SUNANDA & ASSOCIATES
CHARTERED ACCOUNTANTS

+91 9633422220 casunanda@simbizzindia.in Pournami , Amepadath Lane, Shenoy Road , Kaloor , Ernakulam Kerala , 682017

CERTIFICATE

We have verified the books of accounts and related records maintained by Moat Financial Services Private Limited, a SEBI registered portfolio manager bearing the registration number INP000004482 and also the disclosures made by the company in its Disclosure Document for the period ended 18th March, 2024 for portfolio management service. The duly initiated disclosure document forms a part and is attached along with the certificate.

On the basis of our verification and information and explanations provided to us, we certify that the disclosures made in the Disclosure Document as required by the Fifth Schedule of the Regulation 22 of Securities and Exchange Board of India (Portfolio Managers) Regulations 2020 and the guidelines and directives issued by the Board from time to time are true to the best of our knowledge. Further, the disclosures made in our opinion are fair and adequate for investors to make a well-informed decision.

Place: Ernakulam
Date: 19th March 2024

SUNANDA & ASSOCIATES
Chartered Accountants
Firm Reg.No: 016328S

V.SUNANDA BSc FCA DISA
Proprietor
M.No. 204783

Disclosure Document of Portfolio Management Services

Offered by

MOAT FINANCIAL SERVICES PRIVATE LIMITED
SEBI PORTFLIO MANAGEMENT SERVICES REG No : INP000004482

18th March 2024

- This Disclosure Document has been filed with the Securities and Exchange Board of India (SEBI) along with the certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020.

- The purpose of this Disclosure Document is to provide essential information about the portfolio management services provided by Moat Financial Services Private Limited in a manner to assist and enable investors in making informed decision for engaging Moat Financial Services Private Limited as a Portfolio Manager.

- This document gives necessary information about Moat Financial services Private Limited as a 'Portfolio Manager' required by an investor before investing. The investor is advised read this document and retain this document for future reference.

- The details of the Principal Officer of Moat Financial Services is as follows;

  Mr. Sudheesh M
  3-I, 3rd Floor, National Pearl Star
  Edappally, Ernakulam, Kerala 682024
  Phone: +91 9995533182 Email: pms@moatindia.com

- The registered and communication address of the Portfolio Manager is

  MOAT Financial Services Private Ltd
  [SEBI PMS REGN NO. : **INP000004482]**
  CIN :U67120KL2012PTC031033
  3-I, 3rd Floor, National Pearl Star
  Edappally, Ernakulam, Kerala 682024
  Phone: +91 9946175666 Email: pms@moatindia.com

  Website: www.moatindia.com

This disclosure document is dated 18th March 2024

CONTENTS

I.DISCLAIMER CLAUSE

The particulars of this 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 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.

II.DEFINITIONS

In this Disclosure Document, unless the context otherwise requires, the following words and expressions shall have the meaning assigned to them:

'Act' means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended from time to time.

'Agreement' means agreement between Portfolio Manager and its client for the management of funds or securities of its client and shall be read in conjunction with the Application Form.

'Application' means the application made by the Client to the Portfolio Manager to place its funds and/or securities with the Portfolio Manager for Portfolio Management Services. 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 the case of any conflict between the contents of the Application and provisions of the Agreement, the provisions of the Agreement shall prevail.

'Assets' mean (i) the Portfolio and/or (ii) the Funds.

'Bank' means scheduled commercial banks in India, with which the Portfolio Manager will open and operate the Bank Accounts for the purposes of the Portfolio Management Services.

'Bank Account' means one or more accounts opened, maintained and operated by the Portfolio Manager with any of the Scheduled Commercial Banks in accordance with the agreement entered into with the Client.

'Board or SEBI' means the Securities and Exchange Board of India established under sub-section 3 of the Securities and Exchange Board of India Act, 1992.

'Chartered Accountant' means a chartered accountant as defined in clause (b) of sub-section (1) of section 2 of the Chartered Accountants Act, 1949 and who has obtained a certificate of practice under the said Act;

'Client (s) / Investor' means the person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the portfolio manager.

'Custodian' means any custodian based in India who is registered with SEBI as a custodian and holds a valid license to operate as a custodian of securities in India.

'Depository Account' means one or more account or accounts opened, maintained and operated by the Portfolio Manager with any depositary or depository participant registered under the SEBI (Depositary and Participants) Regulations, 1996 in accordance with the agreement entered into with the client.

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

'Discretionary Portfolio Management Services' mean Portfolio Management Services rendered to a client where a Portfolio Manager exercises or may, under a contract relating to Portfolio Management, exercise any degree of discretion as to the investment or management of the portfolio of securities or the funds of the client, as the case may be.

'Disclosure Document' means this document, which has been prepared with the objective of providing essential information about the PMS of Moat Financial Services Private Limited to enable the investors in making an informed decision to engage Moat Financial Services Private Limited to manage their portfolio.

'Financial Year' means the year starting from April 01 and ending on March 31, of the following year.

'FII' means Foreign Institutional Investors registered with SEBI.

'Funds' mean the monies managed by the Portfolio Manager on behalf of the client pursuant to the 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 the Agreement, the proceeds of the 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.

'**HUF**' means Hindu Un-divided Family as defined in Section 2(31) of the Income Tax Act, 1961.

'QFI' means Qualified Foreign Investors registered with SEBI

'NAV' means Net Asset Value, which is the value that the investment would ordinarily fetch on sale in the open market on the relevant date less any receivables and fees due.

'**Non-Discretionary Portfolio Management Services'** mean Portfolio Management Services other than Discretionary Portfolio Management Services and Investment Advisory Services.

'**Non-Discretionary Portfolio Manager'** means a Portfolio Manager who manages the funds in accordance with the directions of the client.

'NRI' means a non-resident Indian as defined under the Foreign Exchange Management Act, 1999

'Portfolio' means all the assets advised or administered under the Investment Services Agreement or Portfolio Management Services Agreement signed between the Client and the Portfolio Manager.

'**Discretionary Portfolio Manager**' means any person who pursuant to contract or arrangement with a client, exercises any degree of discretion as to the management or administration of a portfolio of securities or the funds of the client.

'Regulation' means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as may be amended from time to time.

'Parties' mean the Portfolio Manager and the Client; "Party" shall be construed accordingly.

'Person' includes any individual, partners in the partnership, central or state government, company, body corporate, co-operative society, corporation, trust, society, Hindu Undivided Family or any other body of persons, whether incorporated or not.

'PML Laws'shall mean Prevention of Money Laundering Act, 2002, the Rules issued there under and the guidelines/circulars issued by SEBI thereto, as amended from time to time.

'Portfolio' means the securities managed by the Portfolio Manager on behalf of the Client pursuant to the Portfolio Investment Management Agreement and includes any Securities mentioned in the Application, any further securities placed by the Client with the Portfolio Manager for being managed pursuant to the Portfolio Investment Management Agreement, securities acquired by the Portfolio Manager through investment of funds and bonus and rights shares or otherwise in respect of securities forming part of the Portfolio, so long as the same is managed by the Portfolio Manager.

