

ANGEL BROKING PRIVATE LIMITED

(Formerly known as Angel Broking Ltd)

(SEBI REGISTRATION NO. INP000001546)

DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT SERVICES
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FORM - 'C'**SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS)
REGULATIONS, 1993**
(Regulation 14)**Angel Broking Private Ltd.**

Registered office: G-I, Akruti Trade Centre, road No 7, MIDC, Marol,
Andheri (E), Mumbai-400093.

Tel: (022) 28254443 Fax: (022) 29211599

Email ID: - pmshelpdesk@angelbroking.com

Dear Investor,

We confirm that:

- I. The Disclosure Document forwarded to the Board is in accordance with the SEBI (Portfolio Managers) Regulations, 1993 and the guidelines and directives issued by the Board from time to time;
- II. The disclosures made in the document are true, fair and adequate to enable the investors to make a well informed decision regarding entrusting the management of the portfolio to us / investment in the Portfolio Management Strategy;
- III. The Disclosure Document has been duly certified by an Independent Chartered Accountant Mr. Ameya Thakurdesai (M. No 128155) Partner of M/S B Y & Associates, 510-513, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.

Date: September 10th , 2016
Place: Mumbai

Name : Mr. Rajesh Jain
Designation : Principal Officer
Address : 5th Floor, Akruti Star,
Road No. 7, MIDC, Marol,
Andheri (E), Mumbai-400 093.

DISCLOSURE DOCUMENT

(As required under Regulation 14 of SEBI (Portfolio Managers) Regulation, 1993)

- i) This document has been filed with the Board along with the certificate in the prescribed format in terms of Regulations 14 of the SEBI (Portfolio Manager) Regulations, 1993.
- ii) The purpose of the Document is to provide essential information about the Portfolio Management Services (PMS) in a manner to assist and enable the investors in making informed decision for engaging Angel Broking Private Limited as a Portfolio Manager,
- iii) This disclosure document sets forth concisely the necessary information about Angel Broking Private Ltd that a prospective investor ought to know before investing.
- iv) The investor should carefully read the Disclosure document prior to making a decision to avail of the portfolio management services and retain this Disclosure document for future reference,
- v) The name, phone number, e-mail address of the principal officer so designated by the portfolio manager is:

Name of the Principal Officer:	Mr. Rajesh Jain
Phone:	+91 39413940
Email:	rajesh.jain@angelbroking.com
Address:	5 th Floor, AkrutiStar, Road No.7, MIDC, Marol, Andheri (East), Mumbai-400 093.

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1. Disclaimer

This Disclosure Document has been prepared in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 as amended till date and the same is filed with Securities and Exchange Board of India (SEBI). This Disclosure Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the Disclosure Document.

2. Definitions & Interpretations

2.1 In this document & agreements to be executed subsequently, unless repugnant to the context or meaning thereof, words and expressions which are used herein but not defined shall, unless the context otherwise requires, have the same meaning as assigned thereto in the Regulations of the SEBI (Portfolio Managers) Regulations 1993.

2.2 In this document & Agreement to be executed subsequently, unless repugnant to the context or meaning thereof;

I. **"Agreement"** means the Portfolio Management Services agreement and includes any recital schedules, annexure or exhibits to this Agreement and any amendments made to this Agreement by the Parties in writing. agreement between Portfolio Manager and its Client and shall include all schedules and Annexure attached thereto:

II. **"Act"** means the Securities and Exchange Board of India, Act 1992 (15 of 1992)

III. **"Application"** means the application made by the Client to the Portfolio Manager to place the monies and/or securities, mentioned therein, with the Portfolio Manager for Portfolio Management. Upon execution of the Agreement by the Portfolio Manager, the Application shall be deemed to form an integral part of the Agreement. Provided that in case of any conflict between the contents of the Application and the provisions of the Agreement, the provisions of the Agreement shall prevail.

IV. **"Assets"** means (i) the Portfolio and/or (ii) the Funds.

V. **"Bank"** means scheduled commercial bank, with which the Portfolio Manager will open and operate the Bank Accounts for the purposes of the Portfolio Management Services.

VI. **"Bank Account"** one or more bank accounts opened, maintained and operated by the Portfolio Manager in the name of the clients or a pool account in the name of the Portfolio Manager to keep the funds of all clients, where the Funds of the clients will be separately identified in a sub-account for the purpose of the portfolio management services agreement

VII. **"Board"** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act.

VIII. **"Client"** or **"Constituent"** means the person who enters into an Agreement with the Portfolio Manager for managing its portfolio and/or funds, and / or for availing the services of portfolio management.

IX. **"Custodian"** means any person who carries on or proposes to carry on the business of providing custodial services.

X. **"Chartered Accountant"** means a Chartered Accountant as defined in Clause (b) of Sub-section (1) of Section 2 of the Chartered Accountants Act, 1949 (38 of 1949) and who has obtained a certificate of practice under Sub-section (1) of Section 6 of that Act.

XI. **"Depository"** means Depository defined in the Depositories Act, 1996 (22 of 1996) and includes National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).



XII. **"Depository Account"** means the Beneficiary account opened by the Portfolio Manager with a Depository Participant and includes the pool account in the name of the Portfolio Manager and / or individual pool accounts for each of their products or individual accounts of clients or a combination of all or any of these accounts opened, maintained and operated at the sole discretion by the Portfolio Manager on behalf of the Client with a depository participant, for the purpose of providing the Portfolio Management Services.

XIII. **"Depository Participant"** means any person/entity with whom the securities of the client may be held in dematerialized form in an account opened for that purpose.

XIV. **"Discretionary Portfolio Management Services"** mean Portfolio Management Services rendered to the clients by the Portfolio Manager on the terms and conditions contained in the agreement with respect to assets of the client where the Portfolio Manager exercise its sole and absolute discretion to with respect to investments or management of the Assets of the client, entirely at client's risk, in such manner as the Portfolio manager may deem fit.

XV. **"Funds"** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to this Agreement and includes the monies mentioned in the Application, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to this Agreement the proceeds of the sale or 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.

XVI. **"Financial year"** means the year starting from April 1 and ending on 31st March of the following year.

XVII. **"Funds managed"** means the market value of the assets of the Client as on a particular date.

XVIII. **"Fund Manager"** means any person(s) appointed by Portfolio Manager in pursuant to contract or agreement with the client for managing Strategy(ies).

XIX. **"FII"** means Foreign Institutional Investors registered with SEBI under securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.

XX. **"Investor"** means Client or Constituent for this document / Strategy offered by the Portfolio Manager.

XXI. **"Initial Corpus"** means the value of the funds and/or the value of securities, brought in by the client at the time of registering as a client with the Portfolio Manager and accepted by the Portfolio Manager, valued at the closing market price of the previous working day of the date of activation of client's account on recognized stock exchange.

XXII. **"Non-discretionary Portfolio Management Services"** means Portfolio Management Services rendered by the Portfolio Manager to the client based on specific instructions and consent of the client.

