portfolio Manager shall be audited annually by an independent chartered accountant and a copy of the certificate issued by the chartered accountant shall be given to the client.
  - The client may appoint a chartered accountant to audit the books and accounts of the Portfolio Manager relating to his transactions and the Portfolio Manager shall co-operate with such chartered accountant in course of the audit.

**The Accounting Policies and Standards as outlined above are subject to changes made by Portfolio Manager from time to time. However, such changes would be in conformity with the Regulations.**

#### **Disclaimer by Portfolio Manager:**

Prospective investors should review / study this Disclosure Document carefully and in its entirety and shall not construe the contents hereof or regard the summaries contained herein as advice relating to legal, taxation, or financial / investment matters and are advised to consult their own professional advisor(s) as to the legal, tax, financial or any other requirements or restrictions relating to the subscription, gifting, acquisition, holding, disposal (sale or conversion into money) of Portfolio and to the treatment of income (if any), capitalization, capital gains, any distribution, and other tax consequences relevant to their portfolio, acquisition, holding, capitalization, disposal (sale, transfer or conversion into money) of portfolio within their jurisdiction of nationality, residence, incorporation, domicile etc. or under the laws of any jurisdiction to which they or any managed funds to be used to purchase/gift portfolio of securities are subject, and also to determine possible legal, tax, financial or other consequences of subscribing / gifting, purchasing or holding portfolio of securities before making an investment.

## Investor Services:

(i) The details of the investor relation officer who shall attend to the investor queries and complaints are mentioned here below:

Name of the person	Ms. Aparna Iyer
Designation	Compliance Officer
Address	Office 6, Engineers Premises 93-95, Mumbai Samachar Marg Kala Ghoda Fort Mumbai, Maharashtra – 400001
Email	<a href="mailto:finance@qrcia.in">finance@qrcia.in</a>
Investor Grievance Email ID	<a href="mailto:finance@qrcia.in">finance@qrcia.in</a>
Telephone	+919833478223

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 means to handle investor complaints.

### (ii) Grievances 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 the court in Mumbai only and are governed by Indian laws.

The Portfolio Manager shall redress investor grievances promptly but not later than twenty-one calendar days from the date of receipt of the grievance and in such manner as may be specified by the Board.

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: -

All disputes, differences, claims and questions whatsoever arising between the Client and the Portfolio Manager and/or their respective representatives shall be settled in accordance with the provision of The Arbitration and Conciliation Act, 1996 or any statutory requirement, modification or re-enactment thereof for the time being in force. Such arbitration proceedings shall be held at Mumbai or such other place as the Portfolio Manager thinks fit.

Alternatively, with effect from September 2011, SEBI has launched a new web-based centralized grievance system called SCORES i.e., SEBI Complaints Redressal System, for online filing, forwarding, and tracking of resolution of investor complaints. The Client may also make use of the SCORES facility for any escalations on redressal of their grievances. Following is the link to visit the website and inform their dispute/complaints against the LLP.  
<https://scores.sebi.gov.in>

An investor/client shall first take up his/her/their grievance with the Market Participant (Portfolio Manager) by lodging a complaint directly with the concerned Market Participant (Portfolio Manager). If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal using the link <https://smartodr.in/>

The below embedded is the Master Circular dated 4<sup>th</sup> August 2023 issued by SEBI in relation to the Online Dispute Resolution:-



SEBI circular (ODR)  
updated 4-Aug-2023.†

SEBI vide press release PR No. 80/2012 dated 30th August' 2012 has extended its toll-free helpline service for Investors (1800 22 7575 / 1800 266 7575) to Saturday and Sunday from the existing Monday to Friday. The service on Saturday and Sunday would be available initially to investors from all over India in English, Hindi, Marathi, and Gujarati from 9:30 a.m. to 5:30 p.m. For any queries/ feedback or assistance, the Client may also e-mail to [sebi@sebi.gov.in](mailto:sebi@sebi.gov.in).

**Arbitration:**

The agreement with the client shall be governed by construed and enforced in accordance with the laws of India. Any dispute with the client shall at first be settled by mutual discussion, failing which the same will be referred to and settled by arbitration in accordance subject to the provisions of the Arbitration and Conciliation Act, 1996 or any statutory modification/enactment thereof for the time being in force. A sole arbitrator will be appointed by mutual consent of the portfolio manager and the client. The arbitration shall be held in Mumbai and be conducted in the English language. Any action or suit involving the agreement with a client or the performance of the agreement by either party of its obligations will be exclusively in courts located at any place in India subject to the jurisdiction clause in the portfolio agreement.

