

BRAINPOINT INVESTMENT CENTRE PVT. LTD.

Disclosure Document
Portfolio Management Service

DISCLOSURE DOCUMENT

**[AS REQUIRED UNDER REGULATION 22 OF SECURITIES AND EXCHANGE BOARD OF INDIA
(PORTFOLIO MANAGERS) REGULATIONS, 2020]**

1. The Document has been filed with the Board along with the certificate in the specified format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.
2. The purpose of the document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decisions for engaging BRAINPOINT INVESTMENT CENTRE PVT. LTD. (hereinafter referred as the “Portfolio Manager”) as a Portfolio Manager.
3. The necessary information about the Portfolio Manager required by an investor before investing is disclosed in the Disclosure Document. Investors should carefully read the entire document before making a decision and should retain it for future reference.
4. The Principal Officer designated by the Portfolio Manager is:

Principal Officer	
Name	Ms. Hina Shah
Address	401 Terminal 9, Next to Orchid Hotel, Near Domestic Airport, Nehru Road Extn, Vile Parle East, Mumbai 400099
Phone	+91-22-26636300
E-Mail	hina.shah@brainpointinv.com

This Disclosure Document is dated January 14, 2021.

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1. Disclaimer Clause

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

2. Definitions

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

- 2.1.** “Agreement” or “Portfolio Management Services Agreement” or “PMS Agreement” means the agreement executed between the Portfolio Manager and its Clients in terms of Regulation 22 and Schedule IV of Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.
- 2.2.** “Client” or “Investor” means any person who enters into an agreement with Portfolio Manager for availing the Portfolio Management Services offered by the Portfolio Manager.
- 2.3.** “Discretionary Portfolio Management Services” or “Portfolio Management Services” shall mean the management, including investment or sale of the Portfolio of the Client, as the case may be, by the Portfolio Manager at its complete and unfettered discretion, subject to any specific restrictions mentioned under the Client Mandate forming part of the Agreement or given by the Client in the prescribed format, at a later date(s).
- 2.4.** “Non-Discretionary Portfolio Management Services” means a portfolio management service where a Portfolio Manager acts on the instructions received from the Client with regard to investment of funds of the Client under a contract relating to portfolio management and will exercise no discretion as to the investment or management of the portfolio of securities or the funds of the client, as the case may be.
- 2.5.** “Disclosure Document” or “Document” means this document prepared pursuant to Regulation 22(3) and in accordance with Schedule V of the Regulations disclosing inter-alia following: (i) performance of the Portfolio Manager; (ii) portfolio risks; (iii) the quantum and manner of payment of fees payable by a Client; (iv) disclosures in relation to the business and disciplinary history of the Portfolio Manager as well as the terms and conditions on which any advisory services are being offered and affiliations with other intermediaries etc. V) audited financial statements of the Portfolio Manager (where applicable).
- 2.6.** “Direct on-boarding” means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.
- 2.7.** “Equity Related Instruments” includes convertible bonds and debentures, convertible preference shares, equity warrants, equity derivatives, FCCBs, equity mutual funds and any other like instrument.

- 2.8.** “Equity Oriented Mutual Fund” means a mutual fund scheme which invests at least 65% of the assets in equities and equity related instruments.
- 2.9.** “Financial year” means the year starting from 1stApril and ending on 31stMarch of the following year.
- 2.10.** “Funds” means the monies managed by the Portfolio Manager on behalf of the Clients’ pursuant to the PMS Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the PMS Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the portfolio manager.
- 2.11.** “Initial Corpus” means the value of the funds and / or the market value of securities brought in by the Client at the time of registering as client with Portfolio Management Services and accepted by the portfolio manager.
- 2.12.** “Portfolio” means Securities and/or Funds managed by the Portfolio Manager on behalf of the Client pursuant to the PMS Agreement and includes any Securities and/or Funds mentioned in the account opening form, any further Securities and/or funds placed by the Client with the Portfolio Manager for being managed pursuant to the PMS Agreement, Securities or other realization of the portfolio acquired by the Portfolio Manager through investment of Funds and bonus, dividends or other receipts and rights in respect of Securities forming part of the portfolio, so long as the same is managed by the Portfolio Manager under the PMS Agreement.
- 2.13.** “Portfolio Manager” means BRAINPOINT INVESTMENT CENTRE PVT. LTD., a Company incorporated under the Companies Act, 1956 and registered with the Securities and Exchange Board of India as a Portfolio Manager vide registration certificate no. INP000007119 under the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020.
- 2.14.** “Regulations” or “SEBI Regulations” means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended from time to time.
- 2.15.** “SEBI” means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.
- 2.16.** “Securities” means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.
- 2.17.** “Custodian” means a custodian of securities, duly holding a certificate of registration under the SEBI (Custodian of Securities) Regulations, 1996 (as amended or re-enacted from time to time).
- 2.18.** “Investment Approach” means a broad outlay of the type of securities and permissible instruments to be invested in by the portfolio manager for the Client, taking into account factors specific to clients and securities which shall inter-alia include but not limited to

investment objective, description of type of securities, basis of selection of such type of securities, allocation of portfolio, appropriate benchmark to compare performance, investment horizon and risks associated with the investment approach.

- 2.19.** “Principal Officer” means an employee of the portfolio manager who has been designated as such by the portfolio manager and is responsible for:- (i) the decisions made by the portfolio manager for the management or administration of portfolio of securities or the funds of the client, as the case may be; and (ii) all other operations of the portfolio manager.
- 2.20.** “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.

The terms and expressions not herein defined shall, where the interpretation and meaning have been assigned to them in terms of the Securities Exchange Board of India Act, 1992 or the relevant regulations framed thereunder, Depositories Act, 1996, the Companies Act, 2013 and the General Clauses Act, 1897, have that interpretation and meaning.

3. Description

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

BRAINPOINT Investment Centre Pvt. Ltd. (BRAINPOINT/ Company) is incorporated under the Companies Act, 1956, as a Private Limited Company. BRAINPOINT Investment Centre Pvt. Ltd. was incorporated on January 30, 1997. Since inception, BRAINPOINT focused on activity of distribution of investment products.

We have gained expertise in analysing mutual fund schemes, and we carry out an in-depth study considering various parameters on a regular basis. Investments made for clients are backed by periodic valuation reports and regular relevant information. From the year 2008, BRAINPOINT started distribution of Mutual Fund Products exclusively.

3.2. Promoters of the Portfolio Manager, Directors And their Background

3.2.1. JAYDEEP KASHIKAR (B.COM., CFP)

Our Company’s Chairman and Promoter, Mr. Jaydeep Kashikar, has 23 years of experience in the Capital Market. He also served as Director on the board of Financial Planning Standards Board India (FPSB India) from April 2011 to March 2013 and was also on the 'Panel of Experts' of moneycontrol.com since April '06 for a few years.

Recognitions:

- Inducted in the ‘Hall of Fame’ at CNBC – TV 18’s Financial Advisor Awards 2018-19.
- Adjudged “Best Individual Financial Advisor - National (All India)” at CNBC-TV18’s Financial Advisor Awards 2009, 2010 & 2014.
- Adjudged “Best Individual Financial Advisor - West Zone” at CNBC-TV18’s Financial Advisor Awards 2008, 2009, 2010, 2013, 2014, 2016 & 2018.

3.2.2. VANDANA KASHIKAR (B.COM., CFP)

Mrs. Vandana Kashikar has 23 years of experience in Operations and Compliance. She has experience at BRAIN POINT Investment Centre Pvt. Ltd. Meticulous and having an eye for details, and thrives in designing and setting up processes for the Company. She specializes in compliance operations at almost all levels.

3.3. Top 10 Group Companies/ Firms of the Portfolio Manager as on 31stMarch, 2020.

Nil.