XXIII. **"Net Asset Value (NAV) of the Portfolio "** means the market value of the assets in a Portfolio consisting of (a) the amount of Cash in the Bank Account; and (b) the market value of Client Securities computed in accordance with the methodology as set out in **Clause 13.6** of the Portfolio Management Service Agreement less (c) amounts payable by the Client to the Portfolio Manager and all such fees, costs, charges payable by the Client which include but are not restricted to Custodian Fees, Bank Charges, Stamp Charges, Legal Fees, taxes incurred in respect of Client's Portfolio.

XXIV. **"Parties"** means the Portfolio Manager and the Client; and **"Party"** shall be construed accordingly.

XXV. **"Person"** includes any individual, partnership firm, limited liability partnership firm, central or state government, company, body corporate, cooperative society, corporation, trust, society, Hindu Undivided Family or any other body of persons, whether incorporated or not.

XXVI. **"Portfolio Manager"** means Angel Broking Private Ltd, a company incorporated under the Companies Act, 1956 and having its registered office at G-I, Akruti Trade Centre, road No 7, MIDC, Marol, Andheri (E), Mumbai-400093 who, pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as discretionary portfolio manager or otherwise) the management or administration of portfolio of securities or the funds of the client, as the case may be.

XXVII. **"Portfolio"** means the holdings of Securities managed by the Portfolio Manager on behalf of the Client pursuant to the Portfolio Management Service Agreement and includes any further securities placed by the Client with the Portfolio Manager for being managed pursuant to the Portfolio Management Service Agreement, Securities acquired by the Portfolio Manager through investment of Funds and bonus and rights shares in respect of Securities forming part of the Portfolio, so long as the same is managed by the Portfolio Manager and the funds lying to the client's credit in the books of the Portfolio Manager.

XXVIII. **"Principal Officer"** means employee of the portfolio manager who has been designated as such by the portfolio manager;

XXIX. **"Product/Strategy"** means any of the current investment plan/strategy or such plans/strategies that may be introduced at any time in future designed to suit objectives of various categories of investors according to their risk taking capabilities.

XXX. **"Regulations"** means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as may be amended from time to time;

XXXI. **"Rules"** means Securities and Exchange Board of India (Portfolio Managers) Rules, 1993, as may be amended from time to time.

XXXII. **"RBI"** means Reserve Bank of India, established under the Reserve Bank of India Act, 1934.

XXXIII. **"Scheduled Commercial Bank"** means any bank included in the second Schedule to the Reserve Bank of India Act, 1934(2 of 1934).

XXXIV. **"SEBI"** means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act 1992.

XXXV. **"Securities"** as defined under the Securities Contracts (Regulation) Act, 1956; Shares, scripts, stocks, bonds, warrants, convertible and non-convertible debentures, fixed return investments, equity linked instruments, negotiable instruments, deposits, money market instruments, commercial paper, certificates of deposit, units issued by the Unit Trust of India and/or by any mutual funds, mortgage backed or other asset backed securities, derivatives, derivative instruments, options, futures, foreign currency commitments, hedges, swaps or netting off and any other securities issued by any company or other body corporate, any trust, any entity, the Central Government, any State Government or any local or statutory authority and all money rights or property that may at any time be offered or accrue (whether by rights, bonus, redemption, preference, option or otherwise) and whether in physical or dematerialized form in respect of any of the foregoing or evidencing or representing rights or interest therein; and any other instruments or investments (including borrowing or lending of securities) as may be permitted by applicable law from time to time.



3. **History, Present Business and Background of the Portfolio Manager**

3.1 Angel Broking Ltd. (ABL) was incorporated under the provisions of the Companies Act, 1956 having its registered office at G-I, Akruti Trade Centre, Road no. 7, MIDC Marol, Andheri (E) Mumbai-400093

ABL was merged with Angel Global Capital Private Limited and subsequently name of Angel Global Capital Private Limited was changed to Angel Broking Private Limited (ABPL) pursuant to scheme of Amalgamation sanctioned by the Hon'ble High Court of Judicature at Bombay by Orders passed in Company Petition No 710 of 2011 and the approval granted by the Registrar of Companies. ABPL is now in the process of obtaining approval for change of name from SEBI and various exchanges.

A Certificate of Registration bearing Registration No. INP000001546 as Portfolio Manager is being held in the name of APBL and is valid up to 15/01/2018. ABPL has the discretion to appoint brokers, sub-brokers, custodians and other intermediaries in relation to the discretionary /nondiscretionary/ advisory portfolio management services.

ABPL is also a registered trading member of The Bombay Stock Exchange Limited (BSE) on the Cash& Derivative segments, trading member of The National Stock Exchange of India Limited (NSE) in Cash, F&O and Currency Derivative segment, trading member of Metropolitan Stock ExchangeOf India Limited and Over the Counter Exchange of India and a registered Depository Participant of CDSL. ABPL is primarily a retail stock broker having active clientele of more than 8lakhs.

ABPL, as a Portfolio Manager, may use services of its broking and depository divisions, being registered as a stock broker and as a Depository Participant of CDSL or any of the services provided by its affiliates from time to time for the purpose of rendering Portfolio Management Services.

ABPL operates through a widespread established network of regional offices and branch offices. There are approximately 7500 registered sub-brokers and Authorised Persons of ABPL. The Regional offices are located at Mumbai, Ahmedabad, Bengaluru, Chennai, Cochin, Coimbatore, Delhi, Hyderabad, Indore, Jaipur, Kolkata, Lucknow, Ludhiana, Pune, Rajkot, Surat and Vadodara.

ABPL has been awarded the 'Major Volume Driver' trophy by BSE for eight consecutive years from 2004-2005 to 2011-2012. ABPL has also been awarded on various occasions. The details are as below:



AWARDS & RECOGNITIONS for ANGEL BROKING	
2004-05	1) Major Volume Driver - BSE
2005-06	1) Major Volume Driver - BSE
2006-07	1) Major Volume Driver - BSE
2007-08	1) Major Volume Driver - BSE 2) Top Ten Volume Drivers - BSE
2008-09	1) Major Volume Driver - BSE 2) BSE Top Ten Volume Drivers
2009-10	1) Major Volume Driver - BSE 2) Broking House with Largest Distribution Network - D&B 3) Best Retail Broking House - D&B
2010-11	1) Major Volume Driver - BSE
2011-12	1) Major Volume Driver - BSE 2) Fastest Growing Equity Broking House (Large Firms) - D&B 3) Best Retail Broking House - D&B 4) Best Contribution in Investor Education & Category Enhancement - Bloomberg UTI Financial Leadership Awards
2012-13	1) Major Volume Driver - BSE 2) Best Retail Broking House - D&B 3) Amity Corporate Excellence Award
2013-14	1) Major Volume Driver - BSE 2) Largest Distribution Network - D&B 3) Best Retail Broking House - D&B 4) Top Three Client Traded - BSE
2014-15	1) Major Volume Driver - BSE 2) Largest Distribution Network - D&B 3) CII-EXIM Bank Award for Business Excellence - NSE 4) Top Ten Performing Members in New Client Enrollments - NSE
2015-16	1) Major Volume Driver - BSE 2) Best Equity Broking House - Distribution Network - D&B 3) Contribution to 1 Crore Demat Account Opened - CDSL

The paid up capital of the Company is Rs. 143,641,750.