'RBI' means Reserve Bank of India established under the Reserve Bank of India Act, 1934.

'Rules'means the SEBI (Portfolio Managers)Rules, 2020, as may be amended from time to time.

'MOAT' means Moat Financial Services Private Limited – The Portfolio Manager.

'Strategy' means a Portfolio Management Strategy as may be launched by the Portfolio Manager from time to time.

'SEBI' means the Securities and Exchange Board of India, established under Securities and Exchange Board of India Act, 1992.

'Securities'means""Securities" as defined under the Securities Contracts (Regulations) Act, 1956 as amended from time to time

'Securities Valuation Policy' means the policy of the Portfolio Manager, from time to time, for valuation of the Securities forming part of the Portfolio.

Words and expressions used in this Disclosure Document and not expressly defined shall be interpreted according to their general meaning and usage in the Regulations and SEBI Act, 1992. The definitions are not exhaustive. They shall also carry the meaning assigned to them in the Regulations governing Portfolio Management Services.

III.DESCRIPTION

(A). History, Present Business and Background of the Portfolio Manger

MOAT is an association of likeminded people. MOAT originates from the passion of the MOAT promoter's for providing professional and prudent investment management, delivered through a boutique platform and personalized experience. The sole objective of MOAT is to build an investment institution that focuses on the long term interest of investors, ensuring high level of accountability, confidentiality and standards of transparency. Team members of MOAT are primarily investors and not traders who has acquired substantial portion of their wealth by investing a majority of own savings in equities alone. That shows our deep conviction and commitment to equity as an asset class. MOAT is mature enough to handle the market cycles with less excitement during good times as well as depression in bad times.

Moat Financial Service Pvt. Ltd. ("MOAT") is a private limited company incorporated under the Companies Act, 2013 on April 18, 2012. MOAT has its Registered Office situated at 3-I, 3rd Floor, National Pearl Star, Edappally, Ernakulam, Kerala 682024.

Business Activity

- Investment Management
- Portfolio Management services

MOAT has a valid certificate of registration with SEBI as a portfolio manager under the Regulations (registration codeINP000004482).

(B) Promoters, Directors and other key members of the Portfolio Managers & their background

The Board of Directors of the Portfolio Manager consists of eminent persons from various fields. Details in respect of Promoters, Directors and other key members are as under:-

Mr. Biju John – Managing Director
Mr. Biju John who heads the Investor and client Relationship Management Department of the Portfolio Manager has over two decades of Capital Market and Retail Business development experience. He is a management professional with Bachelors in Commerce (BCom) degree both from Mahatma Gandhi University. Presently he holds the position of Managing Director of the company. He started his career in FMCG with GlaxoSmithKline Consumer HealthCare Ltd and further moved to Retail Broking industry in Kerala. His areas of expertise in business include Innovations, Promotions, Key Accounts, Activations with HNI and Corporate clients. He is instrumental to the setting up of Retail Broking arm of various Indian companies in Kerala. Prior to starting MOAT, he was heading the Kerala region of Religare Enterprises Ltd. He take cares the business promotions, marketing aspects along with the Investor Relationships and responsible for the retail and institutional capital market businesses.

Mr. Fazalul Haque A.S – Executive Director
Fazal has over two decades of experience in the Indian Capital Markets. He is a member of the Cochin Stock Exchange, (currently CSBL) since 1997 and possesses a thorough understanding of the operations and compliance requirements of the equity markets. He holds the position of director and Chief Operating Officer of the Company. He is appointed as the Compliance officer of the company with effect from September 1, 2023.
Prior to joining Moat Financial Services, he has worked in the finance team of leading multinational companies in the Middle East.

Mr. Naresh Gilda – Non Executive Director
Naresh heads the Marketing arm and the Strategy division as a Vice President and has worked with leading equity research firm in the past. He brings significant experience and expertise on client relationships to MOAT. He is well connected with many HNI leads and advises them on improving their portfolio & tap the opportunities available to enhance their portfolio valuation. He has 9 years of experience in the Industrial and Financial Fields and He secured his Engineering degree from JNTU University, Hyderabad. With a mission & vision to make MOAT, the most trustable Financial service provider in the investment space, he always looks for passionate and dedicated folks around.

Mr. Vinayakumar Thirunilath – Non Executive Director
Mr. Vinayakumar has over 40 years of experience in PR, Advertising, Branding and Marketing. He is the founder and senior partner of Guide advertising and marketing associates, Chairman-Kome Vertika-Integrated Marketing Communications, Sr Partner, Global Initiative for excellence, National president of Press Council of India, Director, World Communicators Council. Mr. Vinayakumar has published / presented many papers and authored a book on PR - The Prize.

Mr. Shafnas Siddiq – Non Executive Director
Shafnas is a management consultant with close to 20 years of experience in organizational transformation. He has worked on several strategic initiatives across industry domains and has successfully designed and implemented business aligned operating models, innovation frameworks and people centric strategies. He has developed his niche in identifying and integrating the 3 R model (Right people, right process and right technology as the foundation for driving customer value through effectiveness, efficiency and cost consciousness.

Mr. Durgesh Pandya – Non Executive Director
Durgesh pandya has over 25 years of experience in Investment management services. He is the founder of My Advisor, an Investment management firm having more than 400 Crore AUM. He is also the founder of Uppercrust Wealth, is boutique wealth management company.

Mr. Mohammed Abdul Rahiman – Non Executive Director
A Chartered Accountant qualified from United Kingdom with vast national & international exposure. He ran a successful construction contracting company in Soudi Arabia in 80s. Prior to starting in his own in India, he resigned as CFO of Mobil Oil Corporation (Middle East Region). He was part of a very successful real estate venture for close to a decade in the 90s. He served on the Board of Directors of Sami Labs in early 2000s. Mr. Rahim then went onto established Asset Builders which has recently be rebranded to Coevolve Estates. Mr. Rahim is a serial entrepreneur with interest in textile industry, retail industry, capital market and Agriculture.

Mr. TB Ramakrishnan, Director.