3.4. Details of Services being offered by the Portfolio Manager

3.4.1. Discretionary Services

Under these services, the Portfolio Manager will exercise sole and absolute discretion as to investment and/ or management of the portfolio of securities or the funds of Clients' as he deems fit and in terms of the PMS Agreement executed with each Client. The securities invested / disinvested by the Portfolio Manager for Client in the same Investment Approach may differ from Client to Client. The decision of Portfolio Manager (taken in good faith) in deployment of the Clients' Portfolio is absolute and final and cannot be called in question or be open to review at any time during the currency of the agreement or any time thereafter except on the ground of malafide, fraud, conflict of interest or gross negligence.

Under the Discretionary Portfolio Management Services offered to the Client, the Portfolio Manager may design financial products (structured products) or invest in any one or a combination of financial instruments such as equity, bonds, debentures, mutual fund units, fixed deposits, derivatives instruments, etc. to meet specific requirements of the Clients.

These structured products would be managed in accordance with the product specifications provided by the Portfolio Manager to the Client. The amount invested by the clients under the structured products may be subject to lock in period. Every structured product shall have separate term sheet and risk factors that would be read and signed by the Client before investment.

3.4.2. Non-Discretionary Services

Under these services, the Portfolio Manager executes transactions in securities as per directions of the Client and in terms of the PMS Agreement. The Portfolio Manager's role is limited to providing research, investment advice and trade execution facility to the Client. The Portfolio Manager shall execute orders as per the mandate received from Client.

3.4.3. Advisory Services

The Portfolio Manager will provide advisory services which shall be in the nature of investment advisory and shall include the responsibility of advising on the portfolio strategy and investment / divestment of individual securities in the Client's Portfolio in terms of the Agreement and within overall risk profile. In such case, the Portfolio Manager does not make any investment on behalf of the Client.

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

administrative activities of the Client's Portfolio.

4. Penalties, Pending Litigations Or Proceedings, Findings Of Inspection Or Investigations For Which Action May Have Been Taken Or Initiated By Any Regulatory Authority.

- 4.1. All cases of penalties imposed by SEBI or the directions issued by SEBI under the SEBI Act, 1992 or Rules or Regulations made there under.

None

- 4.2. The nature of penalty / direction.

None

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

None

- 4.4. Any pending material litigation/legal proceedings against the portfolio manager /key personnel with separate disclosure regarding pending criminal cases, if any.

None

- 4.5. Any deficiency in the systems and operations of the portfolio manager observed by SEBI or any regulatory agency.

None

- 4.6. Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency.

None

- 4.7. Any enquiry/adjudication proceedings initiated by SEBI against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the SEBI Act, 1992 or Rules or Regulations made thereunder.

- 4.7.1. For Portfolio Manager

None

- 4.7.2. For any person directly or indirectly connected with the Portfolio Manager or its directors, principal officer or employee

None

5. Services Offered

5.1. Nature of Services

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

The Portfolio Manager under its Discretionary Portfolio Management Services offers following Investment Approach to cater to requirements of individual Client. The Portfolio Manager shall deploy the securities and/ or funds of the Client in accordance with the investment objectives, investment policy and investment approach at the time of Investment.

5.2. Investment Approach

Name	BRAINPOINT Future Winners
Investment Objective	BRAINPOINT Future Winners follows a growth driven approach with an objective to capture the upside by investing predominantly in Equity Mutual Funds to offer wealth creation opportunities. In case Portfolio Manager believes the risk-reward is unfavorable in equity related instruments, he / she may partially / fully stay invested in any of the debt mutual funds or any non-equity mutual funds.
Description of types of securities	All types of Mutual Fund schemes. The Portfolio Manager will invest in the direct plans (investments not routed through a distributor) of the Mutual Fund schemes.
Basis of selection of Mutual Fund schemes as part of the investment approach	<p>The Portfolio Manager will aim to identify and invest in SEBI registered mutual fund schemes which offer the investors an opportunity to have a fair balance between safety and growth. The portfolio may invest in one or more mutual fund schemes. The selection of mutual fund schemes will be at the sole discretion of the Portfolio Manager which will depend on following parameters/methodology</p> <p>-</p> <ul style="list-style-type: none"> i) Credentials of the fund house ii) Fund Manager's experience and his past track record on various aspects iii) Corpus size of the fund iv) M-o-M / Q-o-Q consistent performance of the fund v) Derivatives exposure vi) Cash Calls vii) Preferred category viz. Large cap / Midcap / Small cap/ Multi cap/ Diversified depending upon risk-reward offered at the given point of time in equity markets viii) Basis of selection of Fund Manager <p>At BrainPoint we have bucketed Fund Managers depending upon their specialisation viz. large cap specialists, midcap specialists, small cap specialists and depending upon which category to invest in, we bank on those category specialists.</p> <p>At BrainPoint we have also identified Fund Managers who are best for bull runs who deliver best performance during market uptrends, and who are best for bear phase who usually fall the least and also who are evergreen Fund Managers who manage both well i.e. the upside as well as the downside. And depending upon the market scenario we bank on those Fund Managers.</p>

	<p>We have identified ‘Momentum’ Fund Managers too, who top the charts in uptrend but are at the bottom (worst performers) in the down trend. We avoid such Fund Managers with momentum style.</p> <p>To deliver consistent outperformance which will be our aim, we would be looking for the best of all parameters from:</p> <ol style="list-style-type: none"> a. The right category at that point of time (Large cap / Midcap / Small cap / Diversified) b. Category Specialist Fund Managers c. Reasonable Corpus - too high a corpus to manage would be avoided. <p>Our aim is always to predict ‘Future Winners’ rather than banking on ‘Past Winners’.</p> <p>ix) Dynamic Asset Allocation: Dynamic asset allocation will involve switch to Liquid / Debt Funds from Equity Funds and vice versa.</p> <p>x) Parameters for our Market Timing:</p> <ol style="list-style-type: none"> a. Market Cap : GDP b. PE c. P/BV d. Market Sentiment e. Mid & Small Caps action f. NFOs / IPOs g. Buying, selling trends of DIIs & FIIs h. Leverage position in the market i. Put-Call Ratio (PCR) j. Volatility Index (VIX) k. Relative Strength Index (RSI) 						
<p>Allocation of portfolio across types of securities</p>	<table border="1" data-bbox="507 1243 1385 1512"> <thead> <tr> <th>Instruments</th> <th>Indicative Allocations (% of portfolio value)</th> </tr> </thead> <tbody> <tr> <td>Units of Equity / Debt / other types of Mutual Fund schemes</td> <td>0% to 100%</td> </tr> <tr> <td>Cash</td> <td>0% to 100%</td> </tr> </tbody> </table> <p>The asset allocation pattern may change from time to time, keeping in view market conditions. The intention being at all times to seek to protect the interests of the Client.</p> <p>The Portfolio Manager will invest in the direct plans (investments not routed through a distributor) of the Mutual Fund schemes.</p>	Instruments	Indicative Allocations (% of portfolio value)	Units of Equity / Debt / other types of Mutual Fund schemes	0% to 100%	Cash	0% to 100%
Instruments	Indicative Allocations (% of portfolio value)						
Units of Equity / Debt / other types of Mutual Fund schemes	0% to 100%						
Cash	0% to 100%						
<p>Appropriate benchmark to compare performance and basis for choice of benchmark</p>	<p>Nifty 500 Index</p> <p>NIFTY 500 is a broad based index representing the top 500 companies based on full market capitalisation. As the investment approach will be a flexible strategy to predominantly invest in any of the types and categories of Equity funds across market capitalisations to maximise returns, Nifty 500 index would be the most appropriate benchmark.</p>						
<p>Indicative tenure or investment horizon</p>	<p>Ideally equity investing is for long term and hence 5-10 years or even more would be the ideal investment horizon to tide over the volatility.</p>						

Risks associated with the investment approach	<p>The Portfolios will invest in schemes of Mutual Funds. Hence scheme specific risk factors of each such underlying scheme will be applicable to the portfolios. Following risks are also associated with the Investment Approach.</p> <p>i) Change of Fund Manager of the Scheme ii) Change of controlling interest in the Asset Management Company iii) Substantial increase in the scheme's AUM iv) Regulatory changes governing the Scheme</p> <p>The Risk Factors are given in detail under Point No.6</p>
Other Salient features if any	None

5.3. Minimum Investment Amount

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

5.4. Policy for investment in Associates/ Group Companies of the Portfolio Manager

Portfolio Manager shall not make investment of client's funds in associate / group companies of the Portfolio Manager.