**Details of investments in the securities of related parties of the portfolio manager:**

Investments in the securities of associate / related parties of 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
NOT APPLICABLE					

**Details of the diversification policy of the portfolio manager**

The Portfolio Manager follows a rule-based approach for investing in its Investment Approach. It should be noted that the Portfolio Manager does not have associates or related parties as mentioned in Point 3c above.

**Anti-Money Laundering Compliances:**

The Government of India has put a policy framework to combat money laundering through the Prevention of Money Laundering Act, 2002 (PMLA 2002). PMLA 2002 and the Rules notified there under (PMLA Rules) came into effect from July 1, 2005. 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 formulate and implement a comprehensive policy framework on anti-money laundering and adopt 'Know Your Customer' (KYC) norms.

Further, SEBI vides Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/104 dated 03<sup>rd</sup> February 2023 (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. Accordingly, the Portfolio Manager reserves the right to reject or refund or freeze the account of the client if the client doesn't comply with the internal policies of the Portfolio Manager or any of the Applicable Laws including the KYC requirements.

The Portfolio Manager shall not be held liable in any manner for any claims arising whatsoever on account of freezing the account/rejection or refund of the application etc. due to non-compliance with the provisions of any of the aforesaid Regulations or Applicable Laws.

Investors are requested to note that KYC is mandatory for all investors. SEBI vide circular no. MIRSD/SE/Cir-21/2011 dated October 5, 2011, and CIR/MIRSD/ 11/2012 dated September 5, 2012, has mandated that the uniform KYC form and supporting documents shall be used by all SEBI registered intermediaries in respect of all new clients from January 1, 2012. Further, SEBI vides circular no. MIRSD/Cir-23/2011 dated December 2, 2011, has developed a mechanism for centralization of the KYC records in the securities market to bring about uniformity in securities markets.

Accordingly, KYC registration is being centralized through KYC Registration Agencies (KRA) registered with SEBI. Thus, each investor has to undergo a uniform KYC process only once in the securities market and the details would be shared with other intermediaries by the KRA. Applications shall be liable to be rejected if the investors do not comply with the aforesaid KYC requirements.

As per the 2015 amendment to PML (Maintenance of Records) Rules, 2005 (the rules), every reporting entity shall capture the KYC information for sharing with the Central KYC Records Registry in the manner mentioned in the Rules, as per the KYC template for 'Individuals' finalized by CERSAI. Accordingly, the KYC template finalized by CERSAI shall be used by the registered intermediaries as Part I of AOF for individuals.

Further, in terms of Rule 9 (1A) of the PML (Maintenance of Records) Rules, 2005 (the rules) and, as per the circular/guidelines issued by the respective regulator, every reporting entity shall capture the KYC information pertaining to Legal Entities from 01st April 2021.

**List of Approved Share Brokers involved for Portfolio Management activities:**

<b>Sr. No.</b>	<b>Name</b>	<b>SEBI Registration No</b>
1	Batlivala & Karani Securities India Pvt. Limited	INZ000214132
2	Antique Stock Broking Ltd.	INZ000001131

**Other Disclosures by Portfolio Manager:**

- The Portfolio Manager and the Client can mutually agree to be bound by specific terms through a written two-way agreement between themselves in addition to the standard agreement.
- The LLP has outsourced its fund accounting and custodial service.

- The LLP and its employees may undertake proprietary investment in its independent capacity.

**For QRC Investment Advisors LLP**

**SAURABH**  
**BHARAT**  
**SHROFF**

Digitally signed  
by SAURABH  
BHARAT  
SHROFF  
Date:  
2024.04.25  
15:22:31 +05'30'

**Saurabh Shroff**  
**(DIN No. 07869061)**  
**Designated Partner**

**KETAKI**  
**SAURABH**  
**SHROFF**

Digitally signed  
by KETAKI  
SAURABH  
SHROFF  
Date: 2024.04.25  
15:23:18 +05'30'

**Ketaki Shroff**  
**(DIN No. 07890210)**  
**Designated Partner**

**Place: Mumbai**  
**Date: 25<sup>th</sup> April, 2024**

**FORM C**

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

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We confirm that:

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

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

The Disclosure Document has been duly certified by an independent Chartered Accountant M/s. B Y & Associates, Chartered Accountants, 8A-2, Chander Mukhi Building, 8th Floor, Opposite Nirmal Building, Nariman Point, Mumbai 400 021, Phone No. 022- 40172000, firm registration number 123423W on 25<sup>th</sup> April, 2024.