Mr. Ramki started his career in 1985 with M/s Leo Group of companies as EDP in charge of LEO Group of companies and Acumen till 1992. Software development & implementation was the key activity. He became an authorized assistant of M/s Acumen, Cochin Stock Exchange Ltd in 1990 in addition to his software related assignments. Mr. Ramki was a member in Cochin Stock Exchange and was a governing board member during 1998-2000 and ex-treasurer during 1998-1999. Mr. Ramki was the regional head of Sharekhan (2002-2006). Mr. Ramki is a Financial Market Analyst, instrumental in conducting various investor awareness programs across Kerala and other states for investing public. He is a participant and speaker in various investment awareness programs conducted by NSE, BSE, MCX and SEBI. He possesses the Post Graduate Program in Portfolio Management Services with A Grade. He is also holding NISM Certifications (In research analyst, derivatives, SORM)

Mr. Sudheesh M – Principal Officer, Head - Finance
Mr. Sudheesh has over a decade of experience in the field of corporate finance, accounts and audit. He started his career with a reputed Chartered Accountant in 2006 in Cochin. He cleared his Chartered Accountancy Professional Education Examination II from the Institute of Chartered Accountants of India and completed his commerce graduation from University of Kerala. He also holds the NISM Series XXI-B Portfolio Managers Certification Examination. He has been working with Moat Financial Services since 2013 and is currently the Finance Officer of the company. He is appointed as the Principal Officer of the company with effect from September 1, 2023.

Mr. Sebastian Shiroj – Operations and Execution
He has over 22+ years experience of working with leading National level Stockbrokers in various roles. Prior to joining MOAT, he had worked in a senior position for RELIGARE Broking from 2008-2019. He is a Commerce Graduate and is currently pursuing his Masters's in Finance (MBA).

(C) Group Companies

None.

(D) Details of services being offered:

(1) 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 investment avenues made available as per the 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 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 Clients' account 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. This right of the Portfolio Manager shall be exercised strictly in accordance with the relevant acts, rules and regulations, guidelines and notifications in force from time to time.

The Portfolio Manager shall send a periodical report to the clients and as & when required or requested by the client.

(2) 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 and / or securities 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 / or securities 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, fax, telephone 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.

IV. PENALTIES, PENDING LITIGATION OR PROCEEDINGS, FINDINGS OF INSPECTIONS OR INVESTIGATIONS FOR WHICH ACTION MAY HAVE BEEN TAKEN OR IN THE PROCESS OF BEING TAKEN BY ANY REGULATORY AUTHORITY.

Cases of penalties imposed by SEBI or the Directions issued by SEBI under the SEBI Act or Rules or Regulations made there under.	None
The nature of the penalty/direction.	NA
Penalties imposed for any economic offence and/or for violation of any securities laws.	None
Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any.	None
Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency.	None
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 Rulers or Regulations made there under.	None

V. SERVICES OFFERED

The portfolio manager offers the following types of Services

(I) Discretionary Portfolio Management Services

The portfolio manager exercises its discretion in managing the Funds/Securities in the client's portfolio. Subject to such investment objective and restrictions as may be contained in the agreement with the client, the Portfolio manager will have complete discretion to manage, invest and re-invest the client's account, including to buy, sell or otherwise deal in any securities, as permissible under the Regulations, effect transactions in such manner and in such markets, as it deems fit, and take day to day decisions in respect of the portfolio of the client. The client may, under these services, authorize or restrict the Portfolio manager to invest the Client's Portfolio in specific financial instruments or securities or a mix of specific instruments or securities. The Portfolio manager, may at its discretion, adhere to the views of the Client pertaining to the investments / disinvestment decisions of the Client's Portfolio. The portfolio manager's decision in deploying of the Client's Portfolio is absolute and final and is not open to review or question by the client during the currency of the agreement or at any time thereafter, except the grounds of malafide, fraud, conflict of interest or gross negligence. The portfolio manager shall send periodical documents to the client.

The Discretionary Portfolio Management Services to be offered shall be as per the following Investment Approaches:

(i) Investment approach – Moderate Compounders

- Investment Objective: To generate sustainable returns over the medium to long term by making investments which primarily comprise of equity securities.
- Description of Securities: Under Moderate Compounders, clients' investable funds would primarily be invested in equity shares and equity-linked instruments issued by companies which are listed in India. Some part of clients' investable funds might be invested in units of money market and liquid funds and some part might be retained as bank balance in a bank account.
- Basis of Selection of type of security: It's an equity investment strategy of investing 60% of the portfolio in large sector leaders and the remaining 40% in emerging companies (Large, Mid & Small Caps) in emerging sectors that will benefit in the journey to $5 trillion economy. These may be new sectors that take off with rising disposable income, changing habits, govt thrust, etc.
- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	=>50%
Money market funds / Liquid funds / Bank balance	up to 50%

- Benchmark: The **S & P BSE 500 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the S & P BSE 500 Total Return Index has been selected as the benchmark for comparing performance.

- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the Moderate Compounders Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach.
- Use of derivatives: The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of the client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.
- Risks associated with the investment approach: Being a diversified portfolio of stocks from across market capitalization, there can be higher volatility in short term in line with market-risk or sector or company risk for more details Please refer the clause 6 on Risk Factors

(ii) Investment approach – Emerging moat

- Investment Objective
  To invest and create wealth with small and midcap sustainable high growth companies for clients.
- Description of Securities:
  These stocks have competitive advantage in their field and they are probable candidates for leader of tomorrow in their business domain

  Basis of Selection of type of security:
  Fundamental screening, detailed business analysis and peer competition analysis, technical long term charts, liquidity and risk analysis.
- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	90-100%
Money market funds / Liquid funds / Fund of funds / ETF/ Gold Funds / Mutual Funds / REITS / INVITS / Bank balance	Liquid bees only as and when required 0-10%

- Benchmark: The **S & P BSE 500 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the S & P BSE 500 Total Return Index has been selected as the benchmark for comparing performance

- Minimum investment: The minimum value of Funds/investments is 50 lacs and which will be accepted towards the initial corpus under the **emerging moat** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.

- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.

- Minimum tenure: **Not applicable** under this investment approach. No lock in period.

- Risks associated with the investment approach:

  1. Market Risk : sudden fall of markets due to unprecedented risks like deflation, stagflation or
  2. Event risk : terrorist attack, war , pandemic like events
  3. Corporate governance risks : satyam like frauds by management despite of all checks and balances , high recivables sudden built up , company getting some regulatory or government action
  4. Essentially these are midcap and small cap companies which have high growth but moderate risks.

  Sectorial limits: no exposure more than 25% to a sector at cost level.
  Stock wise limit: no allocation more than 12% at cost level.

(iii) Investment approach – UpperCrust Wealth Fund

- Investment Objective: To preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.
- Description of Securities: Under UpperCrust Wealth Fund, clients investable funds would primarily be invested in equity shares and equity-linked instruments issued by companies with proven corporate governance and capital allocation track record and which dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes, and strategic assets. Some part of clients' investable funds might be invested in units of money market and liquid funds and some part might be retained as bank balance in a bank account.
- Basis of Selection of type of security: The UpperCrust Wealth Fund investment approach is based on generating returns by investing in companies with proven corporate governance and capital allocation track record and which dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes, and strategic assets and which are aggressive in capturing the market share. Hence, under this investment approach, investments are primarily made in equity shares and equity-linked instruments and to keep some part of clients investable funds in liquid form, such funds are either invested in units of money market funds or liquid funds or they are retained in the bank account in form of bank balance.

- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	=>50%
Money market funds / Liquid funds / Fund of funds / ETF/ Gold Funds / Mutual Funds / REITS / INVITS / Bank balance	up to 50%

- Benchmark: The **S&P BSE 500 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the S&P BSE 500 Total Return Index has been selected as the benchmark for comparing performance.
- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the **UpperCrust Wealth Fund** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach.
- Use of derivatives: The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of the client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.
- Risks associated with the investment approach: Being a diversified portfolio of stocks from across market capitalization, there can be higher volatility in short term in line with market-risk or sector or company risk for more details Please refer the clause 6 on Risk Factors

(iv) Investment approach – UpperCrust Prosperity Fund

- Investment Objective: Uppercrust Prosperity is an Alpha Capture Strategy that aim to generate excess returns while managing risk. By carefully selecting the investments & employing risk management techniques, investor can enhance risk-adjusted returns maximizing the potential for long term wealth accumulation.
- Description of Securities: Under UpperCrust Prosperity Fund, the client's investible funds would primarily be invested in any listed security dynamically allocated to suit risk appetite of the subscriber. Securities could be either 1)equity shares and equity-linked instruments of MOAT / emerging MOAT companies having superior corporate governance and capital allocation track record and which have potential to dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes, and strategic assets OR 2) in Fund of funds(FOFs), ETFs, Listed Bonds, Gold funds, Mutual Funds, REITS, INVITS, money market funds and liquid funds..
- Basis of Selection of type of security: UpperCrust Prosperity Fund aims to benefit from the long-term compounding effect of investments in great businesses, run by outstanding management for superior wealth creation. It aims to deliver superior returns by investing in stocks from Sectors that can benefit from the Next trillion-dollar GDP growth. It is a highly customized portfolio with focused equity and / or Debt/Money market/REITs/INVITs/Liquid fund allocation without any cap on asset class or stock or sector. Hence, under this investment approach, investments are primarily made in equity shares and equity-linked instruments AND / OR in Fund of funds(FOFs), ETFs, Listed Bonds, Gold funds, Mutual Funds, REITS, INVITS, money market funds and liquid funds or they are retained in the bank account in form of bank balance.
- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	Up to 50%
Money market funds / Liquid funds / Fund of funds / ETF/ Gold Funds / Mutual Funds / REITS / INVITS / Bank balance	up to 100%

- Benchmark: The **S&P BSE 500 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the S&P BSE 500 Total Return Index has been selected as the benchmark for comparing performance.
- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the **UpperCrust Prosperity Fund** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach. Further no exit charges will applicable.
- Use of derivatives: The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of the client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative

security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.

- Risks associated with the investment approach: Being a diversified portfolio of stocks from across market capitalization, there can be higher volatility in short term in line with market-risk or sector or company risk for more details Please refer the clause 6 on Risk Factors

(v) Investment approach – Special Opportunities Fund

Investment Objective: To generate sustainable returns over the medium to long term by making investments in companies where the promoter or the company has acquired additional shares and some special situations where the price mismatch is happening.

- Description of Securities: Under the Special Opportunities Fund, clients' investable funds would primarily be invested in equity shares and equity-linked instruments issued by companies which are listed in India. Some part of clients' investable funds might be invested in units of money market and liquid funds and some part might be retained as bank balance in a bank account.
- Basis of Selection of type of security: The Special Opportunities fund seeks to generate superior risk-adjusted returns, in relation to the broad market, by investing in fundamentally sound companies which have repurchased their own shares or where the promoters' have acquired additional shares at market prices. Typically, such an action by a company or a controlling shareholder demonstrates their conviction that the company's growth prospects or inherent value has not been captured in its stock price at that point. The portfolio proposition is to gain from the eventual balancing of the value-price mismatch in the market by identifying and investing in such companies after a detailed review of their fundamentals and corporate governance standards. Hence, under this investment approach, investments are primarily made in equity shares and equity-linked instruments and to keep some part of clients investable funds in liquid form, such funds are either invested in units of money market funds or liquid funds or they are retained in the bank account in form of bank balance.
    - A. Price Mismatch
    - B. Corporate Actions
    - C. Mergers and demergers
    - D. Change in promoters
    - E. Any change in regulations
    - F. Division split of good and great business

- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	=>50%
Money market funds / Liquid funds / Bank balance	up to 50%

- Benchmark: The **S&P BSE 500 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the S & P BSE 500 Total Return Index has been selected as the benchmark for comparing performance.
- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the **Special Opportunities Fund** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach.
- Use of derivatives: The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of the client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Schedule 2 and the Portfolio Manager would be barred from using derivatives in the client's portfolio.
- Risks associated with the investment approach: Being a diversified portfolio of stocks from across market capitalization, there can be higher volatility in short term in line with market-risk or sector or company risk for more details Please refer the clause 6 on Risk Factors.

(vi) Investment approach – UpperCrust Growth Fund

- Investment Objective: To preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.
- Description of Securities: Under UpperCrust Growth Fund, client's investable funds would primarily be invested Fund of funds, ETF,Listed Bonds, Gold funds, Mutual Funds, REITS, INVITS, money market funds and liquid funds. Some part of clients' investable funds might be invested in equity and equity linked instruments and some part might be retained as bank balance in a bank account.
- Basis of Selection of type of security: The UpperCrust Growth Fund investment approach is based on generating returns by investing in companies with proven corporate governance and capital allocation track record and which dominate specific niches of the Indian economy through sustainable competitive advantages built around brands, business processes, and strategic assets and which are aggressive in capturing the market share. Hence, under this investment approach, investments are primarily made in Debt Instruments or equity shares and equity-linked instruments and to keep some part of clients investable funds in liquid form, such funds are either invested in units of money market funds or liquid funds or they are retained in the bank account in form of bank balance.

- Allocation of portfolio across types of securities:

Proportion % of Net Assets	**Allocation in portfolio**
Equity and equity linked instruments	=>10%
Money market funds /Listed Bonds/ Liquid funds / Fund of funds / ETF/ Gold Funds / Mutual Funds / REITS / INVITS / Bank balance	up to 90%

- Benchmark: The **NIFTY Multi Asset – Equity : Arbitrage : REIT's/InvITs (50:40:10) Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the NIFTY Multi Asset – Equity : Arbitrage : REIT's/InvITs (50:40:10) Index has been selected as the benchmark for comparing performance.
- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the **UpperCrust Growth Fund** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach.
- Use of derivatives: The Portfolio Manager might transact in derivatives in case it deems it necessary to protect the value of the client's portfolios in periods of market instability. If the client does not want the Portfolio Manager to use derivatives at all in his/her portfolio, then, he/she can mention Derivatives as negative security in Annexure II and the Portfolio Manager would be barred from using derivatives in the client's portfolio.
- Risks associated with the investment approach: Being a diversified portfolio of stocks from across market capitalization, there can be higher volatility in short term in line with market-risk or sector or company risk for more details Please refer the clause 6 on Risk Factors.