5.5. Transactions (other than Investment) with Associates/ Group Companies

The Portfolio Manager may utilize services of its Associates/ Group Companies for activities like Software Services, Depository Participant, broking, distribution etc. relating to Portfolio Management Services. Such utilisation will be purely on arms' length and commercial basis and at a mutually agreed terms and conditions as permissible under the Regulations.

5.6. Direct on-boarding of clients by Portfolio Managers

The Portfolio Manager provides an option to the clients to be on-boarded directly, without intermediation of persons engaged in distribution services. At the time of on-boarding of clients directly, no charges except statutory charges shall be levied. The Client can sign up for our services by writing to us at email: pms.support@brainpointinv.com.

5.7. Custody and Safe-Keeping

The Portfolio Manager shall arrange for the custody of the Investments by appointing a Custodian, details are as follows:

- Name of the Custodian : KOTAK MAHINDRA BANK LTD
- Address :27 BKC, C27, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI 400051.
- Registration No. : IN/CUS/017

Custodian shall be holding investments in dematerialized form in the Client Depository Account and/or Client Mutual Fund Investment Account and/or Pooled Depository Account. The Portfolio Manager shall use all reasonable care and due diligence for the safe custody of the Investments and extend the same degree of care and due diligence as a Portfolio Manager would extend in case of his own portfolio.

6. Risk Factors

- 6.1. Securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the investments /PMS products/clients will be achieved.
- 6.2. Past performance of the Portfolio Manager does not indicate the future performance of the Portfolio or performance of any other future portfolio(s) of the Portfolio Manager.
- 6.3. **Risk arising from the investment objective, investment strategy and asset allocation are as follows:**
 - 6.3.1. Investment in mutual funds, whether on the basis of fundamental or technical analysis or otherwise, is subject to market risks which include, trading volumes, settlement risks, liquidity risk, default risk, price fluctuations impact cost, basis risk, etc. The Portfolio Manager does not assure or guarantee that the objectives of any of the Portfolios will be achieved and investors are not being offered any guaranteed returns. The investments may not be suitable to all the investors.
 - 6.3.2. Past Performance of the Portfolio Manager does not indicate or guarantee the future performance of the Portfolio manager or any other Portfolio in future or any other future Portfolio of the Portfolio Manager. There is no assurance that the past performances will be repeated in future.
 - 6.3.3. The names of the Portfolios do not in any manner indicate their prospects or returns. Client should understand that investment in mutual funds are subject to market risks.
 - 6.3.4. The value of the Portfolio may be affected by changes in the general market conditions, domestic and / or overseas, as the case may be, and factors and forces affecting the capital markets, in particular, level of interest rates, various market related factors, trading volumes, settlements periods, transfer procedures, currency exchange rates, foreign investments, changes in government policies, taxation, political, economic and other developments, closure of stock exchanges, etc. Delays or other problems in settlement of transactions could result in temporary period when the assets in the Portfolio are un-invested and no return is earned thereon. The inability of the Portfolio Manager to make intended Securities purchases, due to settlement problems, could cause the Portfolio to miss certain investment opportunities.
 - 6.3.5. Risk may also arise due to an inherent nature/ risk in the stock markets such as, volatility, market scams, circular trading, price rigging, liquidity changes, de-listing of Securities or market closure, relatively small number of scrip's accounting for a large proportion of trading volume among others.

- 6.3.6.** In case the Portfolio Manager invests in mutual funds registered with SEBI, specific risk factors of each such underlying investment will be applicable to the portfolio. All risks associated with such underlying investment, including performance of their underlying stocks, derivative instruments, off-shore investments etc. will therefore be applicable to the Portfolio. Returns from the types of securities in which mutual funds invest may under-perform from various general securities markets or different assets classes. Different types of securities tend to go through cycles of out-performance and under-performance in comparison with general securities markets.
- 6.3.7.** Each Portfolio will be exposed to various risks depending on the investment objective, investment strategy and the asset allocation. The investment objective, investment strategy and the asset allocation may differ from client to client.
- 6.3.8.** As the price/value/interest rates of the securities in which mutual funds invest fluctuates, the value of the portfolio managed by the Portfolio Manager may go up or down depending on various factors and forces affecting the capital markets and money markets.
- 6.3.9.** Investment in mutual funds investing in equity and equity related instruments will have all the risks associated with the equity schemes including liquidity risk.
- 6.3.10.** Investments in mutual funds investing in debt and other fixed income instruments will have all the risks associated with the income scheme including interest risk, reinvestment risk, credit risk, market risk, liquidity risk, etc.
- 6.3.11.** Any change in the investment policies or fundamental attributes of the schemes of mutual funds will affect the performance of the Client's Portfolio managed by the Portfolio Manager.
- 6.3.12.** When the underlying Securities of the mutual fund scheme are industry specific such as technology stocks; such investments may be subject to volatility, high valuations, obsolescence and low liquidity leading to non-diversification or concentration risk. If the sector(s), for any reason, fails to perform, the performance of the mutual fund scheme will be adversely affected.
- 6.3.13.** The Client acknowledges and confirms that the purchases and sale of mutual fund units have inherent risks and accordingly, any loss, damage, cost, expenses, direct/indirect or consequential on account of purchases and sale of such units by the Portfolio Manager with the Funds of the Client shall be that of the Client. The Portfolio Manager shall not in any way, directly, or indirectly be responsible or liable for the loss damage, cost, expenses, direct/indirect or consequential, which arises to the Client for any reason whatsoever.
- 6.3.14.** In case of investments in mutual fund units, the Client will bear the recurring expenses of the underlying mutual fund schemes also, apart from exit load if any.
- 6.3.15.** After accepting funds from the Client, the Portfolio Manager may not immediately get any opportunity to deploy the same, or there may be a delay in deployment. In such a situation, the Clients may suffer opportunity loss.
- 6.3.16.** Investment decisions made by the Portfolio Manager may not always be profitable. Investing in the securities market could possibly result in loss of capital.

6.3.17. A Client may withdraw the funds/Portfolio only in accordance with the terms agreed upon with the Client. Likewise, a client may transfer the interest, rights or obligations with regard to the Portfolio only as provided in the portfolio management services agreement and in the Regulations.

6.3.18. Changes in applicable law may impact the performance of the Portfolio.

6.4. Risk arising out of non-diversification

The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its performance will be dependent on performance of such sector / industry.

6.5. Risk Associated with Premature Withdrawal.

In case the Client requests for premature withdrawal / closure of his account, then the securities can be liquidated at loss, for facilitating to generate cash for the closure / partial withdrawal of his account. The portfolio manager shall not be liable for this loss as he would have constructed portfolio on the time horizon given by the client.

6.6. The Portfolio Manager has received registration as a Portfolio Manager, under the SEBI (Portfolio Managers) Regulations, 2020 in December 2020. The Portfolio Manager has no previous experience/track record in the field of portfolio management services.

6.7. The Portfolio Manager has received registration as a Portfolio Manager, under the SEBI (Portfolio Managers) Regulations, 2020 in December 2020. Therefore, there are no transactions of purchase and sale of securities by portfolio manager and its employees who are directly involved in investment operations having conflict of interest with the transactions in any of the client's portfolio.

6.8. There are no transactions giving rise to conflict of interest related to services offered by group companies or associates of the portfolio manager.

7. Client Representation

7.1. Client Representation(*Excluding Clients under Advisory Services)

The Portfolio Manager has received registration as a Portfolio Manager, under the SEBI (Portfolio Managers) Regulations, 2020 in December 2020 and has no previous experience under Portfolio Management Services. Accordingly, no information is disclosed under this section.