**Date: 25<sup>th</sup> April, 2024**  
**Place: Mumbai**

**Signature of the Principal Officer**

**SAURABH  
BHARAT  
SHROFF** Digitally signed by  
SAURABH BHARAT  
SHROFF  
Date: 2024.04.25  
15:22:52 +05'30'

**Mr. Saurabh Shroff**  
**Principal Officer**



QRC  
INVESTMENT  
ADVISORS

## **Annexure 1**

1) Disclosure required pursuant to Accounting Standard – 18 “Related Party Disclosures” prescribed by ICAI is as under:

A. Names of related parties and related party relationship where control exists

I. Partners:

- a) Mr. Saurabh Bharat Shroff
- b) Mrs. Ketaki Saurabh Shroff
- c) Mr. Ayaz Bashir Motiwala

II. Relative:

- a) Mr. Bharat Shroff (Father of Mr. Saurabh Bharat Shroff)

B. Related Party Transactions

<u>Name of the Party</u>	<u>Nature of Transaction</u>		<u>31.03.2023</u>		<u>31.03.2022</u>
Saurabh Bharat Shroff	<b><u>Contribution Received</u></b>				
	Opening Balance	Cr	<b>1,66,00,000.00</b>	Cr	<b>1,66,00,000.00</b>
	Received during the year	Cr	2,00,00,000.00	Cr	--
	Withdrawn during the year	Dr	--	Dr	--
	Closing Balance	Cr	<b>3,66,00,000.00</b>	Cr	<b>1,66,00,000.00</b>
	<b><u>Fixed Capital Account</u></b>	Cr	<b>49,000.00</b>	Cr	<b>49,000.00</b>
	Opening Balance	Cr	<b>49,000.00</b>	Cr	<b>49,000.00</b>
	Received during the year	Cr	45,000.00		--
	Withdrawn during the year	Dr	--		--
	Closing Balance	Cr	<b>94,000.00</b>		<b>49,000.00</b>
	<b><u>Current Account</u></b>				
	Opening Balance	Cr	<b>79,07,371.72</b>	Dr	<b>24,89,049.93</b>
	Partners' Remuneration Paid	Cr	12,33,000.00	Cr	15,00,000.00
	Expenses Incurred on Behalf Firm	Cr	27,71,490.12	Cr	1,31,112.30
	Share of Profit for the year	Cr	71,20,430.70	Cr	37,87,209.29
	Closing Balance	Cr	<b>1,90,32,292.53</b>	Cr	<b>79,07,371.72</b>
Ketaki Saurabh Shroff	<b><u>Fixed Capital Account</u></b>	Cr	<b>1,000.00</b>	Cr	<b>1,000.00</b>
	<b><u>Current Account</u></b>				
	Opening Balance	Cr	<b>26,984.32</b>	Dr	<b>(6,763.25)</b>
	Share of Profit for the year	Cr	77,289.99	Cr	33,747.58
	Closing Balance	Cr	<b>1,04,274.31</b>	Cr	<b>26,984.32</b>
Ayaz Bashir Motiwala	<b><u>Contribution Received</u></b>			Cr	
	Opening Balance	Cr	<b>1,66,00,000.00</b>	Cr	<b>1,56,00,000.00</b>
	Received during the year	Cr	7,50,000.00	Cr	10,00,000.00
	Closing Balance	Cr	<b>1,73,50,000.00</b>	Cr	<b>1,66,00,000.00</b>
Ayaz Bashir Motiwala	<b><u>Fixed Capital Account</u></b>	Cr			
	Opening Balance	Cr	<b>50,000.00</b>		<b>50,000.00</b>
	Received during the year	Cr	--		--
	Withdrawn during the year	Dr	45,000.00		--
	Closing Balance	Cr	<b>5,000.00</b>		<b>50,000.00</b>
	<b><u>Current Account</u></b>				
	Opening Balance	Cr	<b>67,77,361.73</b>	Dr	<b>23,34,122.74</b>
	Partners' Remuneration Paid	Cr	--	Cr	--
	Expenses Incurred on Behalf Firm	Cr	2043.75	Cr	5,78,739.71

	Share of Profit for the year	Cr	66,10,658.56	Cr	38,64,499.28
	Withdrawn during the year	Dr	1,33,54,037.93		
	Closing Balance	Cr	<b>36,026.11</b>	Cr	<b>67,77,361.73</b>
Bharat Shroff	<b><u>Office Rent Paid (Gross)</u></b>		<b>2,10,000.00</b>		<b>4,20,000.00</b>