The shareholding pattern of the Company is as follows:
Shareholding Pattern as on 31st August, 2016:-

Sr. No	Name	Number of Shares	Face Value	Amount	% of Shareholding
1	Ashok Dariyanumal Thakkar	639,984	10	6,399,840	4.46
2	Deepak T Thakkar	704,231	10	7,042,310	4.90
3	Nirwan Monetary Services Pvt. Ltd.	1,213,062	10	12,130,620	8.45
4	Dinesh D Thakkar	3,353,761	10	33,537,610	23.35
5	Lalit T Thakkar	1,812,356	10	18,123,560	12.62
6	Kanta Dinesh Thakkar	1,084	10	10,840	0.01
7	Dinesh D Thakkar HUF	123,388	10	1,233,880	0.86
8	Mahesh D Thakkar	616	10	6,160	0.00
9	Jaya Prakash Ramchandani (Naina Thakkar)	154	10	1,540	0.00
10	SunitaMagnani	150,000	10	1,500,000	1.04
11	Nita Thakkar	50,000	10	500,000	0.35
12	Ashwin S Thakker	100,000	10	1,000,000	0.70
13	Mukesh Gandhi jointly with Bela Mukesh Gandhi	1,116,300	10	11,163,000	7.77
14	Bela M Gandhi jointly with Mukesh Gandhi	408,903	10	4,089,030	2.85
15	NishithJitendra Shah jointly with JitendraNimchand Shah	817,500	10	8,175,000	5.69
16	Bharat Chimanlal Shah Jointly with Hansa Bharat Shah	690,394	10	6,903,940	4.81
17	Hansa Bharat Shah jointly with Bharat Chimanlal Shah	82,244	10	822,440	0.57
18	Ekta Bharat Shah Jointly with Bharat C Shah	44,862	10	448,620	0.31
19	Ashok Popatlal Shah	204,964	10	2,049,640	1.43
20	ChandreshPopatlal Shah	204,963	10	2,049,630	1.43
21	ManjulaRamnik Gala	10,000	10	100,000	0.07
22	Rajiv R Phadke	8,903	10	89,030	0.06
23	Amit Majumdar	8,903	10	89,030	0.06
24	Vinay Agrawal	8,903	10	89,030	0.06
25	Nikhil H Daxini	5,935	10	59,350	0.04
26	Ketan B Shah	5,936	10	59,360	0.04
27	Pinky Kothari	4,155	10	41,550	0.03
28	Nishita H Mehta jointly with HareshGovind Mehta	1,187	10	11,870	0.01
29	Govind R. Mehta jointly with Asha Govind Mehta	1,187	10	11,870	0.01
30	Romi G. Mehta jointly with Asha G Mehta	1,187	10	11,870	0.01
31	Asha Govind Mehta jointly with Govind R Mehta	2,374	10	23,740	0.02
32	Roy H Thomas	1,187	10	11,870	0.01
33	International Finance Corporation (IFC)	2,585,552	10	25,855,520	18.00
TOTAL		14,364,175		143,641,750	100



3.2 Promoters and Directors of the Portfolio Manager and their background:-
 The details of the promoters and directors of ABPL are given below:

Mr. Dinesh Thakkar

Flat No. 1401, 14th Floor, A- Wing, Bldg No. 2, RahejaClassique, Oshiwara, New Link Road, Andheri(W), Mumbai- 400061.

Under the leadership of Mr. Dinesh Thakkar India's first retail-focused stock-broking house was established in 1987. ABPL became the first broking house to embrace new technology for faster, more effective and affordable services to retail investors. Mr. Thakkar is valued for his understanding of the economy and the stock-market. The print and electronic media often seek his views on the market trend as well as investment strategies.

Mr. Lalit Thakkar

1601/B Vikas Paradise Building, LBS Marg, Mulund (West), Mumbai-400080

Mr. Lalit Thakkar is the motivating force behind ABPL's highly acclaimed Research team. He's been a part of the senior management team since the Angel Group's inception. His technical and fundamental outlook has provided impetus to Angel's market research team. His hands-on experience and fundamental knowledge of the market can predict the market trend early.

Mr. Vinay Agrawal

F-1701, Whispering Palms Xxclusive, Lokhandwala Township, Akurli Road, Kandivali (E), Mumbai - 400 101.

Mr. Vinay Agrawal, a Chartered Accountant, leads the Equity Broking business at Angel, which comprises Business Development, Operations, Product Development and E-broking initiative. He is actively involved in exploring new ways to adopt technology for business enhancement. A Chartered Accountant by qualification, Mr. Agrawal began his career with the Angel Group as Finance and Operations Consultant, and since then he's quickly climbed up the corporate ladder.

3.3 Top 10 Group companies/firms of the Portfolio Manager on turnover basis

- Angel Securities Limited.
- Angel Commodities Broking Private Limited.
- Mimansa Software Systems Private Limited.
- Angel Financial Advisors Private Limited.
- Nirwan Monetary Systems Private Limited.
- Angel Insurance Brokers and Advisors Pvt Ltd.
- Craftsman Apparel Pvt Ltd
- Angel Fincap Private Limited
- Angel Wellness Private Limited

The aforesaid companies are not listed in the order of their turnover.



4. **Details of services being offered by the Portfolio Manager.**

A) Discretionary Portfolio Management services

Under the Discretionary Portfolio Management Services, the Portfolio Manager shall deploy the Assets brought in by a Client by investing or divesting suitably in the capital markets as per agreement executed with the client subject to the applicable Act and Regulations.

The Portfolio Manager shall be acting in a fiduciary capacity, both, as an agent as well as a trustee, with regard to the Client's assets and account consisting of investments, accruals, benefits, allotments, calls, refunds, returns, privileges, entitlements, substitutions and/or replacements or any other beneficial interest including dividend, interest, rights, bonus as well as residual cash balances, if any (represented both by quantity and in monetary value).

The Portfolio Manager will provide Discretionary Portfolio Management Services which shall be in the nature of investment management, and may include the responsibility of managing, renewing and reshuffling the portfolio, buying and selling the securities, keeping safe custody of the securities and monitoring book closures, dividend, bonus, rights etc. so that all benefits accrue to the Client's Portfolio, for an agreed fee structure and for a definite period as described, entirely at the Client's risk.