7.2. Disclosures in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India

7.2.1. Parties where control exists

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount
NIL			

7.2.1.1. Other related parties where transactions have taken place during the financial year ended March 31, 2020

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount
NIL			

8. Financial Performance of the Portfolio Manager

Following tables captures key financial performance of BRAINPOINT INVESTMENT CENTRE PVT. LTD. based on audited financial statements for the following period (₹ in Lakhs).

8.1. Capital Structure

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
(a) Paid up Capital	1	1	1
(b) Free Reserves (excluding revaluation reserve)	8663	6486	6123
Total (a+b)	8664	6487	6124

8.2. Net-worth Details

Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
Net Worth	8664	6487	6124

8.3. Deployment of Resources

Sr. No	Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
I	Non-Current Assets			
a)	Fixed Assets	93	146	184
b)	Deferred Tax	102	70	40
II	Current Assets			
a)	Current Investments	8326	6225	3894
b)	Other Current Assets	1234	606	2782
	Total	9653	7047	6900

8.4. Details of Profitability

Sr. No	Particulars	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018
I	Total Income	4291	2512	2250
II	Profit / (Loss) Before Tax	2806	680	1399
III	Profit/ (Loss) After Tax	2187	564	1241

9. Portfolio Management Performance of the Portfolio Manager

The Portfolio Manager has received registration as a Portfolio Manager, under the SEBI (Portfolio Managers) Regulations, 2020 in December 2020. The Portfolio Manager has no previous experience/track record in the field of portfolio management services.

Portfolio manager shall ensure compliance with computation of performance of portfolio in terms of SEBI (PMS) Regulations, 2020 and SEBI Circular no. SEBI/HO/IMD/DF1/P/2020/26 dated February 13, 2020.

10. Audit Observations

Portfolio Manager has received SEBI registration in December 2020. Portfolio Manager has not yet commenced its operations. Accordingly, there are no audit observations in relation to portfolio management activities in terms of SEBI (PMS) Regulations, 2020. There have been no adverse Audit observations by the statutory auditors in the preceding 3 years.

11. Nature of Expenses

The following are the broad types of costs and expenses chargeable to Clients availing the Portfolio Management Services. The exact quantum of fees / expenses relating to each of the services shall be annexed to the Agreement executed between the Client and the Portfolio Manager. The expense charged may vary from Client to Client. The expenses incurred shall be directly debited on actual expense incurred basis to the Client's Portfolio as and when the same becomes due for payment or on a monthly basis.

11.1. Portfolio Management Fees

The fees relate to portfolio management services offered to Clients. The fees would be in the form of a percentage of the assets under management.

An indicative table of fee that may be levied by the Portfolio Manager is given hereunder.

Nature of Fees	Particulars
Fixed Management Fee	Up to 2.50% per annum on daily closing NAV of the Portfolio

The actual fees charged by the Portfolio Manager for each Client shall be determined separately as per the Agreement and the fees may vary from Client to Client. Further, the fees chargeable for new Investment Approach introduced by the Portfolio Manager shall be given separately. Goods and Services tax and statutory levies would be levied separately as per the prevailing rates from time to time.

11.2. Other Expenses

Apart from Portfolio Management Fees, the following are the general costs and expenses to be borne by the Client availing the Portfolio Management Services of the Portfolio Manager on actual basis, which shall not exceed the limits prescribed in the SEBI Regulations. The actual expenses and costs charged by the Portfolio Manager for each Client shall be determined separately as per the Agreement and may vary from Client to Client.

11.2.1. Custodian/Depository Fees

The charges relate to opening and operation of depository accounts, custody and transfer charges for securities, dematerialization and re-materialization, fund accounting services and other charges in connection with the operation and management of the depository accounts.

11.2.2. Registrar and Transfer Agent Fees

Charges payable to registrars and transfer agents in connection with transfer of securities including stamp charges, cost of affidavits, notary charges, postage stamp and courier charges and other related charges would be recovered.

11.2.3. Brokerage and Transaction Costs

The brokerage charges, and other charges like Goods and Services Tax, stamp duty, transaction costs including bank charges, turnover tax, securities transaction tax or any other tax levied by statutory authorities on the purchase and sale of securities.

11.2.4. Audit Fees, Certification and Professional Charges

Charges payable for outsourced professional services like accounting, auditing, taxation and legal services etc. for documentation, notarizations, certifications, attestations required by bankers or regulatory authorities including legal fees etc. would be recovered.

11.2.5. Services Related Expenses

Charges in connection with day to day operations like courier expenses, stamp duty, Goods and Services Tax, postal, telegraphic or any other out of pocket expenses as may be incurred by the portfolio manager would be recovered.

11.2.6. Any Other Incidental and Ancillary Charges

All incidental and ancillary expenses not covered above but incurred by the Portfolio Manager on behalf of the Client for Portfolio Management and expenses incurred by the Portfolio Manager in terms of the Agreement shall be charged to the Client.

11.2.7. Direct Onboarding of Client

The Portfolio Manager provides an option to the clients to be on-boarded directly, without intermediation of persons engaged in distribution services.

At the time of on-boarding of clients directly, no charges except statutory charges shall be levied by the Portfolio Manager.

11.2.8. Operating Expenses Limit

Operating expenses excluding brokerage, over and above the fees charged for Portfolio Management Service, shall not exceed limit as prescribed by SEBI from time to time. Presently SEBI has prescribed limit of 0.50% per annum of the client's average daily Assets under Management (AUM) vide SEBI Circular no. SEBI/HO/IMD/DF1/P/2020/26 dated February 13, 2020.

11.3. Exit Load

The Portfolio Manager does not intend to charge any exit load to the clients in case of full or partial redemption of portfolio.

12. Tax Implications for Clients

The information set out below outlines the tax implications based on relevant provisions of the Indian Income-tax Act, 1961 ("**the Act**") as amended by the Finance Act, 2020 and Chapter VII of the Finance (No. 2) Act, 2004 ("**Securities Transactions Tax Act**" / "**STT**").

12.1. General

Investment in securities is subject to the provisions of the Act. Special reference needs to be made in respect of provisions related to capital gains, business income and all other provisions of the Act. Interest and dividend would be subject to tax as per the provisions of the Act. Client owns the liability for his Taxation.

The General Information stated below is based on the general understanding of direct tax laws in force in India as of the date of the Disclosure Document and is provided only for general information to the Client only vis-à-vis the investments made through the Portfolio Management Services of the Company. This information gives the income tax implications in respect of the securities are/will be held for the purpose of investments. In case the securities are held as stock-in-trade, the income tax treatment will substantially vary and the issue whether the investments are held as capital asset or stock-in-trade needs to be examined on a case to case basis. There is no guarantee that the tax position prevailing as on the date of the Disclosure Document/the date of making investment in the Portfolio Management Services shall endure indefinitely or accepted by the tax authorities. Further, the statements with regard to benefits mentioned below are expressions of views and not representations of the Portfolio Manager to induce any client, prospective or existing, to invest in the Portfolio Management Services of the Company. Tax implications of any judicial pronouncements/Double Tax Avoidance Treaties, etc. are not explained herein. The Client should not treat the contents of this section of the Disclosure Document as advice relating to

legal, taxation, investment or any other matter. In view of the individual nature of tax consequence on the income, capital gains or otherwise, arising from investments, each Client is advised to consult his / her / its tax advisor with respect to the specific tax consequences to him / her / it of participation in the portfolio management services. The Portfolio Manager shall not be responsible for assisting in or completing the fulfillment of the client's tax obligations.

In case of foreign investors, the taxation of income will be governed by the provisions of the Act read with the provisions of the applicable tax treaty i.e. Double Tax Avoidance Agreement ("DTAA"), if any. As per Section 90(2) of the Act, the provisions of the Act would apply to the extent they are more beneficial than the provisions of the DTAA.

All the Tax Rates contained in this clause are applicable for the financial year 2020-21, in accordance with Finance Act, 2020.

12.2. Resident And Non-resident Taxation

12.2.1. Resident Taxation

A resident investor will be subject to income tax on his / her global income. In the case of a resident but not ordinarily resident, any income which accrues/ arises outside India will not be subject to tax in India, unless it is derived from a business/ profession controlled from India.