Non-Discretionary Services:

Under the Non-Discretionary Portfolio Management Services, the portfolio of the client shall be managed in consultation with the client. Under this service the Assets will be managed as per express prior instructions issued from the client from time to time. The client will have complete discretion to decide on the investment (Stock quantity and price or amount). The portfolio manager inter-alia manages transactions executions, accounting, recording of corporate benefits, valuation and reporting aspects on behalf of the client entirely at clients risk.

The Non-Discretionary Portfolio Management Services to be offered shall be as per the following Investment Approaches:

Investment approach – UpperCrust ONE

- Investment Objective: The investment objectives will be based on the decision of the client to preserve the purchasing power of the client's capital whilst providing sustainable returns over long periods of time.
- Description of Securities: Based on the directions from client, under UpperCrust ONE Portfolio, clients investable funds would primarily be invested in equity shares and equity-linked instruments issued by companies with proven corporate governance and capital allocation track record. Some part of clients' investable funds might be invested in units of Money market funds / Liquid funds / Fund of funds / ETF/ Gold Funds / Mutual Funds / REITS / INVITS / Bank balance as decided by the client from time to tome

- Benchmark: The **NIFTY 50 Total Return Index** is in line with the manager's long-term focus on companies regarding market capitalization. Hence, the NIFTY 50 Total Return Index has been selected as the benchmark for comparing performance
- Minimum investment: The minimum value of Funds/investments which will be accepted towards the initial corpus under the **UpperCrust ONE Portfolio** Investment Approach would be decided by the Portfolio Manager from time to time and the minimum sum will not be less than any amount as may be stipulated by the Regulations from time to time. The uninvested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager held in cash or deployed in liquid fund schemes, exchange-traded index funds, debt-oriented schemes of mutual funds, gilt schemes, bank deposits, and other short-term avenues for investment.
- Indicative tenure or investment horizon: We expect the client to have an Investment Horizon of at least 3 years + in the Scheme.
- Minimum tenure: **Not applicable** under this investment approach.

Salient Features: Write to pms@moatindia.com for the detailed Product Presentation

Types of Securities/asset classes:
The Portfolio Manager will effect Portfolio investments in such asset classes or Securities by whatever name called and as are permitted by the Rules and Regulations from time to time. However, the underlying asset class for this Portfolio would primarily be equities and liquid instruments.

Minimum size of Portfolio
The minimum amount for portfolio management services shall not, in any case, be less than the minimum amount as stipulated under the SEBI (Portfolio Managers) Regulations, 2020, and the amendments there from time to time. The Portfolio Manager can fix a higher limit as mutually agreed. As on this date of the disclosure document the client would need to invest / start with minimum Portfolio of Rs.50 lacs as per amendments carried out by SEBI in SEBI (Portfolio Managers) Regulations, 2020

Investment Horizon

There is no lock-in period for the portfolio management services offered by the Portfolio manager. However the portfolio manager expects clients' needs to maintain a long term stand in lieu with the spirit and culture of investing and also understand the volatility and risk associated with it.

(2) Investments in associates / Group companies:
The Portfolio Manager does not propose to effect any investments out of Client's Funds in any of its associates or group entities.

Option to directly become PMS Client

Investors can reach us and avail our Portfolio Management services directly (without intermediation of person engaged in distribution service) through our Website or the following contact

www.moatindia.in
Ph: +91 9961729290
Mail: pms@moatindia.com
Address: 3-, 3rd Floor National Pearl Star,
Edappally, Ernakulam, Kerala 682024

Biju John, Managing Director
Mob: +91 9895119714
Mail: biju@moatindia.com

VI. PORTFOLIO MANAGEMENT RISK

(1) Investments in Securities are subject to market risk and there is no assurance or guarantee that the objectives will be achieved.

(2) The past performance of the Portfolio Manager does not indicate its future performance.

(3) Risk arising from the investment objective, investment strategy and asset allocation, market risk, political and geopolitical risk and risk arising from changing business dynamics may affect portfolio returns.

(4) At times, portfolios of individual Clients may be concentrated in certain companies / industries. The performance of the portfolios would depend on the performance of such companies / industries / sectors of the economy.

(5) The Portfolio Manager's investment decisions may not be always profitable, as actual market movements may be at variance with anticipated trends. The Portfolio Manager is neither responsible nor liable for any losses resulting from the operations of the portfolio Products.

(6) The liquidity of the portfolio investment is inherently restricted by trading volumes in the Securities in which it invests.

(7) Investments in general and in the Product / Services which the Clients / Investors have opted are subject to wide range of risks which inter alia also include:

- Economic slowdown.
- Volatility and illiquidity of the stocks.
- Poor corporate performance, economic policies, changes of Government and its policies.
- Acts of god, acts of war, civil disturbance, sovereign action and such other acts.

(8) Other risks including cancellation and postponement of settlements, default, legal actions, third party non- performance, misjudgment / incapacitation of the Portfolio Manager.

(9) The Portfolio Manager does not guarantee or assure any return on investment, either of principal or appreciation on the portfolio or preservation of capital.

(10) 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.

(11) 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 Client when the composition / asset allocation pattern changes.

(12) 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.

(13) 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.

(14) While securities that are listed on the stock exchange carry lower liquidity risk, the ability to sell these investments is limited by the overall ltrading 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.

(15) The Portfolio Manager may, subject to authorization by the Client in writing, participate in securities lending. The Portfolio Manager may not be able to sell / lend out securities, which can lead to temporary illiquidity. There are risks inherent in securities lending, including the risk of failure of the other party, in this case the approved intermediary to comply with the terms of the agreement. Such failure can result in a possible loss of rights to the collateral, the inability of the approved intermediary as defined under extant regulations to return the securities deposited by the lender and the possible loss of corporate benefits accruing thereon.

(16) 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

(17) 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.

(18) 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.

(19) 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.

(20) Reinvestment Risk: This risk refers to the interest rate levels at which cash flows received from the securities under a particular Portfolio are reinvested. The additional income from reinvestment is the "interest on interest" component. The risk is that the rate at which interim cash flows can be reinvested may be lower than that originally assumed.

(21) Currency Risk: The Portfolio Manager may also invest in overseas Fixed Income or other Securities / instruments as permitted by the concerned regulatory authorities in India. To the extent that the portfolio of the Product / Services 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.

(22) Risks associated with investments in derivatives

The Portfolio Manager may use derivatives instruments like Stock / Index Futures, Stock Options, Interest Rate Swaps, Forward Rate Agreements or other derivative instruments, as permitted under the Regulations and guidelines. As and when the Portfolio Manager trades in the derivatives market, there are risk factors and issues concerning the use of derivatives that investors should understand. Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price or interest rate movements correctly. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices.

Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value. Also, the market for derivative instruments is nascent in India.

