

Form C

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

EQUITY INTELLIGENCE INDIA (P) LIMITED

5th Floor, Areekal Mansion, Manorama Jn.

Panampilly Nagar, Cochin, Kerala, India-682036

Ph. +91 484 2323232, 2323231

Email: pms@equityintelligence.com

www.equityintelligence.com

We confirm that:

- i) the Disclosure Document forwarded to the Board is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by the Board from time to time;
- ii) the disclosure made in the document are true, fair and adequate to enable investors to make a well-informed decision regarding entrusting management of the portfolio to us/ investment through the Portfolio Manager;
- iii) the Disclosure Document has been duly certified by an independent chartered accountant, Mr. Viju Mathew, Membership No. 204205, Partner, Roy Varghese & Associates, 41/2138E, Third Floor, St. Benedict Road, Cochin-682 018, on 19/11/2024.

Date: 19/11/2024

Porinju Veliyath
Principal Officer,
Equity Intelligence India Pvt Ltd,
5th Floor, Areekal Mansion,
Panampilly Nagar, Cochin, Kerala-682036

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SEBI Registration Number: INP 000000787

DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT

- (i) The Disclosure document has been filed with the Board along with the certificates in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations 2020.
- (ii) The purpose of the Document is to provide essential information about the portfolio management services of Equity Intelligence India Private Ltd, in a manner to assist and enable the investors in making informed decision for engaging Equity Intelligence India Private Ltd as a Portfolio Manager.
- (iii) The necessary information about the Portfolio Manager required by an investor before investing are given herein, and the investor is advised to retain this document for future reference.
- (iv) Details of the Principal Officer:

Name: Mr. Porinju Veliyath

Phone: 0484 – 2323232

E-mail: porinju@equityintelligence.com

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1) **Disclaimer Clause**

The particulars of the services have been prepared in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations 2020, as amended till date and filed with Securities and Exchange Board of India (SEBI). The disclosure 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**

- (i) Portfolio Manager: Equity Intelligence India Private Ltd is hereafter referred to as the Portfolio Manager.
- (ii) Investors: Individuals, Companies, LLP, HUF, firms, FPIs and NRIs who desire to join the PMS of Equity Intelligence India Pvt Ltd will be referred to as Investors.
- (iii) Discretionary Portfolio Management: The Portfolio Manager has the absolute discretion to make all the investment, reinvestment and other decisions relating to the management of the portfolio.
- (iv) Abbreviations Used

SEBI	The Board established under the Securities and Exchange Board of India Act, 1992.
RBI	Reserve Bank of India.
PMS	Portfolio Management Service.
NAV	Net Asset Value: - means the sum total of the current value of the securities plus bank balances, TDS and receivables less payables and PMS fees. TDS (tax deducted at source) on income arising in the PMS account would be included for the calculation of performance figures and PMS fees.
NRI	Non-Resident Indian.
LLP	Limited Liability Partnership.
HUF	Hindu Undivided Family.
Firm	A partnership concern or Body of Individuals.
FPI	Foreign Portfolio Investor.

3) Description

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

Equity Intelligence India Pvt Limited is incorporated as a Private Limited Company promoted with the objective of rendering Portfolio Management Services. The company is the Sponsor and Investment Manager to Equity Intelligence AIF Trust, a category III Alternative Investment Fund registered with the SEBI.

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

1. **Mr. Porinju Veliyath, Managing Director:**

Mr. Porinju Veliyath brings with him an enviable, more than two decade long track record in stock picking and funds management. He started his career in stock markets in the late 1980s as floor trader in Bombay Stock Exchange. Later he moved on to become one of the leading institutional dealers in India. Since 1994 he has been a successful Portfolio Manager and Research Analyst with two leading Broking Houses in Mumbai. He has been instrumental in creating substantial wealth for large number of investors using his unique stock selection prowess and the wealth of knowledge on corporate performance.

2. **Mr. Abhilash Varghese, Director:**

Mr. Abhilash Varghese, a Chartered Accountant, brings his thorough knowledge of financial and accounting fundamentals to the organization and ensures the smooth running of the operations of the company. Understanding the true picture of a company's financial health is an essential aspect of Equity Research. His competence in Corporate Law, Financial and Management Accounting helps the team to conduct proper due diligence of the Companies before picking stocks.