A Hindu undivided family (HUF), firm or other association of persons is said to be resident in India in any previous year unless where the control and management of its affairs is situated wholly outside India during the year under consideration.

A Company is said to be a resident in India in the previous year if (i) it is an Indian Company; or (ii) its place of effective management is situated in India.

Every other person is said to be resident in India during the year under consideration except where the control and management of affairs is situated wholly outside India. In the case of an individual, the residential status would be determined based upon the physical presence of that person in India. The threshold limit in terms of physical presence of such individual in India has been prescribed under the Act.

12.2.2. Non-resident Taxation

A non-resident investor would be subject to taxation in India if he derives (a) Indian-sourced income; or (b) if any income is received / deemed to be received in India; or (c) if any income has accrued / deemed to have accrued to him in India in terms of the provisions of the Act.

Section 6 of the Act was amended by the Finance Act, 2015 to provide that a foreign company should be treated as a tax resident in India if its place of effective management ('POEM') is in India in that year. The Finance Act, 2016 provided that the said amended provisions are effective from 1st April 2017. POEM has been defined to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

12.3. Multilateral Convention To Implement Tax Treaty Related Measures To Prevent Base Erosion And Profit Shifting

The Organisation of Economic Co-operation and Development ('OECD') released the Multilateral Convention to implement DTAA related measures to prevent Base Erosion and Profit Shifting (Multilateral Instrument or "MLI"). The MLI, amongst others, includes a "principal purpose test"; wherein DTAA benefits can be denied if one of the principal purpose of an arrangement or a transaction was to, directly or indirectly, obtain tax benefit. India has been an active participant in the entire discussion and its involvement in the BEPS (Base Erosion and Profit Shifting) project has been intensive. India had ratified and deposited the MLI on 25 June 2019, as a result of which the MLI has come into force for India on 1 October 2019. Article 6 of the MLI provides for modification of the Covered Tax Agreements (i.e. DTAA covered by MLI) to include the intention of eliminating double taxation without creating opportunities for non-taxation or reduced taxation through tax evasion or avoidance including treaty shopping arrangements. Consequently, the Finance Act, 2020 has made amendment in Section 90 to that effect that DTAA should not create opportunities for non-taxation or reduced taxation including through treaty shopping in order to align the purpose of DTAA with the MLI with effect from 1 April 2020.

12.4. Tax Deduction At Source

In the case of Non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard.

Non-residents without PAN or tax residency certificate of the country of his residence are currently subjected to a higher rate of TDS.

12.5. Advance Tax Instalment Obligations

It shall be the Client's responsibility to meet the obligation on account of advance tax instalments payable on the due dates under the Act. The provisions related to payment of advance tax shall not apply to an individual resident in India, who does not have any income chargeable under the head "Profit and gains of business or profession"; and is of the age of sixty years or more at any time during the relevant financial year.

12.6. Securities Transaction Tax

Securities Transaction Tax ("STT") is applicable on transactions of purchase or sale of equity shares in a company or Exchange Traded fund ("ETF") or a derivative or units of Equity Oriented Fund or units of Business Trust entered into on a recognized stock exchange and sale of units of Equity Oriented Fund to the Mutual Fund.

The STT rates as applicable are given in the following table:

Transaction	Rates	Payable by
Purchase/ Sale of equity shares (delivery based) or a unit of business trust	0.1%	Purchaser/Seller
Purchase of units of equity oriented mutual fund (delivery based)	Nil	NA
Sale of units of equity oriented mutual fund (delivery based)	0.001%	Seller
Sale of equity shares, units of business trusts, units of equity oriented mutual fund (non-delivery based)	0.025%	Seller
Sale of an option in securities	0.017%	Seller
Sale of an option in securities, where option is exercised	0.125%	Purchaser
Sale of a futures in securities	0.01%	Seller
Sale of unit of an equity-oriented fund to the Mutual Fund	0.001%	Seller
Sale of unlisted equity shares and units of business trust under an initial offer	0.2%	Seller
Sale of unlisted units of a business trust which were acquired in consideration of a transfer referred to in clause (xvii) of section 47 of the Act, under an offer for sale to the public included in an initial offer and where such units are subsequently listed on a recognized stock exchange.	0.2%	Seller

12.7. Characterization Of Income On Transfer Of Securities Of Companies

Income arising from purchase and sale of securities can give rise to capital gains or business income in the hands of the investor. The issue of characterization of income is relevant as the income tax computation and rates differ in the two situations.

The characterization is essentially a question of fact and depends on whether the shares are held as business/trading assets or as capital assets.

The Central Board of Direct Taxes ("CBDT") has issued a circular which deals with listed shares/ securities which states that:

- Where the assessee opts to treat the listed shares/ securities as stock-in-trade, the income arising from the transfer of such listed shares/ securities would be treated as business income.
- If the assessee desires to treat the gains arising from transfer of listed shares/ securities held for a period of more than 12 months as capital gains, the same shall not be put to dispute by the Assessing Officer.

Further the CBDT has also issued a clarification for unlisted shares stating that the income arising from transfer of unlisted shares would be considered under the head 'capital gain', irrespective of period of holding. It is, however, clarified that the above would not be necessarily applied in the situations where:

- the genuineness of transactions in unlisted shares itself is questionable; or
- the transfer of unlisted shares is related to an issue pertaining to lifting of corporate veil; or
- the transfer of unlisted shares is made along with the control and management of underlying business and the Assessing Officer would take appropriate view in such situations.

Further, in cases not falling within the purview of the above circulars, the nature of the transaction (i.e. whether the same is in the nature of capital gains or business income) shall continue to be decided keeping in view the certain points and principles laid down by the judicial precedents and earlier CBDT circulars.

Based on the earlier CBDT circulars and judicial decisions, following are the key factors and principles which need to be considered while determining the nature of assets as above

- Motive for the purchase of shares.
- Frequency of transactions and the length of period of holding of the shares
- Treatment of the shares and profit or loss on their sale in the accounts of the assessee.
- Source of funds out of which the shares were acquired – borrowed or own.
- Existence of an object clause permitting trading in shares – relevant only in the case of corporate bodies.
- Acquisition of the shares – from primary market or secondary market.
- Infrastructure employed for the share transactions by the client including the appointment of managers, etc.

The issue of income characterization as above is essentially a question of fact and dependent on whether the shares are held as Business / Trading assets or on Capital Account.

Any single factor discussed above in isolation cannot be conclusive to determine the exact nature of the shares. All factors and principles need to be construed harmoniously. Further, the background of the investor (Professional vs. a trader in shares) would also be a relevant factor in determining the nature of the shares.

CBDT has clarified that, it is possible for a tax payer to have two portfolios, i.e., an investment portfolio comprising of securities which are to be treated as capital assets and a trading portfolio comprising of stock-in-trade which are to be treated as trading assets. Where an assessee has two portfolios, the assessee may have income under both heads i.e., capital gains as well as business income.

In view of the above, the profits or gains arising from transaction in securities could be taxed either as “Profits or Gains of Business or Profession” under section 28 of the Act or as “Capital Gains” under section 45 of the Act.

In the case of a Foreign Institutional Investor, any securities held in accordance with the regulations made under the SEBI Act, 1992 will always be regarded as capital asset and therefore, subject to capital gain tax.

It should also be noted that in the context of portfolio management services there has been litigation in the past on the characterization of income and judicial precedents have taken positions based on facts of each case.

12.8. Tax Implications Where Transaction In Securities Are In The Nature Of Investments

Where investment under Portfolio Management Services is treated as investment, the gain or loss from transfer of securities shall be taxed as Capital Gains under section 45 of the Act.