VII. CLIENT REPRESENTATION.

(1) Fund management business details:

Category of Clients	Number of Clients	Funds Managed (Rs. In lakhs)	Discretionary / Non-discretionary.
Associates / Group Companies			
As on 31.03.2023	NA	NA	NA
As on 31.03.2022	NA	NA	NA
As on 30.09.2021	NA	NA	NA
As on 31.03.2021	NA	NA	NA
As on 30.09.2020	NA	NA	NA
As on 31.03.2020	NA	NA	NA
As on 30.09.2019	NA	NA	NA
As on 31.03.2019	NA	NA	NA
As on 30.09.2018	NA	NA	NA
As on 31.03.2018	NA	NA	NA
As on 30.09.2017	NA	NA	NA
As on 31.03.2017	NA	NA	NA
As on 31.03.2016	NA	NA	NA
As on 31.03.2015	NA	NA	NA
Others			
As on 29.02.2024	2	2,99,55,329.18	Non Discretionary
As on 29.02.2024	114	119,39,90,339.47	Discretionary
As on 31.03.2023	3	4,97,42,105.57	Non Discretionary
As on 31.03.2023	56	41,32,00,466.89	Discretionary
As on 31.03.2022	25	16,81,11,741.54	Discretionary
As on 30.09.2021	21	13,02,45,182.36	Discretionary
As on 31.03.2021	18	8,18,13,062.93	Discretionary
As on 30.09.2020	25	9,17,14,556.00	Discretionary
As on 31.03.2020	25	7,20,98,363.00	Discretionary
As on 30.09.2019	25	9,17,29,775.16	Discretionary
As on 31.03.2019	26	10,80,68,238.56	Discretionary
As on 30.09.2018	30	10,81,34,488.00	Discretionary
As on 31.03.2018	34	16,44,88,976.00	Discretionary
As on 30.09.2017	43	21,66,29,139.60	Discretionary

(2) Related Party Transaction

(A) Remuneration paid to Key Managerial Personnel and relative of Key Managerial Personnel for the Financial Year 2023-24 (Upto February 2024)

Name of the Related Party and Nature of Relation	Managerial Remuneration	Towards meeting marketing expenses	Consultancy Fees
Biju John (Director)	697,500	232,500	NIL
Fazalul Haque A.S (Director)	697,500	232,500	NIL
Ramakrishnan TB (Director)	NIL	NIL	572,000
Suraj Nair (Director)	56,250	18,750	NIL

(B) Sub-Brokerage Received during the period

The trades of PMS clients are executed through the sub broking firm / Authorised Persons of share brokers where Key Managerial Personnel has significant influence or relative of key managerial personnel or through associates of Moat Financial Services Private Limited.

Moat Consultancy Services Private Limited, an associate company of Moat Financial Services Private Limited is registered as Authorised Person of Aditya Birla Money Ltd.

Brand Equities, a proprietorship concern of Mr. Fazalul Haque A.S, a director of Moat Financial Services Private Limited is registered as Authorised Person of Cochin Stock Brokers Ltd

Manju Biju, Spouse of Mr. Biju John, director of Moat Financial Services Private Limited is registered as Authorised Person of Acumen Capital Market (India) Ltd.

Sharewealth Securities Ltd is a share holder and associate of Moat Financial Services Private Limited is a Stock Broker.

Name of the Related Party	**Nature of Relation**	**Sub brokerage/ brokerage received during the FY 2023-24 (Upto February 2024)**	**Sub brokerage / brokerage received during the FY 2022-23**
Moat Consultancy Services Pvt Ltd	Associate company	32,12,605	20,09,296
Sharewealth Securities Ltd	Shareholder / Associate	133,084	82,858
Manju Biju	Spouse of Mr. Biju John, Director	394,040	228,214
Brand Equities	Proprietor is a director	35,074	106973

VIII. FINANCIAL PERFORMANCE OF THE PORTFOLIO MANAGAER

(Based on audited financial Statements)

The financial performance of the company for the Year ended 31st March 2023 and31st March 2022 (Based on Audited financial statements)

EQUITY AND LIABILITIES	31st March 2023 [In Rs.'000]	31st March 2022 [In Rs.'000]
Shareholders fund		
a) Share Capital	53,434.99	35,934.99
b) Reserves	424.62	-1,423.57
Non-Current Liabilities		
a) Long Term Borrowings		
Current Liabilities		
a) Other Current Liabilities	173.85	666.33
Total	**54,033.46**	**35,177.75**
ASSETS		
Non - Current Assets		
a) Fixed Assets	1434.99	1,730.15
b) Non-Current Investments	22,852.51	6,514.32
c) Deferred Tax Asset	9,210.00	9,815.3
d) Long Term Loans & Advances	2,198.71	2,384.39
(e) Other non-current assets	210.00	100.00
Current Assets		
a) Cash and Cash equivalents	270.14	270.98
b) Short term loans and Advances	15,719.46	13,466.59
c) Other Current Assets	2137.65	896.03
Total	**54,033.46**	**35,77.75**

Abstract of Profit and Loss account

Particulars	For the period from 1st Apr 2022 to 31st Mar 2023 (Audited)	For the period from 1st Apr 2021 to 31st Mar 2022 (Audited)
Total Income	**6003.15**	**5601.93**
Less: Expenses		
1) Employee Benefits	1,993.50	1,338.19
2) Depreciation and Amortisation	351.92	310.05
3) Other Expenses	7017.04	3,635.43
4) Finance Cost	Nil	Nil
Profit Before Taxes	**(3359.31)**	**318.26**
Less: (Tax Expenses) / Credits	(792.50)	(1,065.21)
Net Profit for the year after provision for taxes	**(-4151.80)**	**1,383.47**

IX. PERFORMANCE OF THE PORTFOLIO MANAGER FOR THE LAST 3 YEARS

Particulars	**FY 2023-24 (Upto February 2024)**	**FY 2022-23**	**FY 2021-22**	**FY 2020-21**
Moderate Compounders				
PMS Return	46.51%	2.82%	28.68%	56.03%
S&P BSE 500 TRI	38.98%	-2.26%	20.96%	75.99%
Special Opportunities Fund (From November 2020 onwards)				
PMS Return	36.91%	2.94%	21.02%	10.42%
S&P BSE 500 TRI	38.98%	-2.26%	20.96%	23.32%
UpperCrust Wealth Fund (From January 2022 onwards)				
PMS Return	56.78%	-9.50%	-4.33%	NA
S&P BSE 500 TRI	38.98%	-2.26%	20.96%	NA
UpperCrust Growth Fund (From April 2022 onwards)				
PMS Return	48.76%	-1.83%	NA	NA
NSE Multi Asset Index I	22.90%	-2.26%	NA	NA
UpperCrust One				
PMS Return	38.83%	-10.49%	NA	NA
NIFTY 50 TRI	28.08%	-2.26%	NA	NA
Emerging Moat				

PMS Return	47.05%	-6.30%	NA	NA
S&P BSE 500 TRI	38.98%	-2.26%	NA	NA
UpperCrust Prosperity Fund				
PMS Return	NA	NA	NA	NA
S&P BSE 500 TRI	NA	NA	NA	NA

X. NATURE OF EXPENSES

(I) Portfolio Management Fees:

Portfolio Management Fees relates to the fee payable by the Client for the Portfolio Management Services offered to the Clients by the Portfolio Manager. This fee is (as a percentage) related to the Net Asset Value of the Portfolio under investment management and may be fixed, variable or a combination of both, as detailed in the Schedules or Annexure's to the Portfolio Management Services agreement

(2) Performance Fee:

Performance fees may be charged upon exceeding a hurdle rate or benchmark as specified in the agreement between the Client and the Portfolio Manager.