3. **Mr. Dixon Jose, Director:**

After graduating in commerce, Mr. Dixon Jose has been involved in Equity Dealing and Back Office Operations.

(iii) Top 10 group companies or firms of the Portfolio Manager:

1. Honeybricks Property Management LLP - The LLP has been incorporated for providing property management services.

(iv) Details of Services being Offered:

The Portfolio Manager offers only Discretionary Portfolio Management currently. The Portfolio Manager will exercise any degree of discretion as to the investment or management of portfolio of securities or funds of the client.

The clients can avail our services without the intermediation of any persons engaged in distribution services.

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

(i) Cases of penalties imposed by SEBI or the directions issued by SEBI under the SEBI Act or Rules or Regulations made there under.	None
(ii) The nature of the penalty/direction.	Not applicable
(iii) Penalties imposed for any economic offence and/or for violation of any securities laws.	None
(iv) Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any.	None
(v) Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency.	None
(vi) Any enquiry/adjudication proceedings initiated by the Board against the Portfolio Manager or its directors, principal officer or employee or any person directly or indirectly connected with the Portfolio Manager or its directors, principal officer or employee, under the Act or Rules or Regulations made there under.	None that is pending disposal.

5) Services Offered

Discretionary Portfolio Management

This service provides discretionary portfolio management for capital growth by blending market intelligence with fundamentals. Any individual, firm, NRI, LLP, FPI and corporate can join PMS with a minimum initial investment of Rupees Fifty Lakhs. The Portfolio Manager reserves the right to specify higher amount of investment for any investor or class of investors.

(i) PMS Objective/Policy

- Portfolio may comprise of shares, bonds, securities, cash and any other financial instrument in accordance with an agreed strategy between the Portfolio Manager and client.
- A dedicated, qualified Portfolio Manager is assigned who takes full charge of investment decisions.
- The Portfolio Manager has absolute discretion to make investment decisions on the client's behalf.
- Potential of long-term capital growth.
- Ensures efficient management and swift reaction as circumstances dictate.
- Regular reports are provided.

The investments will be made in the name of the investors subject to such conditions as stipulated by the Portfolio Manager. For this purpose, separate bank accounts and Demat accounts will be opened in the name of the investors, which will be operated by the Portfolio Manager duly authorised by the investor through a Power of Attorney.

(ii) Investment Approaches of the Portfolio Manager

Equity Intelligence Portfolio Management Services invests only in listed Indian equities, mainly in small/midcap stocks. The Portfolio Manager takes a long-term bottom-up approach and employs multiple investment processes to arrive at an investment decision, including but not limited to value, growth, momentum and event arbitrage strategies. We do not attempt to time the market or predict the tops and bottoms of the market. This service is suitable for investors who are looking for long

term capital appreciation and wealth creation through equity investing and can see through periods of volatility. All the risk stated in 6 below is applicable to the investment approach of the Portfolio Manager.

(iii) The policies for investment in associates/ group companies of the Portfolio Manager: The Portfolio Manager presently follows the policy of not investing the client's funds in associates/ group companies of the Portfolio Manager. However should this policy change in future then the revised policy thereon along with the maximum percentage of such investments therein shall be informed to the clients. Compliance with the applicable regulations, in such circumstances, shall be ensured.

6) Portfolio Risks / Risk Factors

1. The Portfolio Management Service will be rendered strictly in accordance with Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 and amendments there to. Investors should familiarize themselves with these regulations.
2. Securities investments are subject to market risks and the NAV of the portfolio may go up and go down depending upon the factors affecting the securities market. There can be no assurance or guarantee that the objectives of the investments will be achieved.
3. The past performance of the Portfolio Manager is not indicative of and does not guarantee future performance of the Portfolio Manager. The Portfolio Manager does not give any assurance or guarantee that the objectives of the service will be achieved as investment in equity market is subject to market risk. The Portfolio Manager does not in any way assure the protection of capital of the client and loss of capital is always a possibility.
4. The achievement of the objective of the service is subject to the macro and micro economic factors affecting the capital markets and the rules and regulations that may be enacted to govern the various sectors and industries.
5. The normal risk of volatility and loss of capital applicable to concentration of investment in one category of security in one sector or industry is applicable to the investments made under PMS.
6. The Portfolio Manager has started the PMS activities from 19/03/2003.
7. Conflict of interest: Buying and selling of securities by the Portfolio Manager and the employees of the Portfolio Manager who are directly involved in investment operations