The Finance Act, 2020 has amended the provisions relating to taxation of dividend income. The dividend distribution tax (DDT) has now been abolished on dividend declared, distributed or paid by domestic companies or income on units distributed by mutual funds with effect from 1 April 2020. Tax on dividend distributed by domestic companies and income from units of mutual funds will be borne by the recipient of dividend/income at respective slab rates or fixed rate, as the case may be. To avoid double taxation of dividend, dividend received by a domestic company from another domestic company or specified foreign company or business trust will not be taxable in the hands of first domestic company, provided such receipt of dividend does not exceed the amount of dividend distributed by the first mentioned domestic company one month prior to the due date of filing a return under Section 139(1). In the case of a resident shareholder, withholding tax of 10% (For Assessment Year 2020-21 – 7.5%) will be levied on dividends declared/paid by domestic company whereas in the case of a non-resident shareholder, withholding tax at the rate of 20% or the rates that are specified in the DTAA, whichever is beneficial to him, would apply. Further, the minimum threshold for applicability of withholding tax on dividend payments to the resident shareholder during the financial year will be INR 5,000.

As per the amendment made to section 115QA of the Act, by the Finance (No.2) Act, 2019 w.e.f. 05 July 2019, even the companies listed on recognized stock exchanges have to pay tax on distributed income included in the buyback of shares at the rate of 20% on such distributed income. Consequently, the amount received by the shareholders on buy back of shares will be exempt under section 10(34A) of the Act in the hands of the shareholder.

12.9. Long Term Capital Gains

As per the earlier provisions under Section 10(38), Long Term Capital Gains on sale of Equity Shares in a company or units of Equity Oriented Fund are exempt from income tax provided such transactions are entered on a recognized stock exchange or such units are sold to the Mutual Fund and such transactions are chargeable to STT. However, the Finance Act 2018 amended the said provision by imposing tax on Long Term Capital Gains exceeding INR 1 lakh at the rate of 10%, without allowing any indexation benefit. However, all gains up to 31 January 2018 will be exempt from such tax.

Further, withholding tax on distributed income by equity oriented mutual funds would be 10 % (For Assessment Year 2020-21 – 7.5%) The CBDT has clarified that the proposal of 10%

withholding tax as per the Finance Act, 2020 will be applicable only on dividend payment by mutual funds and not on gain arising out of redemption of units.

Exemption does not Apply

In respect of capital gains not exempted under section 10(38), the provisions for taxation of long-term capital gains for different categories of assessee and depending upon the period for which the securities are held, are explained hereunder:

Sr. No	Securities	Period of Holding	Characterization
1	Listed Securities (other than Units) and units of equity oriented Mutual Funds	More than twelve (12) months	Long-term Capital Asset
		Twelve (12) months or less	Short-term Capital Asset
2	Unlisted shares of a company	More than twenty-four (24) months	Long-term Capital Asset
		Twenty-four (24) or less	Short-term Capital Asset
3	Other securities	More than Thirty-six (36) months	Long-term Capital Asset
		Thirty-six (36) months or less	Short-term Capital Asset

12.9.1. For Resident Indians

Long-term Capital Gains in respect of capital asset (other than listed securities and units of equity oriented mutual funds) will be chargeable under section 112 of the Act at the rate of 20% plus applicable surcharge and education cess, as applicable. Capital gains would be computed after taking into account cost of acquisition as adjusted by Cost Inflation Index notified by the Central Government and expenditure incurred wholly & exclusively in connection with such transfer.

In case where taxable income as reduced by long term capital gains is below the exemption limit, the long-term capital gains will be reduced to the extent of the shortfall and only the balance long term capital gains will be charged at the flat rate of 20% plus applicable surcharge and education cess, as may be applicable.

As per Finance Act, 2017, the base year for indexation purpose has been shifted from 1981 to 2001 to calculate the cost of acquisition or to take fair market value of the asset as on that date. Further, it provides that cost of acquisition of an asset acquired before 1 April 2001 shall be allowed to be taken as fair market value as on 1 April 2001.

12.9.2. For Non-resident Indians

Under section 115E of the Act,

- any income from investment or income from long-term capital gains of an asset other than specified asset as defined in Section 115C (Specified Assets include shares of Indian Company, Debentures and deposits in an Indian Company which is not a private company and securities issued by Central Government or such other securities as notified by Central Government) is chargeable at the rate of 20% plus applicable surcharge and cess.

- Income by way long-term capital gains is chargeable at the rate of 10% plus applicable surcharge and cess.

Long term capital gains arising to a non-resident from transfer of unlisted securities or shares of a company, not being a company in which the public are substantially interested, are subject to 10% tax (without benefit of indexation and foreign currency fluctuation).

12.9.3. Tax on Long Term Gain in Certain Cases

Under section 112A of the Act, long-term capital gains on transfer of (i) listed equity shares on which STT has been paid both at the time of acquisition and sale of such shares; or (ii) units of equity oriented mutual fund or business trust on which STT has been paid on transfer; shall be chargeable to tax at the rate of 10% on such long-term gains exceeding one lakh rupees. However, all gains up to 31st January, 2018 will be exempt from such tax.

In case of Individual or HUF being a resident, where the taxable income as reduced by long term capital gains is below the exemption limit, the long-term capital gains will be reduced to the extent of the shortfall and only the balance long term capital gains will be charged at the flat rate of 10% plus cess, as may be applicable.

The Taxation Laws (Amendment) Ordinance, 2019 dated 20th September 2019 provided that in case where the total income includes any income chargeable under Section 111A and Section 112A of the Income Tax Act, the rate of surcharge on the amount of income-tax deducted in respect of that part of income shall not exceed 15% for an individual, HUF, AOP, BOI and Artificial Judiciary Person.

The condition with respect to STT shall not apply to transfers undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transfer is received or receivable in foreign currency.

12.10. Short Term Capital Gains

Section 111A of the Act provides that short-term capital gains arising on sale of Equity Shares of a company or units of Equity Oriented Fund or units of a business trust entered on a recognized stock exchange and on sale of units of Equity Oriented Fund to the Mutual Fund are chargeable to income tax at a concessional rate of 15% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to STT. However, the above shall not be applicable to transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 48 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains. In respect of capital gains not chargeable under Section 111A, the provisions for taxation of short-term capital gains for different categories of assesses are explained hereunder:

Short Term Capital Gains in respect of shares of a company (listed on a recognized stock exchange), units of Mutual Fund, units of Business Trust and any other listed securities held for a period of not more than 12 months and share of a company (not being a share listed in a recognized stock exchange) held for a period of not more than 24 months is added to the

total income, total income including short-term capital gains is chargeable to tax as per the relevant slab rates.

The Taxation Laws (Amendment) Ordinance, 2019 dated 20 September 2019, provided that in case where the total income includes any income chargeable under Section 111A and Section 112A of the Income Tax Act, the rate of surcharge on the amount of income-tax deducted in respect of that part of income shall not exceed 15% for an individual, HUF, AOP, BOI and Artificial Judiciary Person.

12.11. Profits And Gains Of Business Or Profession

12.11.1. If the investment under the Portfolio Management Services is regarded as “Business / Trading Asset” then the gain / loss arising there from is likely to be taxed as income from business as per slab rates i.e. in the case of resident individual and HUF and at the rate of 30% or 25% or 22% plus applicable surcharge and cess,(as the case may be), in case of resident other than individual and HUF(as the case may be) and also for non-residents other than a foreign company (assuming the highest slab rate for individual). It shall be taxable at the rate of 40% (plus applicable surcharge and cess) in case of a foreign company. The above rates would be subject to availability of benefits under the DTAA, if any in case of non-resident assessee.

12.11.2. Interest income arising on securities could be characterized as ‘Income from Other Sources’ or ‘business income’ depending on facts of the case. Any expenses incurred to earn such interest income should be available as deduction, subject to the provisions of the Act.

12.11.3. Earlier, as per section 40(a)(ib) of the Act, any sum paid on account of STT will not be allowed as deduction in computing the income under the head “Profit and gains of business or profession” However, this provision was applicable only up to assessment year 2008-09. With effect from April 1, 2009, the said clause has been deleted. From the assessment year 2009-10, where income referred to above is treated as Business Income, the person is eligible for deduction u/s 36(1)(xv), for the amount of STT paid.