The Portfolio Manager shall have the sole and absolute discretion to invest on behalf of the client in any type of security as per executed Agreement and make such changes in the investments and invest some or all of the Funds in such manner and in such markets as it deems fit. The Portfolio Manager's decision (taken in good faith) in deployment of the client's funds 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 mala fide, fraud, conflict of interest or gross negligence. The right of portfolio Manager will be exercised strictly in accordance with the relevant acts, rules, regulations, guidelines and notification in force from time to time. Periodical statements in respect Client's Portfolio shall be sent to the respective Client.

B) Non-Discretionary Portfolio Management Services:

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


C) Investment Advisory Services:

The Portfolio Manager will provide advisory portfolio management services, in terms of the SEBI (Portfolio Manager) Regulations 1993, which shall be in the nature of investment advisory and shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual securities on the clients portfolio, for an agreed fee structure and for a period hereinafter described, entirely at the Client's risk; to all eligible category of investors who can invest in Indian market including NRIs, FIIs, etc. The Portfolio Manager shall be solely acting as an advisor to the portfolio of the client and shall not be responsible for the investment / divestment of securities and / or an administrative activities on the clients portfolio. The Portfolio Manager shall, provide advisory services in accordance with such guidelines and/ or directives issued by the regulatory authorities and /or the Client , from time to time, in this regard.

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

Sr. No.	Particulars	Details of Penalties/Litigations
1	Cases of penalties imposed by the board or the directions issued by the Board under the Act or Rules or Regulations made there under	Nil*
2	The nature of penalty / direction	Not Applicable
3	Penalties imposed for economic offence and / or for violation of any securities laws	Nil
4	Any pending material litigation / legal proceedings against the Portfolio Manager / key personnel with separate disclosure regarding pending criminal cases, if any	As per Schedule 1
5	Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency	Nil
6	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	As per Schedule 1

* The penalties imposed on and/or directions given to ABPL in ordinary course of its business as stock broker and are of operational in nature have not been considered.

Schedule 1

- Angel had filed a Police Complaint with Economic Offence Wing with respect to 26 suspicious accounts and subsequently, SEBI also carried out a "special purpose inspection" on May 8, 2014 with respect to the demat accounts for 26 clients involving identity theft/creation of fictitious identities. Based on inspection observations SEBI had initiated adjudication proceeding and issued a Show Cause notice No. EAD/PJ/JAK/OW/29951/2015 dated October 31, 2015, which has been replied by Angel Broking. SEBI also called for personal hearing in the said matter and final order from SEBI is awaited.
- An adjudication proceeding was initiated by SEBI against the group company Angel Capital and Debt Market Ltd (ACDL) which has been merged in Angel Broking Ltd., w.e.f. 1st October, 2010 under a Scheme of Amalgamation, SEBI, vide Adjudication Order No. ISD/F&O/AO/DRK/SS/EAD-dated 19/3/2009, had imposed a penalty on ACDL(registered stock broker) in relation to the transactions executed on behalf of the

clients in F&O, which according to SEBI were of synchronized in nature. ACDL had filed an appeal before Securities Appellate Tribunal (SAT) against the said SEBI order and based on submissions made, SAT allowed appeal and the said SEBI order was set aside. SEBI has challenged the SAT order before the honorable Supreme Court which is sub-judiced at present.

3 There was an investigation carried out by SEBI against ACDL for execution of trades on behalf of its client Mr. Heerachand Salecha in the scrip of Sun Infoways Ltd, which, according to SEBI, were circular /synchronized trades. An order was passed in the matter of Sun Infoways Ltd. on 30th January 2013 wherein SEBI prohibited Angel Broking Ltd from taking up any new assignments for the period of two weeks. ABPL has filed an appeal before Securities Appellate Tribunal (SAT) against the said SEBI order. The matter is pending at SAT.

6. PRODUCTS OFFERED

6.1 **The Present Investment Objectives:**

The portfolio manager provides various investment products/ strategies based on the Consent of Client and subject to the scope of investment as per the agreements between client and portfolio manager. The investment objectives would be one or more of following or combination of thereof

- To generate regular return on investments
- To generate short term and / or long term capital appreciation
- To provide investment flexibility to client across various market segments

6.2 **Types of Products:**

DISCRETIONARY PORTFOLIO MANAGEMENT

I) Angel Growth

The main objective of the product is to generate capital appreciation through investments in equities with a long-term perspective.

The Strategy will invest in all equity and equity related instruments with emphasis on fundamentally sound, well-researched companies perceived to be undervalued from the point of view of their medium & long-term growth prospects. The focus will be on medium and small capitalisation companies which have quality management, leadership status in sectors or potential to achieve such status, etc and that have the potential to deliver growth over the long term. However selective investment in large capitalisation companies may also be considered depending on market condition.

The product is aimed at medium risk taking investors willing to invest in equities over a long-term period.

II) Angel Oyster Fund

The objective of this product is to build an equity portfolio of good quality large, Small and mid cap stocks, in order to generate capital appreciation from a medium term perspective. The investment will be made in all equity and equity related instruments with emphasis on fundamentally sound, well researched companies, and perceived to be undervalued from the point of view of their long-term growth prospects. The stock selection process will lay emphasis on the following four factors - enduring business model, management quality, business fundamentals and valuation. The Strategy is aimed at medium risk taking investors willing to invest in companies over a medium to long-term period.



III) Angel Blue Chip

The Objective of Angel Blue-Chip product is to invest in a diversified portfolio of large cap/blue-chip companies with strong fundamentals to give reasonable protection against market volatility and to insulate the investor from severe economic and market cycles. The product is aimed at investors with a low to medium risk profile, who can stay invested for the long term.

IV) Angel Lotus Fund

The objective of the product is to generate wealth over medium to long term by delivering superior returns through investments in equities. The fund manager has prerogative to choose opportunities irrespective of market capitalization of the stock.

Investment Strategy

- To generate wealth on medium to long term basis rather than outperform by taking higher risk
- Early identification of stocks to ride through the entire investment cycle
- Selecting stocks by bottom-up approach

Parameters Guiding the Investment Decision

- Blend of Growth and Value stocks
- Investment in companies regardless of market capitalization
- Keen selection of stocks (based on potential for value unlocking) based on key events
- Focus on companies which display scalable business potential, market opportunity and favorable economic cycle

Investor Profile

The scheme is best suited for investors with moderate risk appetite with recommended investment horizon of 18 to 24 months.

V) Angel Evergreen Large Cap Portfolio

Endeavour to provide capital appreciation over the medium to longer term by predominantly investing in companies having large market capitalization

Investment Strategy

- Principles of Value and Growth investing followed
- Focus on Capital preservation
- Impetus to low-risk high-return stock, by capturing the complete up moves in the stock
- Contrarian at times, investing in less known & unpopular businesses having potential to deliver much superior returns

A Bottom up stock picking is the key to generating alpha. Manager carries out extensive research to select companies mainly on its individual merits that offer higher growth potential.

Key Parameters

- Strong management that scores very high on execution & corporate governance
- Business Model
- Valuation – The appropriate price at the time of entry and exit
- Future Growth prospects
- The weightage assigned to quality of management is highest in the stock selection.