contrary to the portfolio level investment/ divestment decision of the Portfolio Manager shall be termed as transactions having conflict of interest. Since the submission of the previous disclosure document dated 11.05.2020 to SEBI, there have been no transactions by the Portfolio Manager and its employees directly involved in investment operations which have been found to have a conflict of interest with the transactions in any of the client’s portfolio.

8. There is no conflict of interest related to services offered by the group companies of the Portfolio Manager.
9. The portfolio is subject to the errors of judgment of the portfolio manager, its key management personnel and the investment management personnel.
10. The Portfolio manager does not in any way assure the protection of capital of the client and loss of capital is always a possibility.

7) (i) **Client Representation**

Category of Clients	No. of Clients	Funds Managed (Rs. Cr.)	Discretionary/ Non-Discretionary
Associates/Group Companies (last three years)	Nil	Nil	-
Others: As on 31.03.2022	1,673	1,306.94	Discretionary
As on 31.03.2023	1,531	1,227.66	Discretionary
As on 31.03.2024	1,342	1,645.83	Discretionary

(ii) **Related Party Transaction (As per the audited financial statements of FY 2023-24)**

1. Remuneration paid to Key managerial personnel and relative of Key Managerial personnel: Rs. 119.5 Lakhs.
2. Investment management fees from EQ India Fund: Rs. 279.65 Lakhs. EQ India Fund is a scheme of Equity Intelligence AIF Trust to which Equity Intelligence India Pvt Ltd is the Sponsor and Investment Manager and thus is an enterprise in which the company has significant influence.
3. Expense recovered from EQ India Fund, a scheme of Equity Intelligence AIF Trust, an enterprise in which company has significant influence: Rs. 15.31 Lakhs.

4. Investment management fees receivables and other receivables from EQ India Fund, a scheme of Equity Intelligence AIF Trust, an enterprise in which company has significant influence: Rs. 44.29 Lakhs.
5. Expenditure on CSR Activities incurred through Porinju Veliyath Foundation: Rs. 17.98 Lakhs.
6. Investment in EQ India Fund, a scheme of Equity Intelligence AIF Trust, an enterprise in which company has significant influence: Rs. 1,000 Lakhs.
7. Investment in enterprise in which the company has significant influence: Rs. 62.75 Lakhs.
8. Staff advance to Key managerial personnel as on 31/03/2024: Rs. 12.42 Lakhs.
9. Staff advance given to Key managerial personnel during FY 2023-24: Rs. 2.1 Lakhs.

8) Financial Performance of the Portfolio Manager

Equity Intelligence India Pvt. Ltd was incorporated on 11 December 2002 with the objective of rendering Portfolio Management Services.

A) Abstract of the Profit and Loss Account:

(Amounts in Lakhs of Indian Rupees)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Total Income	8,066.08	3,913.20	3,213.98
Less: Expenses			
1) Employee Benefits	418.29	281.61	299.16
2) Depreciation & Amortisation	68.57	50.78	65.82
3) Other Expenses	404.81	493.81	744.01
Profit Before Taxes	7,174.41	3,087.00	2,104.99
Less: Tax Expenses/ Credits	1,340.3	553.35	322.23
Net Profit for the Year after provision for taxes	5,834.11	2,533.65	1,782.76

B) Balance Sheet:

(Amounts in Lakhs of Indian Rupees)