12.12. Tax Rates

Rates of taxation for the Financial Year 2020-21 are given below:

For Individuals, HUF, AOP & BOI	
Total Income	Tax Rate (Without Surcharge)
Up to INR 2,50,000	Nil
INR 2,50,001 - 5,00,000	5%
INR 5,00,001 - 10,00,000	20%
INR 10,00,001 onwards	30%
For Resident Individual Whose Age Is 60 Years Or More But Less Than 80 Years	
Total Income	Tax Rate (Without Surcharge)
Up to INR 3,00,000	Nil

INR 3,00,001 - 5,00,000	5%
INR 5,00,001 - 10,00,000	20%
INR 10,00,001 onwards	30%
For Resident Individual Whose Age Is 80 Years Or More	
Total Income	Tax Rate (Without Surcharge)
Up to INR 5,00,000	Nil
INR 5,00,001 - 10,00,000	20%
INR 10,00,001 onwards	30%

Note 1 - Finance Act, 2019 provides a rebate of lower of actual tax liability or INR 12,500 (against earlier rebate of INR 2,500) in case of individuals having total income of less than INR 5 lakh (against earlier total income of INR 3.5 lakh).

Note 2 – The above tax rates are further to be increased by Health and Education cess of 4% (As amended by Finance Act 2018) and Surcharge wherever applicable.

Note 3 –

- The amount of income-tax shall be increased by a surcharge at the rate of 10% of such tax, where total income exceeds INR 15 lakh but does not exceed INR 1 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 50 lakh, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 50 lakh by more than the amount of income that exceeds INR 50 lakh).
- The amount of income-tax shall be increased by a surcharge at the rate of 15% of such tax, where total income exceeds INR 1 crore but doesn't exceed INR 2 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 1 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 1 crore by more than the amount of income that exceeds INR 1 crore).
- The amount of income-tax shall be increased by a surcharge at the rate of 25% of such tax, where total income exceeds INR 1 crore but doesn't exceed INR 5 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 2 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 2 crore by more than the amount of income that exceeds INR 2 crore).
- The amount of income-tax shall be increased by a surcharge at the rate of 37% of such tax, where total income INR 5 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 5 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 5 crore by more than the amount of income that exceeds INR 5 crore).

The enhanced surcharge of 25% levied on the total taxable income exceeding INR 2 crore but up to INR 5 crore and 37% levied on the total taxable income exceeding INR 5 crore would not apply on the dividend income (included in the total taxable income) from FY 2020-21 and onwards.

The Finance Act, 2020 has simplified tax regime for individual and HUF with effect from financial year 2020-21 whereby individuals and HUF ('specified persons') can opt for a lower rate of tax (simplified regime tax rates as given below) if they forego certain exemptions and deductions and comply with certain conditions. This option can be exercised only once by the specified persons having business/professional income and once exercised it will remain same for the subsequent years as well.

Aggregate Income (INR)	Simplified Regime tax rates (%)
0 – 2,50,000	NIL
2,50,000– 5,00,000	5
5,00,000 – 7,50,000	10
7,50,000 – 10,00,000	15
10,00,000– 12,50,000	20
12,50,000– 15,00,000	25
Above 15,00,000	30

Alternate Minimum Tax will no longer be applicable if the option under the simplified tax regime is exercised.

Partnership Firm (Including LLP's):

A partnership firm (including LLP) is taxable at 30%.

Note 1 - The amount of income-tax shall be increased by a surcharge at the rate of 12% of such tax, where total income exceeds INR 1 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 1 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 1 crore by more than the amount of income that exceeds INR 1 crore).

Note 2- Health and Education Cess: The amount of income-tax and the applicable surcharge, shall be further increased by health and education cess calculated at the rate of 4% of such income-tax and surcharge

Local Authority:

A local authority is taxable at 30%.

Note - 1: The amount of income-tax shall be increased by a surcharge at the rate of 12% of such tax, where total income exceeds INR 1 crore. However, the surcharge shall be subject to marginal relief (where income exceeds INR 1 crore, the total amount payable as income-tax

and surcharge shall not exceed total amount payable as income-tax on total income of INR 1 crore by more than the amount of income that exceeds INR 1 crore).

Note - 2: The amount of income-tax and the applicable surcharge shall be further increased by health and education cess calculated at the rate of 4% of such income-tax and surcharge.

Domestic Company:

For the assessment year 2019-20, a domestic company is taxable at 30%. However, the tax rate would be 25% if turnover or gross receipt of the company does not exceed INR 250 crore in the previous year 2016-17.

For the assessment year 2020-21, a domestic company is taxable at 30%. However, the tax rate would be 25% if turnover or gross receipt of the company does not exceed INR 400 crore in the previous year 2017-18.

Note - 1: The amount of income-tax shall be increased by a surcharge at the rate of 7% of such tax, where total income exceeds one crore rupees but not exceeding INR 10 crore and at the rate of 12% of such tax, where total income exceeds INR 10 crore. However, the surcharge shall be subject to marginal relief, which shall be as under:

- (i) Where income exceeds INR 1 crore but not exceeding INR 10 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 1 crore by more than the amount of income that exceeds INR 1 crore.
- (ii) Where income exceeds INR 10 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 10 crore by more than the amount of income that exceeds INR 10 crore.

Note - 2: The amount of income-tax and the applicable surcharge shall be further increased by health and education cess calculated at the rate of 4% of such income-tax and surcharge.

As per the The Taxation Laws (Amendment) Act, 2019 Domestic companies which do not avail tax incentives have an option to pay income tax at the rate of 22%. New domestic manufacturing companies incorporated on or after 01 October 2019 and commencing their production on or before 31 March 2023 have an option to pay lower income tax at the rate of 15%. Surcharge applicable to domestic companies opting for a lower base tax rate of 15%/22%:

Aggregate income	Surcharge for domestic company (%)	Surcharge for companies opting for 15%/22%
Income exceeding INR 1 crore but not exceeding INR 10 crores	7	10
Income exceeding INR 10 crores	12	

Foreign Company

Sr. No	Nature of Income Tax	Tax Rate
1.	Royalty received from Government or an Indian concern in pursuance of an agreement made with the Indian concern after March 31, 1961, but before April 1, 1976, or fees for rendering technical services in pursuance of an agreement made after February 29, 1964 but before April 1, 1976 and where such agreement has, in either case, been approved by the Central Government	50%
2.	Any other income	40%

Note -1: The amount of income-tax shall be increased by a surcharge at the rate of 2% of such tax, where total income exceeds INR 1 crore but not exceeding INR 10 crore and at the rate of 5% of such tax, where total income exceeds INR 10 crore. However, the surcharge shall be subject to marginal relief, which shall be as under:

(i) Where income exceeds INR 1 crore but not exceeding INR 10 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 1 crore by more than the amount of income that exceeds INR 1 crore.

(ii) Where income exceeds INR 10 crore, the total amount payable as income-tax and surcharge shall not exceed total amount payable as income-tax on total income of INR 10 crore by more than the amount of income that exceeds INR 10 crore.

Note - 2: The amount of income-tax and the applicable surcharge shall be further increased by health and education cess calculated at the rate of 4% of such income-tax and surcharge.

12.13. Losses Under The Head Business Income

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

12.14. Dividend Stripping

According to section 94(7) of the Act, if any person buys or acquires units within a period of three months prior to the record date fixed for declaration of dividend or distribution of income and sells or transfers the same within a period of nine months from such record date, then capital losses arising from such sale to the extent of income received or receivable on such units, which are exempt under the Act, will be ignored for the purpose of computing his income chargeable to tax.

The Finance Act, 2020 has abolished DDT and tax dividend income in the hands of shareholders in respect of dividend declared, distributed or paid on or after 1 April 2020 and therefore, in such cases the provisions of section 94(7) would not apply.