Execution Process

- Buy stocks meeting the evaluation process and conviction level of fund managers on the business of the company



- Diversification of portfolio across sectors and businesses in order to avoid excessive concentration in a single sector or stock
- Disciplined, long term & patient portfolio management approach
- Active Portfolio management, with continuous risk management of the portfolio along with realigning it with newer opportunities for superior returns
- Profit booking at opportune moments

Suitability

The portfolio is suitable for investors –

- Seeking relatively superior returns, with moderate risk tolerance
- Suitable for investors seeking portfolio with high correlation with the markets
- Having an investment horizon of 18 - 24 months

Note applicable to all the above products:

- ❖ The portfolio of each client may differ from that of the other client in the same product, as per the discretion of the Portfolio Manager depending on the investment horizon, risk appetite of client and capital preservation level. The Client may give informal guidance to customize the portfolio under the product; however the final decision rests with the Portfolio Manager.
- ❖ The un-invested amounts in all the above products may be deployed in liquid fund schemes, debt oriented schemes of mutual funds, Initial Public Offering (IPO), Gilt schemes, bank deposits and other short-term avenues for investment. In all the above products, the securities invested / disinvested by the Portfolio Manager for clients in the same product may differ from client to client. The Portfolio Manager may, with the consent of the Client, lend the securities through an Approved Intermediary, for interest.
- ❖ The performance of the portfolios may not be strictly comparable with the performance of the Indices, due to inherent differences in the construction of the portfolios. The Portfolio Manager may from time to time, review the benchmark selection process and make suitable changes as to use of the benchmark, or related to composition of the benchmark, whenever it deems necessary.
- ❖ The Portfolio Manager may also use various derivatives and hedging products. Derivatives instruments may take the form of Index Futures, Index Options, Options on individual equities / securities, interest Rate Swaps, Forward Rate Agreements or such other derivative instruments as may be appropriate, from time to time. The Portfolio Manager may also invest in other instruments / products as allowed by SEBI from time to time.
- ❖ The policies for investments in associates / group companies of the Portfolio Manager and the maximum percentage of such investments therein subject to the applicable laws / regulations / guidelines.

7. Risk Factors:

7.1 General risk factors applicable to all the Strategies:-

- a) Securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the investments will be achieved.
- b) Past performance of the Portfolio Manager does not indicate the future performance of the Portfolio Manager.
- c) Investors are not being offered any guaranteed or assured return/s i.e. either of Principal or appreciation on the portfolio.
- d) Investors may note that Portfolio Manager's investment decisions may not be always profitable, as actual market movements may be at variance with anticipated trends.
- e) The liquidity of the Portfolio's investments is inherently restricted by trading volumes in the securities in which it invests.



- f) The valuation of the Portfolio's investments, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the Government, taxation laws or any other appropriate authority policies and other political and economic developments which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. There will be no prior intimation or prior indication given to the Clients when the composition/ asset allocation pattern changes.
- g) Trading volumes, settlement periods and transfer procedures may restrict the liquidity of the investments made by the Portfolio. Different segments of the Indian financial markets have different settlement periods and such periods may be extended significantly by unforeseen circumstances. The inability of the Portfolio to make intended securities purchases due to settlement problems could cause the Portfolio to miss certain investment opportunities. By the same rationale, the inability to sell securities held in the portfolio due to the absence of a well developed and liquid secondary market for debt securities would result, at times, in potential losses to the Portfolio, in case of a subsequent decline in the value of securities held in the Portfolio.
- h) The Portfolio Manager may, considering the overall level of risk of the portfolio, invest in lower rated/ unrated securities offering higher yields. This may increase the risk of the portfolio. Such investments shall be subject to the scope of investments as laid down in the Agreement.
- i) In case of Dividend Yield Portfolio returns of the Portfolio could depend on the dividend earnings and capital appreciation, if any, from the underlying investments in various dividend yielding companies. The dividend earnings of the portfolio may, vary from year to year based on the philosophy and other consideration of each of the high-dividend yielding companies. Further, it should be noted that the actual distribution of dividends and frequency thereof - by the high-dividend yielding companies in future would depend on the quantum of profits available for distribution by each of such companies. Dividend declaration by such companies will be entirely at the discretion of the shareholders of such companies, based on the recommendations of its Board of Directors. Past track record of dividend distribution may not be treated as indicative of future dividend declarations. Further the dividend yielding stocks may be relatively less liquid as compared to growth stocks.
- j) Securities, which are not quoted on the stock exchanges, are inherently illiquid in nature and carry a larger amount of liquidity risk, in comparison to securities that are listed on the exchanges or offer other exit options to the investor, including a put option. The Portfolio Manager may choose to invest in unlisted securities that offer attractive yields. This may however increase the risk of the portfolio. Such investments shall be subject to the scope of investments as laid down in the Agreement.
- k) While securities that are listed on the stock exchange carry lower liquidity risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges. Money market securities, while fairly liquid, lack a well-developed secondary market, which may restrict the selling ability of the Portfolio(s) and may lead to the investment(s) incurring losses till the security is finally sold.
- l) To the extent that the portfolio will be invested in securities denominated in foreign currencies, the Indian Rupee equivalent of the net assets, distributions and income may be adversely affected by changes in regulations concerning exchange controls or political circumstances as well as the application to it of other restrictions on investment.
- m) Interest Rate Risk: As with all debt securities, changes in interest rates may affect valuation of the Portfolios, as the prices of securities generally increase as interest rates decline and generally decrease as interest rates rise. Prices of long-term securities generally fluctuate more in response to interest rate changes than prices of short-term securities. Indian debt markets can be volatile leading to the possibility of price movements up or down in fixed income securities and thereby to possible movements in the valuations of Portfolios.
- n) Liquidity or Marketability Risk: This refers to the ease with which a security can be sold at or near to its valuation yield-to-maturity (YTM). The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. Liquidity risk



is today characteristic of the Indian fixed income market.

- o) Credit Risk: Credit risk or default risk refers to the risk that an issuer of a fixed income security may default (i.e., will be unable to make timely principal and interest payments on the security). Because of this risk corporate debentures are sold at a higher yield above those offered on Government Securities which are sovereign obligations and free of credit risk. Normally, the value of a fixed income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the yield required for someone to be compensated for the increased risk.
- p) Reinvestment Risk: This risk refers to the interest rate levels at which cash flows received from the securities under a particular Portfolio are authorities in India. To the extent that the portfolio of the Strategy will be invested in securities/ instruments denominated in foreign currencies, the Indian Rupee equivalent of the net assets, distributions and income may be adversely affected by changes/fluctuation in the value of certain foreign currencies relative to the Indian Rupee. The repatriation of capital to India may also be hampered by changes in regulations concerning exchange controls or political circumstances as well as the application to it of other restrictions on investment
- q) The Portfolio Manager may use various derivative products as permitted by the Regulations. Use of derivatives requires an understanding of not only the underlying instrument but also of the derivative itself. Other risks include the risk of mispricing or improper valuation and the inability of derivatives to correlate perfectly with underlying assets, rates and indices.
- r) The Portfolio Manager may use derivatives instruments like Stock Index Futures, Interest Rate Swaps, Forward Rate Agreements or other derivative instruments, as permitted under the Regulations and guidelines. Usage of derivatives will expose the Portfolio to certain risks inherent to such derivatives.
- s) The Portfolio Manager may change the Fund Manager in the interest of the product(s) at any time without any reason assigning to it and / or without any information to the investors.
- t) The Employee of the Portfolio Manager may also subscribe to any of the product(s) offered by the Portfolio Manager.