Particulars		As at 31 st March 2024	As at 31 st March 2023	As at 31 st March 2022
I	EQUITY & LIABILITIES			
(1)	Shareholders' Funds			
	(a) Share Capital	132.54	132.54	132.54
	(b) Reserves & Surplus	17,359.39	11,525.28	8,991.63
		17,491.93	11,657.82	9,124.17
(2)	Non-Current Liabilities			
	(a) Deferred Tax Liabilities (Net)			
	(b) Long-Term Provisions	69.35	54.04	48.66
(3)	Current Liabilities			
	(a) Trade Payables	37.84	31.66	28.11
	(b) Other Current Liabilities	125.1	81.12	77.44
	(c) Short-Term Provisions	277.2	181.47	9.74
		440.14	294.25	115.29
	TOTAL	18,001.42	12,006.11	9,288.12
II	ASSETS			
(1)	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets (Property, Plant & Equipment)	2,263.93	1,223.65	1,191.35
	(ii) Investment Property			198.81
	(iii) Capital Work in Progress	21.23		
	(b) Non-Current Investments	13,008.81	7,587.13	5,639.97
	(c) Deferred Tax Assets (Net)	31.07	37.73	34.97
	(d) Long-Term Loans & Advances	27.65	27.69	44.62
		15,352.69	8,876.20	7,109.72

(2)	Current Assets			
	(a) Current Investments	-	1,058.69	520.67
	(b) Stock of Securities			
	(c) Trade Receivables	762.26	489.02	497.79
	(d) Cash & Cash Equivalents	376.09	1,081.55	285.95
	(e) Short-Term Loans & Advances	1,477.02	454.81	844.85
	(f) Other Current Assets	33.36	45.84	29.14
		2,648.73	3,129.91	2,178.4
	TOTAL	18,001.42	12,006.11	9,288.12

9) Portfolio Management Performance –Net of all fees & charges

Year	PMS	NIFTY50	BSE500
Apr to Oct 2024	29.18%	9.44%	11.53%
2023-24	45.76%	29.99%	38.36%
2022-23	5.83%	0.59%	-2.26%
2021-22	23.57%	18.88%	20.88%
2020-21	152.05%	70.87%	76.62%
2019-20	-51.48%	-26.03%	-27.48%
2018-19	-31.87%	14.93%	8.35%
2017-18	18.26%	10.25%	11.82%
2016-17	47.39%	18.55%	24.02%
2015-16	18.11%	-8.86%	-7.82%
2014-15	79.20%	26.65%	33.19%
2013-14	57.85%	17.98%	17.08%

The Portfolio Manager offers only Equity strategy and only Value Investing approach is offered under this strategy.

In terms of APMI Circular dated March 23, 2023 (pursuant to issuance of SEBI letter dated December 16, 2022) the Portfolio Manager has assigned NIFTY 50 as the benchmark index for the value investing strategy. BSE 500 is not a benchmark, its performance is shown as a supplementary information.

10) Audit Observations:

There have been no qualifications in the auditor's report in terms of the audit done under the provisions of The Companies Act 2013, for the preceding three years.

11) Nature of expenses

(i) Investment management and advisory fees

Investment Management Fees/ PMS Fees: A fixed management fee of 2% per annum charged quarterly on average NAV plus a 10% share of the returns above 10% per annum.

TDS (tax deducted at source) on income arising in the PMS account would be included for the calculation of performance figures and PMS fees.

Advisory fees: No advisory service is being offered.

(ii) Custodian Fees: 0.03% of the assets under management.

(iii) Brokerage on transactions: 0.25% for NRI's and 0.15% for resident investors, of the value of the securities bought and sold to be paid to the stockbroker.

(iv) Other expenses include depository charges, bank charges, audit fees, legal and statutory charges which would be charged at actuals. Such expenses shall not exceed 0.5% per annum of the client's average daily Assets Under Management (AUM).

The above charges would be debited and recovered from the portfolio management account.

12) Taxation

Income Tax: Under the Portfolio Management Service, 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 the accounting purpose.

Securities Transaction Tax: Securities Transaction Tax (STT) at the rate of 0.10 per cent is applicable on delivery-based trade in equity shares or units of an equity oriented fund entered into in a recognised stock exchange. STT paid is eligible for income tax benefit under the provisions of the Income Tax Act, subject to such conditions prescribed therein.

TDS: Tax will be deducted at source as per the provisions of The Income Tax Act as amended from time to time.

13) Accounting Policies

- a) Value of shares brought in, if any, for PMS activity or taken out of the activity, if any, are taken at the rate quoted at Bombay Stock Exchange/National Stock Exchange on the day of the relative transaction.
- b) Profit or loss on sale of securities is calculated on the 'first in first out' method.