(3) Custodian/Depository Fees: As may be decided between the Client and the Portfolio Manager.

This includes charges relating to custody and transfer of shares, bonds and units, opening and operation of demat account, dematerialisation and rematerialisation, and / or any other charges in respect of the investment etc.

(3) Registrar & Transfer Agent Fees: This includes fees payable for the Registrars and Transfer Agents, if any, in connection with effecting transfer of any or all of the securities and bonds including stamp duty, cost of affidavits, notary charges, postage stamps and courier charges.

(4) Brokerage & Transaction Cost:

The brokerage charges and other charges like service tax, securities transaction tax, service charges, 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.

(5) Certification and Professional Charges: Charges payable for out sourced 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.

(6) Incidental Expenses: Charges in connection with day-to-day operations like courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank account, distribution charges, security lending or borrowing charges or any other out of pocket expenses as may be incurred by the Portfolio Manager.

(7) Miscellaneous Expenses:

Expenses in connection withoperation of bank accounts, documentation, Auditing and certification such as stamp duty attestations, notary, legal services, service tax, accounting, insurance charges etc.

(8) The list of approved Custodians and Depository Participants, Share Brokers, Fund Accountant, involved for Portfolio Management activities is as follows:

(a) Custodians and Depository Participants
Orbis Financial Corporation Ltd.

(b) Share Brokers

(I) Aditya Birla Money Ltd
SEBI Regi. No. NSE INB/INF/INE231347031
SEBI Regi. No. BSE INB/INF011347037

(II) Cochin Stock Brokers Ltd.
SEBI Regi. No. NSE INB/INF/INE231076937
SEBI Regi. No. BSE INB/INF011076933

(III) ACUMEN CAPITAL MARKET (INDIA) LTD
SEBI Regi. No. NSEINZ000170434
SEBI Regi. No. BSEINZ000170434

(II) SHAREWEALTH SECURITIES LTD
SEBI Regi. No. SW INZ000176636

(3) Fund Accountant
Orbis Financial Corporation Ltd.

(4) Banker
Kotak Mahindra Bank
IndusInd Bank

(5) Statutory Auditors
BALAN & CO.
Bank Road,
Alwaye – 683101

(6) Internal Auditor
Sunanda & Associates
Pournami, Amepadath Lane,
Shenoy Road, Kaloor
Kerala 682017

The Portfolio Manager may empanel additional service providers as and when the need arises.

- The Portfolio Manager shall deduct directly from the Cash Account of the Client all the fees / costs specified above or require the Client to make the payments separately to the Portfolio Manager, at the option of the Portfolio Manager. Other expenses which could be attributable to the Portfolio Management Services would also be directly deducted and the Client would be provided details of the same.
- The fees charged for rendering Portfolio Management Services do not guarantee or assure, either directly or indirectly, any return on the investment made by the Client.

- The exact fees charged to the Client relating to each of the above services will vary depending upon the exact nature of the services to be provided. These shall be annexed to the Agreement depending upon the services to be provided by the Portfolio Manager to the Client at the time of execution of the Agreement with the Client.

XI. TAXATION

The Client shall be liable for all tax liabilities arising out of his investments in Securities and availing services hereunder. The Client is best advised to consult his / her / their tax advisor / consultant for appropriate advice on tax treatment.

(1)Resident Individuals

Investors will be responsible and liable for taxes under the provisions of the Income Tax Act, 1961 with respect to any income generated out of the investment made in the discretionary Portfolio Management Service. Currently, MOAT will not deduct tax on capital gains generated out of the investment made in Portfolio Management Service. The Liability of MOAT to deduct Tax on the capital gains will be subject to the provisions of the Income Tax, 1961 or the Finance Bill, as applicable. MOAT will provide adequate statements and reports to investors for accounting purpose.

(2)Non- Resident Individuals

As per the RBI rules, an NRI can purchase and sell shares through stock exchanges through a Portfolio Investment Scheme (PIS) account. On sale of investments, tax on capital gains, if any, will be deducted by the Bank where the clients PIS resides and remitted to Income Tax Department by the designated bank and will issue TDS certificate on request by the client.

XII. ACCOUNTING POLICIES

The investments under the Portfolio Management Service are made on behalf of the investors. The Portfolio Manager will maintain a "common pool trading and demat accounts" for handling the purchase and sale of securities and a "common bank account" for handling the funds of investors. However, a separate demat account is opened for each investor under the Portfolio Management Service with a custodian and securities are transferred to investor's account immediately on receipt of delivery in common pool account. The demat accounts opened in the name of investors are managed by the Portfolio Manager or thecustodian through a Power or Attorney. The Bank Account would be investors personal bank account opened in his own name by himself. The dividend received will be directly credited to the investors personal bank account by the payee Company.Incertain case or for Non –resident portfolio management services or for PIS ,a separate dedicated Bank account would be opened with RBI designated Scheduled Commercial Banks along with a separate DP account with Custodian and a separate Trading account with a recognized broker.

(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) In case where Portfolio Manager is holding Power of Attorney(POA) to operate client's bank account linked to their respective demat account, dividend received amount are transferred to pool bank account and on date of transfer to pool bank account, dividend is recorded as received. In case where Portfolio Manager do not hold POA to operate client's bank account linked to their respective demat accounts,

dividend amount is shown as corpus outward on receipt of confirmation from client that dividend is actually received in their bank account.

(3) 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 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) In determining the holding cost of investments and the gains or loss on sale of investments, the "First in First Out" method shall be followed for each security.

(5) 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. Where investment transactions take place outside the stock market, for example, acquisition through private placement or purchases or sales through private treaty, the transaction would be recorded, in the event of a purchase, as of the date on which the portfolio obtains an enforceable obligation to pay the price or, in the event of a sale, when the portfolio obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

(6) 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 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.

(7) 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. Date of application of right shares is construed as date of acquisition for the purpose of computing short term / long term capital gain. Application for the additional shares would be recognized as acquisition on the date of allotment.

(8) In cases of corporate action like stock split, the new stock received with split face value is recorded in books on ex- date. However, date of acquisition of original shares is construed as date of acquisition of stock received on split for the purpose of computing short term/long term gain

(9) 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

(10) The cost of investments acquired or purchased shall include grossed-up brokerage, stamp charges and any charge customarily included in the broker's bought note and transaction based fees, if any, levied by Portfolio Manager except for security transaction tax.