7.2 Client Representation:

Category of Clients	No. of clients				Funds Managed (Rs. Cr.)				Discretionary / Non Discretionary (if available)
	As on March 31, 2014	As on March 31, 2015	As on March 31, 2016	As on August 31, 2016	As on March 31, 2014	As on March 31, 2015	As on March 31, 2016	As on August 31, 2016	
Associate / Group Co.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Others	502	341	295	271	37.634	40.67	32.452 1	37.46	Discretionary
	0	0	0	0	0	0	0	0	Non-Discretionary
Total	502	341	295	271	37.634	40.67	32.452 1	37.46	

7.3 Complete disclosures in respect of transactions with related parties pertaining to Portfolio Management services.

Following are the details of transactions with related parties as per the unaudited / provisional accounts for the year ended 31st March, 2016. Transactions were carried out with related parties in the ordinary course of business:

Nature of transaction	Name of the related party	Subsidiary company		Key management personnel & their relatives		Total Rs.	
		2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
Interest received	Angel Commodities Broking Private Limited	59,86,153	-	-	-	59,86,153	-
	Angel Securities Limited	-	3,93,650	-	-	-	3,93,650
	Angel Fincap Private Limited	-	5,00,06,524	-	-	-	5,00,06,524
	Angel Wellness Private Limited	10,50,052	63,73,438	-	-	10,50,052	63,73,438
Total	Total	70,36,205	5,67,73,612	-	-	70,36,205	5,67,73,612
Interest paid	Angel Fincap Private Limited	2,69,38,255	-	-	-	2,69,38,255	-
		2,69,38,255	-	-	-	2,69,38,255	-
Lease income from Subsidiary companies	Angel Commodities Broking Private Limited	2,81,64,924	2,81,64,924	-	-	2,81,64,924	2,81,64,924
	Angel Securities Limited	11,18,568	11,18,568	-	-	11,18,568	11,18,568
	Angel Financial Advisors Private Limited	20,51,352	20,51,352	-	-	20,51,352	20,51,352
	Angel Fincap Private Limited	45,24,000	45,24,000	-	-	45,24,000	45,24,000
	Total	3,58,58,844	3,58,58,844	-	-	3,58,58,844	3,58,58,844
Lease income from furnished property	Dinesh Thakkar			4,59,000	4,59,000	4,59,000	4,59,000
	Total			4,59,000	4,59,000	4,59,000	4,59,000
Lease Car Rental Expenses	Angel Commodities Broking Private Limited	16,50,591	-			16,50,591	-
		16,50,591	-	-	-	16,50,591	-
Dividend Received	Angel Commodities Broking Private Limited	2,49,60,000	2,24,25,000	-	-	2,49,60,000	2,24,25,000
	Total	2,49,60,000	2,24,25,000	-	-	2,49,60,000	2,24,25,000
Software Maintenance Charges	Mimansa Software Systems Pvt Ltd	30,00,000	18,50,000	-	-	30,00,000	18,50,000
Total	Total	30,00,000	18,50,000	-	-	30,00,000	18,50,000
Business support services incurred	Angel Commodities Broking Private Limited	4,37,44,894	27,37,483	-	-	4,37,44,894	27,37,483

(Includes Staff Deputation, Lead Generation and Electricity)							
	Angel Securities Limited	1,37,856	1,09,063	-	-	1,37,856	1,09,063
	Angel Financial Advisors Private Limited	2,51,587	1,99,041	-	-	2,51,587	1,99,041
	Angel Fincap Private Limited	5,65,554	4,39,888	-	-	5,65,554	4,39,888
Total	Total	4,46,99,891	34,85,475	-	-	4,46,99,891	34,85,475
Remuneration paid	Dinesh Thakkar	-	-	1,92,99,403	2,09,50,004	1,92,99,403	2,09,50,004
	Vinay Agrawal	-	-	1,37,44,412	-	1,37,44,412	-
	SantanuShyam	-	-	-	81,35,000	-	81,35,000
Total	Total	-	-	3,30,43,815	2,90,85,004	3,30,43,815	2,90,85,004
Dividend paid	Dinesh Thakkar	-	-	1,87,81,062	1,47,56,548	1,87,81,062	1,47,56,548
	Vinay Agrawal			-	-	-	-
	Others			49,857	39,173	49,857	39,173
		-	-	1,88,30,918	1,47,95,722	1,88,30,918	1,47,95,722
Professional Fees Paid	Amit Majumdar	-	-	-	64,59,734	-	64,59,734
	Vinay Agrawal	-	-	-	22,50,000	-	22,50,000
	Total	-	-	-	87,09,734	-	87,09,734
Rent paid	Amit Majumdar	-	-	-	6,75,000	-	6,75,000
Total	Total	-	-	-	6,75,000	-	6,75,000
Exchange obligation	Angel Fincap Private Limited	-	72,50,607	-	-	-	72,50,607
Total	Total	-	72,50,607	-	-	-	72,50,607
Loans given / Repayment of Loan taken	Angel Commodities Broking Private Limited	2,40,05,00,000	-	-	-	2,40,05,00,000	-
	Angel Securities Limited	-	2,83,50,000	-	-	-	2,83,50,000
	Angel Financial Advisors Private Limited	-	-	-	-	-	-
	Angel Fincap Private Limited	19,99,01,38,255	12,70,77,98,748	-	-	19,77,03,38,255	12,70,77,98,748
	Mimansa Software Systems Private Limited	-	-	-	-	-	-
	Angel Wellness Private Limited	4,57,00,000	7,71,00,000	-	-	4,57,00,000	7,71,00,000
	Jack & Jill Apparel Private Limited	-	-	-	-	-	-
	Nirwan Monetary Services Private Limited	-	-	-	-	-	-
	Total	22,43,63,38,255	12,81,32,48,748	-	-	22,43,63,38,255	12,81,32,48,748