14) Investor Services

(i) **Name, address and telephone number of the investor relations officer**

Mr. Abhilash Varghese
Compliance Officer
Equity Intelligence India Private Ltd,
5th Floor, Areekal Mansion, Manorama Jn.,
Main Avenue, Panampilly Nagar, Kochi - 682 036
Kerala, India
Ph: 0484 — 2323232/2323231 abhilash@equityintelligence.com

(ii) **Grievances redressal and dispute settlement mechanism**

- A) All grievances and disputes will be received at the corporate office of the Portfolio Manager (as mentioned in clause 13 (i) above) and the Portfolio Manager will ensure timely and prompt redressal of the grievances and disputes. The clients can email their complaints to crm@equityintelligence.com. If the client is not satisfied with the response provided through this channel the client can escalate the issue to the Managing Director of Equity Intelligence India Private Limited at the following address:

Mr. Porinju Veliyath
Managing Director
Equity Intelligence India Private Ltd,
5th Floor, Areekal Mansion, Manorama Jn.,
Main Avenue, Panampilly Nagar, Kochi - 682 036
Kerala, India
Ph: 0484 — 2323232/2323231 porinju@equityintelligence.com

- B) 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 provisions of the Arbitration and Reconciliation Act, 1996 or any statutory requirement, modification or re-enactment thereof for the time being in force.

Such arbitration proceedings shall be held at Kochi or such other place as the Portfolio Manager thinks fit.

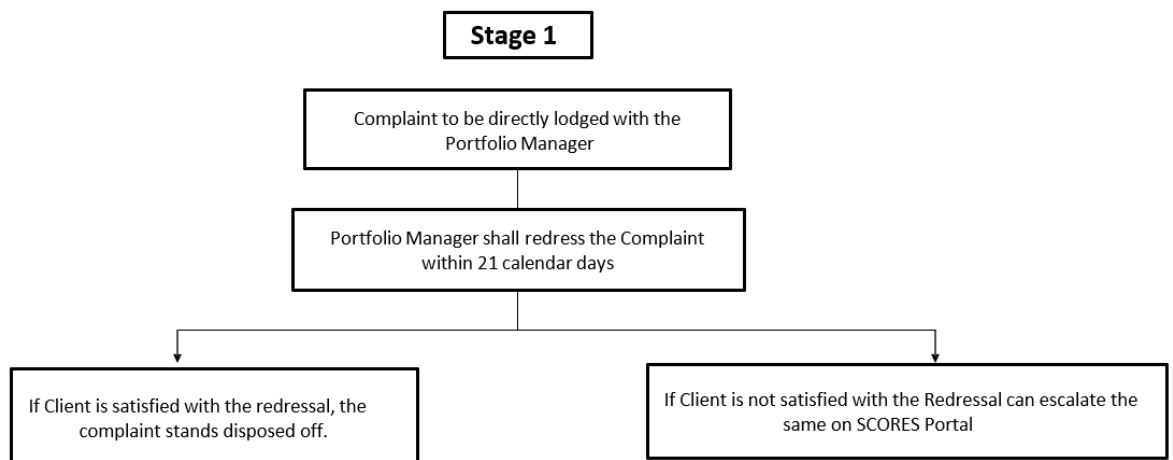
- C) **Escalation to the Regulator:** In case the client is not satisfied with the response from the Portfolio Manager, the client can approach The Securities and Exchange Board of India at the following address:

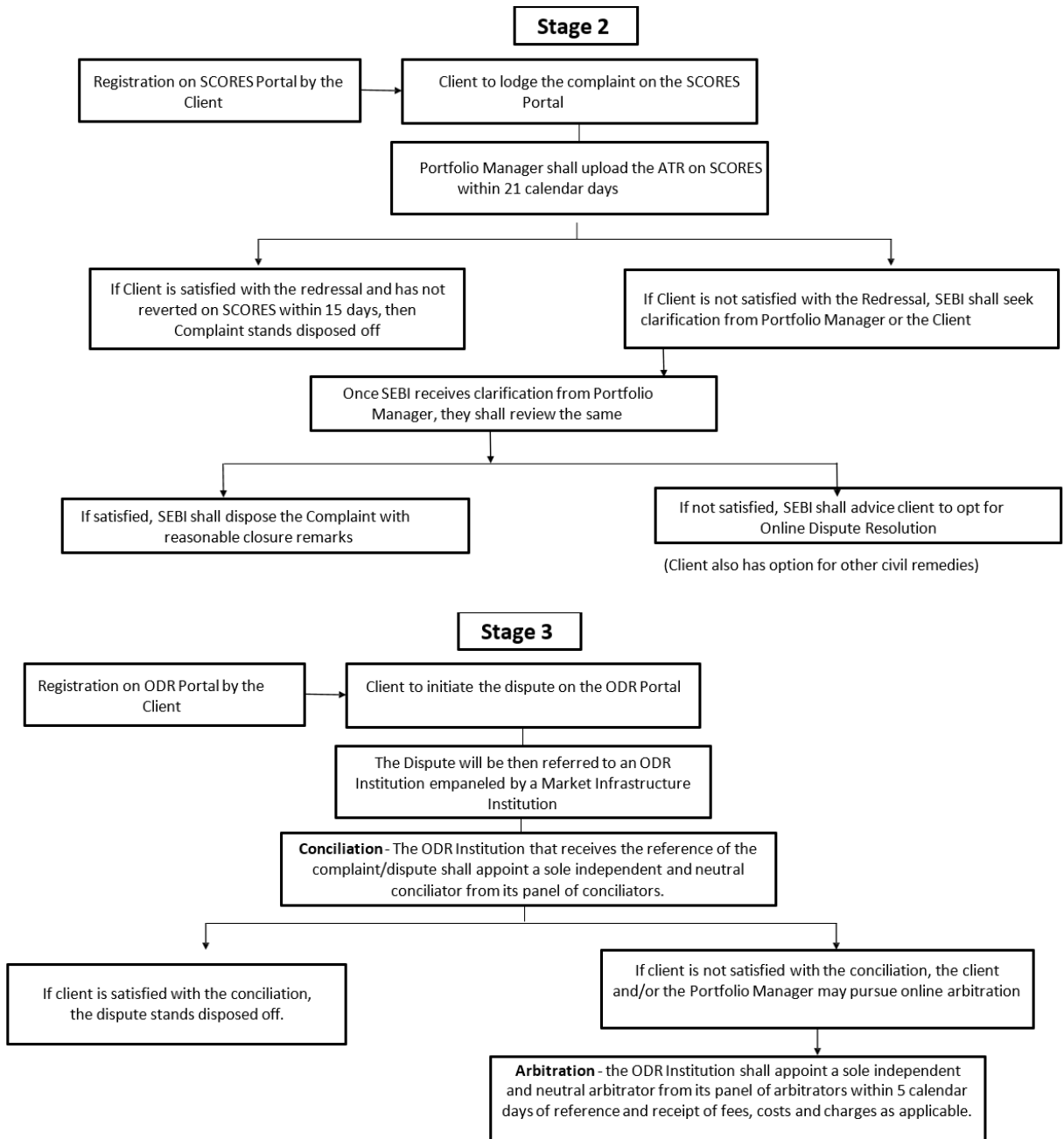
Plot No.C4-A, 'G' Block,
 Bandra Kurla Complex,
 Bandra (East), Mumbai 400051

Complaints against the Portfolio Manager can also be filed through www.scores.gov.in

- D) Resolution through smart ODR
<https://smartodr.in/login>

- E) The 3 stage process flow for the redressal of grievance is given below:





15) Details of investments in the securities of related parties of the portfolio manager

No investment has been made in the securities of related parties of the portfolio manager.

16) Details of diversification policy of the portfolio manager

Equity Intelligence is focusing purely on listed Indian equities. Our investment strategy predominantly entails a concentrated portfolio of mid and small cap companies. We do not invest in any other asset classes, except for the cash maintained for operational purposes and the cash calls of the portfolio manager for tactical purposes. Investors are advised to consult their financial advisors for diversification, detailed asset allocation decisions, and to understand suitability.

Porinju Veliyath
Managing Director

Abhilash Varghese
Director

Dixon Jose
Director

19/11/2024
Kochi