(11) In respect of privately placed debt instruments, any front- end discount offered shall be reduced from the cost of the investment. However, In case where such securities are issued by issuer at discount to the face value & such discount is retained with the portfolio manager as management fees, then such discount amount is added to the cost of acquisition as transaction based fees.

(12) Portfolio Management Fees are recognized / accrued in accordance with the Agreement.

(13) Securities Transaction Tax (STT) is recognized on the trade day when the securities are accounted for on which such STT is levied.

(14) In case of the investment amount being received in form of Securities, the same will be valued at the closing price of the stock on The National Stock Exchange of India (NSE) on the previous working day of the date on which stock is in warded as corpus. If security is not listed on NSE but is listed only on The Stock Exchange, Mumbai (BSE), the security shall be valued as aforesaid at the closing price of the stock on BSE. The Portfolio Manager's system provides for capturing the original date and cost of purchase if the Client provides for the same. The computation of capital gains for reporting to the Client will be at the original cost and date of acquisition of the Securities received from the Client. However, for the purpose of computing performance/ returns by the Portfolio Manager, date of credit of the Securities as aforesaid shall be taken to be the date of acquisition and the value of the Securities as stated above will be taken as cost of acquisition.

(15) In case Assets are redeemed in form of Securities, the same will be valued at the closing price of the stock on The National Stock Exchange of India (NSE) on the previous working day of the date on which stock is recorded as corpus outward. If security is not listed on NSE but is listed only on The Stock Exchange, Mumbai (BSE), the security shall be valued as aforesaid at the closing price of the stock on BSE. The Assets so redeemed in form of Securities will be shown as investment amount returned to the Client for the purpose of reporting to the Client and shall not form part of the report of computation of capital gain. However, for the purpose of computing performance / returns by the Portfolio Manager, date of debit as aforesaid shall be taken as date of sale and the value as stated above will be taken as the value received on sale.

(16) If the corporate action results in fractional entitlements, the same will be accounted for as gain on fractional entitlement upon receipt of money from the company towards fractional entitlements.

(17) Tax deducted at source/ advance tax paid in respect of gains on sale of securities in case of NRI clients shall be construed as corpus returned back to respective NRI client the extent of tax so deducted.

Portfolio Valuation
(A) Traded Securities

Investments in Equity or Equity related instruments and Debt securities listed on a recognized stock exchange are valued at the quoted closing price on National Stock Exchange of India Ltd (NSE). If a particular security is not listed on NSE, then it is valued at the quoted closing price on Mumbai Stock Exchange (BSE)

When a security is not traded on a particular valuation date, the value at which it was traded on NSE/BSE as the case may be, on the previous day may be used provided such date is not more than thirty days prior to valuation date in case of Equity securities and fifteen days in case if Debt securities.

(B) Non-Traded/Unlisted Securities

When an Equity security is not traded on any stock exchange for a period of thirty days prior to the valuation date, the security will be treated as non-traded security and valued "in good faith" on the basis of the valuation principles laid down below:

(1) Based on the latest available Balance Sheet, net worth shall be calculated as follows:

(2)Net Worth per share = [share capital + reserves (excluding revaluation reserves) - Misc. expenditure and Debit Balance in P&L A/c] Divided by No. of Paid up Shares.

(3) Average capitalization rate (P/E ratio) for the industry based upon either BSE or NSE data (which will be followed consistently and changes, if any noted with proper justification thereof) shall be taken and discounted by 75% i.e. only 25% of the Industry average P/E shall be taken as capitalisation rate (P/E ratio). Earnings per share of the latest audited annual accounts will be considered for this purpose.

(4) The value as per the networth value per share and the capital earning value calculated as above shall be averaged and further discounted by 10% for illiquidity so as to arrive at the fair value per share.

(5) In case the EPS is negative, EPS value for that year shall be taken as zero for arriving at capitalized earning.

(6) In case where the latest balance sheet of the company is not available within nine months from the close of the year, unless the accounting year is changed, the shares of such companies shall be valued at zero.

Non traded Debt Securities including those not traded within fifteen days prior to valuation date will be valued at cost plus interest accrual till the beginning of the day plus the difference between the redemption value and the cost spread uniformly over the remaining maturity period of the instrument.

(C) Mutual Fund Investments

Mutual Fund Investments will be valued at the Net Asset Value declared for the respective schemes.

(D) Derivatives

In the derivatives segment, the unrealized gains/losses for Futures and Options will be calculated by marking all the open positions to market.

XIII. INVESTOR SERVICES

(1) Name, address and telephone number of the Investor Relations Officer who shall attend to the client's queries/complaints is mentioned here in below:

Name	:Fazalul Haque A.S / Sudheesh M
Designation	: Compliance Officer / Principal Officer
Address	: Moat Financial Services Private Ltd, 3-I, 3rd Floor, National Pearl Star, Edappally, Ernakulam, Kerala - 682024
Telephone	: 91-9961729290 / 9946175666
Email	: pms@moatindia.com : compliance@moatindia.com

(2) Grievance redressal and dispute settlement mechanism

All grievances and disputes will be received at the registered office of the portfolio manager (as mentioned in clause XIII (1) above) and the portfolio manager will ensure timely and prompt redressal of the grievances and disputes. The clients can email their complaints to pms@moatindia.com.

The compliance officer shall acknowledge the receipt of email within 2 working days. Further, the Compliance officer shall, within a period of 7 working days, address the grievance of the Client and write to the client in the form of an Action Taken Report stating the action taken, and where the grievance is of the nature that can be repetitive, the steps taken so that the grievance does not arise again.

If the client is not satisfied with the response provided through this channel the client can escalate the issue to the principal officer or Managing Director and CEO of Moat Financial Services Private Ltd at the following address:

Mr. Biju John, Managing Director
Moat Financial Services Private Ltd,
3-I, 3rd Floor, National Pearl Star
Edappally, Ernakulam, Kerala 682024
Ph: 91-9895119714 :biju@moatindia.com

In the event the investors do not get a response from the Portfolio Manager, or not satisfied with the response provided by the Portfolio Manager, he/she may approach SEBI to address complaints against the Portfolio managers, registered with it. The Complaint has to be filed in SEBI Complaint Redress System [SCORES] at **http://scores.gov.in.** Further As per Circular No. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 July 31, 2023 issue by the Securities and Exchange Board of India with regard to Online Resolution of Disputes in the Indian Securities market, In case you do not find a satisfactory resolution, you may raise a dispute on the ODR portal. The link to access ODR Portal is https://smartodr.in/login

BIJU JOHN
Managing Director

FAZALUL HAQUE A.S
Whole Time Director

Kochi
18.03.2024

MOAT FINANCIAL SERVICES PVT. LTD. KOCHI