Loan taken /Repayment of loan given	Angel Commodities Broking Private Limited	2,40,05,00,000	-	-	-	2,40,05,00,000	-
	Angel Securities Limited	2,25,00,000	58,50,000	-	-	2,25,00,000	58,50,000
	Angel Financial Advisors Private Limited	-	-	-	-	-	-
	Angel Fincap Private Limited	19,77,03,38,255	12,92,75,98,748	-	-	19,77,03,38,255	12,92,75,98,748
	Mimansa Software Systems Private Limited	-	-	-	-	-	-
	Angel Wellness Private Limited	4,57,00,000	7,71,00,000			4,57,00,000	7,71,00,000
	Jack & Jill Apparel Private Limited	-	-	-	-	-	-
	Nirwan Monetary Services Private Limited	-	-	-	-	-	-
	Total	22,23,90,38,255	13,01,05,48,748	-	-	22,23,90,38,255	13,01,05,48,748
Closing balance							
Counter guarantees given	Angel Commodities Broking Private Limited	-	80,00,00,000	-	-	-	80,00,00,000
	Angel Fincap Private Limited	-	50,00,00,000	-	-	-	50,00,00,000
Total	Total	-	1,30,00,00,000	-	-	-	1,30,00,00,000
Short term borrowing	Angel Fincap Private Limited	-	21,98,00,000	-	-	-	21,98,00,000
Total		-	21,98,00,000	-	-	-	21,98,00,000
Short term loans and advances	Angel Securities Limited	3,33,241	2,25,00,000	-	-	3,33,241	2,25,00,000
	Angel Commodities Broking Private Limited	4,39,69,749	-	-	-	4,39,69,749	-
Total		4,43,02,990	2,25,00,000	-	-	4,43,02,990	2,25,00,000
Long-term loans and advances	Dinesh Thakkar	-	-	75,00,000	75,00,000	75,00,000	75,00,000
Total		-	-	75,00,000	75,00,000	75,00,000	75,00,000


8. Financial Performance of the Portfolio Manager.

The following exhibit captures key financial data pertaining to the Portfolio Manager as per the audited financial statements.

8.1 Summarized Financial Statements (as per Provisional Accounts for FY ended March, 16 and Audited Annual Reports of Previous Three Years)
(Amount in Rs. Lac)

Balance Sheet as on	31-Mar-16 (Unaudited / Provisional)	31-Mar-15 (Audited)	31-Mar-14 (Audited)	31-Mar-13 (Audited)
Sources of Funds				
Paid up capital				
Equity share capital	1436.42	1436.42	1436.42	1436.42
Reserves & Surplus	28830.85	27199.84	24421.83	24548.39
Secured Loans	30465.37	12913.13	14163.72	12679.37
Unsecured loans	-	2198.00	-	-
Total	60732.64	43747.39	40021.97	38664.18
Application of funds				
Net Fixed Assets	9581.50	9692.18	10621.53	11448.98
Deferred Tax Assets	36.85	57.76	128.48	27.28
Net Current Assets	51114.30	33997.45	29271.96	27187.92
Total	60732.64	43747.39	40021.97	38664.18
Income Statement				
	31-Mar-16 (Provisional)	31-Mar-15 (Audited)	31-Mar-14 (Audited)	31-Mar-13 (Audited)
Total Income	38130.51	36439.48	25605.48	30053.2
Total Expenditure	33204.34	29539.47	23701.56	27212.88
Profit/(Loss) before Depreciation	4926.16	6900.01	1903.91	2840.32
Depreciation	969.07	814.57	1070.06	1300.58
Profit/(Loss) before taxes & extraordinary items	3957.09	6085.44	833.85	1539.74
Profit/(Loss) before taxes but after extraordinary items	3957.09	6085.44	833.85	1539.74
Less: Provision for Tax/ Written back of tax provision	1408.74	2194.00	191.864	623.95
Profit/(Loss) After Tax	2548.35	3891.44	641.99	915.79

8.2 Portfolio Management performance of the portfolio manager for the last three years, and in case of discretionary Portfolio Manager disclosure of performance Indicators calculated using weighted average method in terms of Regulation 14 of the SEBI (Portfolio Managers) Regulations, 1993.

Portfolio Performance (%), Net of all fees & charges levied by the portfolio manager.	Current Period			Year 1			Year 2			Year 3		
	(01 April, 16 to August 31, 2016)			(Financial year) 2013-2014			Financial Year 2014-2015			Financial year 2015-16		
	Performance		Performance		Performance		Performance		Performance		Performance	
		Benchmark		Product	Benchmark		Product	Benchmark		Product	Benchmark	
	Product	BSE *	NSE *		BSE *	NSE **		BSE *	NSE **		BSE *	NSE **
Angel Blue Chip Fund	8.02	31.97	35.55	11.03	18.38	17.4	31.25	24.96	26.73	-2.39	-9.36	-8.86
Angel Growth Fund	34.95	32.43	35.98	25.78	18.67	17.73	60.23	25.03	26.79	-0.22	-9.1	-8.62
Angel Lotus Fund	73.72	31.87	35.5	48.33	18.6	17.67	33.48	24.61	26.41	0.71	-9.44	-8.92
Angel Oyster Fund	28.65	32.05	35.65	61.15	18.59	17.63	35.69	25	26.76	-4.19	-9.37	-8.88
Angel Evergreen Large cap Portfolio	22.18	31.85	35.56	21.26	19.76	19.34	17.16	19.63	21.6	-6.48	-9.33	-8.86

* SENSEX

** S&P CNX NIFTY

Notes:

- ❖ The returns reported above are generated from back office accounting software and are post expenses.
- ❖ The Performance of a Portfolio Manager is calculated using weighted average method taking each individual category of Investments.
- ❖ The products for which no clients have been registered from the date of launching the product till date of this document are not reflected above.



9. **Nature of expenses**
 The following are indicative types of costs and expenses for clients availing the Portfolio Management services. The exact basis of charge relating to each of the following services shall be annexed to the Portfolio Management Agreement and the agreements in respect of each of the services availed at the time of execution of such agreements.

9.1 Management Fees

Professional charges relate to the Portfolio management services offered to clients. The fee may be a fixed charge or a fixed percentage of the quantum of funds managed and may be return/performance based or a combination of any of these.

9.2 Custodian/Depository Fees

The charges relating to opening and operation of dematerialized accounts, custody and transfer charges for shares, bonds and units, dematerialization, rematerialisation and other charges in connection with the operation and management of the depository accounts.

9.3 Registrar and transfer agent fee

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

9.4 Brokerage and transaction costs

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

9.5 Certification and professional charges

Charges payable for out sourced professional services like accounting, taxation and legal services, notarizations etc for certifications, attestations required by bankers or regulatory authorities, audit fees paid to independent Chartered Accountants to get the individual client accounts audited under regulation.

9.6 Incidental Expenses

Charges in connection with the courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank accounts etc.

9.7 Securities lending and borrowing charges

The charges pertaining to the lending of securities, costs of borrowing and costs associated with transfer of securities connected with the lending and borrowing transfer operations.

Besides the above indicative costs and charges, all other reasonable costs, fees, charges and expenses incurred by the Portfolio Manager or any other person appointed by the Portfolio Manager arising out of or in connection with or in relation to the management, acquisition, holding, custody, sale and/or transfer, of the Client's Portfolio or the rendering of the Portfolio Management Services or the performance of any act pursuant to or in connection with the Client Agreement shall be recovered by the Portfolio Manager from the respective Clients. The Portfolio Manager shall deduct directly from the account of the client all the fees/costs as specified above and shall send a statement to the client for the same.