12.15. Bonus Stripping

Where any person buys or acquires any units of a mutual fund or the Unit Trust of India within a period of three months prior to the record date (i.e., the date that may be fixed by a Mutual Fund or the Administrator of the specified undertaking or the specified company, for the purposes of entitlement of the holder of the units to receive additional unit without any consideration) and such person is allotted additional units (without any payment) on the basis of holding of the aforesaid units on the record date, and if such person sells or transfers all or any of the original units within a period of nine months after the record date while continuing to hold all or any of the additional units, then any loss arising to him on account of such purchase and sale of all or any of the units would be ignored for the purpose of computing his income chargeable to tax. Further, the loss so ignored would be deemed to be the cost of acquisition of such additional units as are held by him on the date of sale or transfer of original units.

13. Accounting Policies

The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under SEBI (Portfolio Managers) Regulations, 2020.

For every Client Portfolio, the Portfolio Manager shall keep and maintain proper books of accounts, records and documents, for the Client, on mercantile system of accounting, so as to explain its transactions and to disclose at any point of time the financial position of the Client's Portfolio and Financial Statements and in particular give a true and fair view of the state of affairs.

Below Accounting policies to be followed for maintaining books of account & records of the Client:

13.1 Accounting Policies

- The Books of Account of the Client is maintained on an historical cost basis.
- In determining the holding cost of investments and the gains or loss on sale of investments, the First-in-First-out (FIFO) method shall be followed. In case of long-term capital gain /loss, gain loss will be computed on basis of prevailing income tax act.
- For derivatives/futures and options, unrealized gains and losses will be calculated by marking all the open positions to market.
- Unrealized gains/losses are the differences between the current market values / NAV's and the historical cost of the securities/price at which securities are valued on the date of admitting as a Corpus/ purchase date.
- All income will be accounted on accrual basis.
- All expenses will be accounted on due basis.

- Transactions for purchase or sale of investments other than Mutual Fund Units shall be recognized as of the trade date and not as of the settlement date, so that the effect of all investments traded during a financial year is recorded and reflected in the financial statements for that year. In case of Mutual Fund units, the transaction will be recognized in investments, on allotment of units in the Scheme on purchase / switch-in and in case of redemption/ switch-out on extinguishment of units in the Scheme. Till that time they will be accounted as Mutual Fund units pending allotment / Mutual Fund units pending extinguishment.
- Brokerage and transaction cost at actuals will be charged as expense. Purchases are accounted for at cost of acquisition excluding brokerage and transaction charges. Sales are accounted based on proceeds excluding brokerage and transaction charges. Securities Transaction Tax, Demat charges and Custodian fees on purchase/ sale transaction and any other expenses / taxes applicable as per regulations would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.
- Bonus shares shall be recognized only when the original shares on which the bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
- Dividend income earned shall be recognized, not on the date the dividend is declared, but on the date the share is quoted on an ex-dividend basis. For investments, which are not quoted on a stock exchange, dividend income shall be recognized on the date of receipt.
- In respect of all interest-bearing investments, income shall be accrued on a day-to-day basis as it is earned. Therefore, when such investments are purchased, interest paid for the period from the last interest due date upto the date of purchase shall not be treated as a cost of purchase but shall be debited to Interest Recoverable Account. Similarly, interest received at the time of sale for the period from the last interest due date up to the date of sale shall not be treated as an addition to sale value but shall be credited to Interest Recoverable Account.
- Tax deducted at source (TDS) on interest on Fixed Deposits / TDS for NRI clients is considered as withdrawal of Portfolio and debited accordingly.
- The inflow of client corpus in the form of funds is accounted when they are available to the Portfolio Manager for investment and the amount is not less than the applicable minimum investment amount. The inflow of client corpus in the form of securities is accounted when the securities are accepted by the Portfolio Manager and value of the securities is not less than the applicable minimum investment amount. The securities are valued at the previous day's prices available at the time of acceptance.

13.2 Valuation Of Investments

- Investments in Equities, will be valued at the closing price of the exchanges (closing price of NSE or BSE as the case may be and BSE or NSE as the case may be). Primary Exchange would be NSE. If Price is not available on primary exchange than price of secondary exchange will be considered. If Price is not available on secondary exchange than previous day price will be considered.

- Investments in units of Mutual Funds shall be valued at the NAV of the previous day declared for the relevant Scheme on the date of the report. The NAVs are available on AMFI web site.
- Debt Instruments will be valued at the market value of the debt instrument.
- For derivatives including futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- Valuation of Unlisted Shares, Valuation of Suspended/Non traded Shares/debt:
Unlisted Shares: Unlisted shares would be valued at cost of acquisition till the shares get listed on a recognized stock exchange.
- Valuation of Suspended/Non traded Shares: If a listed share is suspended for a certain period, then last traded price would be used for valuation and after 30 days the valuation methodology would be decided on a case to case basis.
- Shares awaiting listing due to IPO would be valued at allotment price. Valuation of Non-traded debt: Non-traded fixed income instruments will be valued at cost.
- In case of demerger 1) if both the companies are traded then market price of both will be considered 2) If one company is traded, then the traded company's share will be valued at traded price. For non-traded share, Market value to be derived based on market value of the original traded share on one trading day prior to the ex-date of demerger minus market value of demerged traded share on ex-date.
- The Portfolio Manager and the client can adopt any specific norms or methodology for valuation of investments or accounting the same as may be mutually agreed between them on a case specific basis.
- The accounting policies and standards as outlined above are subject to changes made from time to time by Portfolio Manager. However, such changes would be in conformity with the Regulations.

14 Investor Services

14.1 Contact Information

Name, address and telephone number of the Investor Relation Officer who shall attend to the Investor queries and complaints.

Name	Mr. Nishant Kadam
Address	BRAINPOINT INVESTMENT CENTRE PVT. LTD. 401 Terminal 9, Next to Orchid Hotel, Near Domestic Airport, Nehru Road Extn, Vile Parle East, Mumbai 400099
Telephone	91-22-26636300/ 91-8767245528
Email	nishant.kadam@brainpointinv.com

14.2 Grievance Redressal And Dispute Settlement Mechanism

We follow the standard practice of resolving all customer queries and grievances with a robust process.

- We have systems in place to address, monitor and suggest improvements based on feedback received from clients. Clients can record their issues/ grievances by sending email to either nishant.kadam@brainpointinv.com or even by calling 91-22-26636300 or 91-8767245528. Clients can also contact the relationship managers or any concerned employee in team.
- We ensure that all queries raised by clients are resolved with satisfaction and also get the feedback from client after closure of the grievance.
- All disputes, differences, claims and questions whatsoever arising between the Client and the Portfolio Manager and/or their respective representatives including any dispute regarding fees & charges 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.
- In addition to the above, the clients can also login to the SEBI Complaints Redressal System (SCORES) website www.scores.gov.in to register their grievances / complaints.

Name and Signature of atleast two directors of Portfolio Manager

Name	Signature
Jaydeep Kashikar	Date: 14.1.2021 Place: Mumbai
Vandana Kashikar	Date: 14.1.2021 Place: Mumbai

FORM C

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

[Regulation 22]

Portfolio Manager Details	
Name	BRAINPOINT INVESTMENT CENTRE PVT. LTD.
Address	401 Terminal 9, Next to Orchid Hotel, Near Domestic Airport, Nehru Road Extn, Vile Parle East, Mumbai 400099.
Phone	+91-22-26636300
E-Mail	hina.shah@brainpointinv.com

We confirm that:

1. 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;
2. The disclosures made in the document are true, fair and adequate to enable the investors to make a well-informed decision regarding entrusting the management of the portfolio to us / investment through the Portfolio Manager.
3. The disclosure document has been duly certified by Supriya Panse for S Panse & Co LLP with office address as 9 Three View Society, Veer Savarkar Marg, Mumbai – 400025, an independent Chartered Accountant on 14.1.2021.

For and on behalf of BRAINPOINT INVESTMENT CENTRE PVT. LTD.

Ms. Hina Shah
(Principal Officer)

Date : January 14, 2021

Place : Mumbai

Address: 401 Terminal 9, Next to Orchid Hotel,
Near Domestic Airport, Nehru Road Extn,
Vile Parle East, Mumbai 400099.