10. Taxation Implications for Clients.

The Client shall be liable for all tax liabilities arising out of his investments in Securities and availing services hereunder. In view of the individual nature of tax consequences the Client is best advised to consult his / her / their tax advisor /consultant for appropriate advice on tax treatment. The Portfolio Manager shall not be responsible for assisting in or completing the fulfillment of the client tax obligations.



11. **Accounting Policies**

The following Accounting policy will be applied for the portfolio investments of clients and Accounting under the respective portfolios is being done in accordance with general accounting principles

11.1 **Basis of Accounting:-**

Books and Records would be separately maintained in the name of the client to account for the assets and any additions, income, receipts and disbursement in connection therewith as provided by the SEBI (Portfolio Management) Regulations 1993, as amended from time to time. As SEBI (Portfolio Management) Regulations 1993, do not explicitly lay down detailed accounting policies, accounting policies followed by the Portfolio Manager while accounting for the portfolio investments of the clients accounting under the respective portfolios is being done in accordance with general accounting principles. The existing policies are:-

1. Dividend income earned by the Portfolio 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 the stock exchange, dividend income would be recognized on the date of declaration of dividend.
2. SEBI wide letter no. MRD/DoP/CDSL/ST/19867/2010 DATED 17/3/10 has clarified that in case of PMS clients, bank account details of the clients shall be captured in the Depository System instead of bank details of PMS. In view of the said clarification, all the dividend will now be credited to the bank account mapped to the demat account where securities purchased under PMS are held. For the purpose of accounting dividend receipt entries in books of the client maintained by PMS, dividend shall be deemed to have been received and paid back as corpus outward and accordingly entries will be recorded in books maintained by PMS
3. In respect of investment in interest-bearing instruments, income shall be accrued on a day-to-day basis as it is earned. When such instruments are purchased, interest paid for the period from the last interest due date up to the date of purchase should 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 must not be treated as an addition to sale value but shall be credited to Interest Recoverable Account.
4. Transactions for purchase or sale of investments shall be recognized as of the trade date and not as of the settlement date, so that the effect of all investments traded during a financial year are recorded and reflected in the financial statements for that year.
5. Bonus shares to which the portfolio becomes entitled shall be recognized only when the original shares on which the bonus entitlement accrues are traded on the Stock Exchange, Mumbai on an ex-bonus basis. Accordingly, date of recognition of bonus shares is construed as date of acquisition for the purpose of computing short term/ long-term capital gain. Similarly, rights entitlements shall be recognized only when the original shares on which the right entitlement accrues are traded on the stock exchange on an ex-right basis.
6. In cases of corporate action of demerger, the new shares received on de-merger is recorded in books on ex-date but the date of purchase of original shares is reckoned as date of acquisition for new de-merged stock for the purpose of computing gain/(loss). The apportionment of cost between old share and new share is made based on the information provided by the company. However, in case where such information about cost apportionment is not available on ex date, cost of original share is taken as same % which opening ex price of such share bear to closing cum price and balance cost is taken as cost of demerged shares.



7. The cost of investments acquired or purchased shall include brokerage but does not include service tax, security transaction tax (STT) and other charges customarily included in the broker's bought note. Similarly sale consideration of investments sold shall be reduced by amount of brokerage but does not reduce service tax, security transaction tax (STT) and other charges customarily included in the broker's bought note
8. In determining the holding cost of investments and the gain/loss on sale of securities, the First in First out (FIFO) method is followed for each security.
9. Management Fees and Custody fees are recognized /accrued in accordance with the Discretionary Portfolio Management Services Agreement.
10. Securities Transaction Tax (STT) is recognized on the trade day when the securities are accounted for on which such Securities Transaction Tax is levied.
11. In case of corpus received in form of stock, the same shall be valued at its closing price of the previous working day of the date of activation on BSE. If the stock is not listed on BSE, then closing price of the previous working day on NSE shall be taken. The date on which such shares are in warded as corpus shall be construed as date of acquisition and value at which they are in warded as corpus is considered as cost of acquisition for the purpose of computing gains / returns.
12. In case of corpus redeemed in form of stock, the same shall be valued at the closing price of the previous working day of the date of activation on BSE. If the stock is not listed on BSE, then closing price of the previous working day on NSE shall be taken. The date on which such shares are recorded in books as corpus handed over shall be construed as date of sale and value at which they are recorded as corpus handed over is considered as sale consideration for the purpose of computing gains / returns.

11.2 Portfolio Valuation

Investments in Equities, Mutual Funds and Debt instruments will be valued at the closing market prices of the exchanges (BSE or NSE as the case may be) or the Repurchase Net Asset Value declared for the relevant schemes of the mutual funds on the date of the report or any cut off date or the market value of the debt instrument at the cut off date. Alternatively, the last available prices on the exchange or the most recent NAV will be reckoned.

12 Investor Services:

12.1 Contact Information

Name, address and telephone number of the investor relations officer who shall attend to the investor queries and complaints.

Mr. Dhanesh Mangodia – PMS Operations
 Akruti Star, 5th floor, Road No 7, MIDC,
 Marol, Andheri(East), Mumbai 400093.
 Tel No: 22 3941 3940
 E-Mail ID - complaint@angelbroking.com

The official mentioned above will ensure prompt investor services. The Portfolio Manager will ensure that this official is vested with the necessary authority, independence and the wherewithal to handle investor complaints.

12.2 Grievance Redressal and dispute settlement mechanism

The Portfolio Manager shall attend to and address any client query or concern as soon as possible to mutual satisfaction.



The Portfolio Manager will endeavor to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. If the investor remains dissatisfied with the remedies offered or the stand taken by the Portfolio Manager, the investor and the Portfolio Manager shall abide by the following mechanisms. The investor has an option to register its complaints on SEBI SCORES <http://scores.gov.in/> where the regulator (SEBI) will then intervene and make efforts to redress the complaints

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 and subject to the provisions of The Arbitration and Conciliation Act, 1996, or any statutory requirement, modification or re-enactment thereof. Such Arbitration proceedings shall be held at Mumbai or such other place as the Portfolio Manager thinks fit and be conducted in English language.

The agreement with the client shall be governed by, construed and enforced in accordance with the laws of India. Any action or suit involving the agreement with a client or the performance of the agreement by the either party of its obligations will be conducted exclusively in courts located within city of Mumbai in the state of Maharashtra or such other places as Portfolio Manager thinks fit.

13 General:

The Portfolio Manager and the client can mutually agree to be bound by specific terms through a written two-way agreement between themselves in addition to the standard agreement.

Date: 10/09/2016

Place: Mumbai

Name and Signature of Directors

Sr. No.	Name of the Director	Signature
1	Mr. Vinay Agrawal	
2	Mr. Lalit Thakkar	