

DISCLOSURE DOCUMENT

KEY INFORMATION AND DISCLOSURE DOCUMENT FOR INVESTMENT ADVISORY SERVICES UNDERTAKEN BY EQUIPOISE CAPITAL MANAGEMENT PRIVATE LIMITED (THROUGH ITS INVESTMENT ADVISORY DIVISION KNOWN AS "EQUIPOISE INVESTMENT ADVISERS")

- The purpose of the Key Information and Disclosure Document is to provide essential information about the investment advisory services in a manner to assist and enable the Investors in making decisions for engaging an investment advisor.
- The necessary information about the Investment Advisor is disclosed in this Disclosure Document and the Investor is advised to carefully read the entire document and is advised to retain it for future reference.
- Investors may view this updated document at <https://equipoise.in/investor-centre/>

Disclaimer

This Key Information and Disclosure Document has been prepared inter-alia in pursuant to regulation 18 of the Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, as amended from time to time (the Regulations) and the Circulars, Guidelines and instructions issued by SEBI thereunder from time to time. This document is intended only for the personal use of the prospective investors to whom it is addressed or delivered and must not be reproduced or redistributed in any form to any other person without prior written consent of EquiPoise Capital Management Private Limited (the "Investment Advisor"). This document does not purport to be all-inclusive / comprehensive, nor does it contain all the information which a prospective investor may desire for making decisions for engaging the Investment Advisor.

History, Present Business and Background

EquiPoise Capital Management Private Limited is a SEBI registered Investment Advisor and offers advisory services to clients vide SEBI registration No. INA000015987

Directors Name:

(i) Ms. Swati Sandesh Mayekar - F.C.A, A.C.S, B.G.L

Ms. Mayekar, Partner S Panse & Co., is an experienced Chartered Accountant and was practicing Chartered Secretary for more than 40years. She has expertise in income tax matters, company law, secretarial practice, inspection of mutual funds. She was Chairperson FICCI Ladies Organization (FLO).

She has been advisor to United Phosphorus Group on Company Law matters since 1991. Ms. Mayekar is also Director on Uniphos Enterprises Ltd (United Phosphorus Group), FDC Ltd., Encode Advanced Dentistry Pvt. Ltd., and Prodigy Finvest Pvt. Ltd. She has also been visiting faculty at several reputed management schools in India.

(ii) Ms. Supriya Sanjay Panse - F.C.A., DISA (ICAI), GRAD. CWA, DIPLOMA IFRS (ACCA,UK),

Ms. Panse has expertise in quality assurance, internal audits, mutual funds inspection, and large corporate statutory audits for more than 30years. She also has extensive experience in system audits and was associated with A. Fergusons & Co.

(iii) Mr. Ashish Wakankar - B.Sc., PGDMS

With experience in capital markets around 30 years and counting, Ashish is a tried, tested & trusted financial industry professional. His knowledge and experience spans across equity research, stock broking, offshore funds, portfolio management and advisory services. Ashish wrote a monthly column on Indian markets for Fuji Sankei Business-i, a leading financial daily in Japan.

After his earlier roles at Deutsche Asset Management as Portfolio Manager & Head - Portfolio Management Services (PMS) and Kotak Asset Management as VP & Portfolio Manager - Offshore Funds, Ashish worked at SBI Funds Management Pvt Ltd as Head - Portfolio Management Services (International) & Senior Fund Manager between December 2005 till October 2015. He successfully set up one of the largest and highly profitable offshore funds management businesses in India with an AUM in excess of USD1.3bn. He launched SBIFM's maiden Mauritius based offshore fund and managed several India dedicated offshore funds, of which two won R&I Awards in Japan for their 10-year performance.

His last assignment was with Tata Asset Management as Head - Strategy and International Business. He was also Head - Portfolio Management Services and Principal Officer. Ashish turned entrepreneur in September 2019 and started EquiPoise Capital Management Pvt Ltd.

Ashish is Bachelor of Science from University of Mumbai and holds a post-graduate Diploma in Management Studies from Jamnalal Bajaj Institute of Management Studies, University of Mumbai.

Affiliation with other intermediaries

There are no affiliations with other intermediaries

Disciplinary History

No penalties / directions have been issued by SEBI under the SEBI Act or Regulations made there under against the Investment Advisor relating to Investment Advisory services. There are no pending material litigations or legal proceedings, findings of inspections or investigations for which action has been taken or initiated by any regulatory authority against the Investment Advisor or its directors or employees.

Services offered and terms of offerings

(a) The Investment Adviser provides investment advice to the Clients relating to investing, purchasing, selling or dealing in securities or investment products / asset classes such as Shares, Debentures, Bonds, Derivatives, Securities instruments, Structured products, units of MF / AIF / REIT / InvIT / ETF / PMS, Private Equity, Alternative asset class such as Real Estate, Commodities, Angel Investment, Offshore Investment etc. based on their investment objective, risk profile and overall needs.

(b) The Investment Adviser caters to various Client segments such as FPIs, SWFs, PFs, trusts, corporate houses, senior corporate executives, professionals, family offices, businessmen, entrepreneurs, celebrities, sports persons, HNIs and NRIs / PIOs / OCIs among others. The investment advice would be as per the risk profile and overall needs of the Client.

(c) The Investment Adviser provides advice on investment portfolio containing or any other investment product suitable to the Client's needs and on-going monitoring, periodic review, asset allocation and financial planning including analysis of Clients' financial position, identification of its financial goals and developing and recommending financial strategies to realize such goals.

(d) The performance related information provided by the Investment Advisor from time to time is on a consolidated basis which has neither been verified nor approved by SEBI. The performance / returns of the stock across advised individual portfolios may vary significantly from the data depicted by Investment Advisor. No claims may be made or entertained for any variances between the performance depictions and that of the stock within individual client portfolios. Neither the Investment Adviser, nor its directors, employees, affiliates shall in any way be liable for any variation noticed in the returns of individual portfolios. Performance of the Investment Advisor shall have no bearing on the expected performance of an Individual Client Portfolio. The Investment Advisor also does not guarantee or assure any minimum or risk-free returns. Past performance of the financial products, instruments and the portfolio may or may not be sustained in future and should not be used as a basis for comparison with other investments.

(d) The above services offered by the Investment Advisor can also be availed by Accredited Investor(s) subject to meeting the eligibility criteria, obtaining accreditation status from the Accreditation Agency and Complying with the requirements as detailed in the framework for Accredited Investors available on the website of the Investment Advisor at <https://equipoise.in/investor-centre/>

Risk Factors

The value of the investments and the expected returns may be affected generally by factors affecting financial and securities markets, such as price and volume, volatility in interest rates, currency exchange rates, changes in regulatory and administrative policies of the Government or any other appropriate authority (including tax laws) or other political, economic, and other developments as detailed below.

Portfolio Entities/ Companies Risk: The performance of the model portfolio will depend upon the business performance of the portfolio entities and companies and its prospects. Investment Advisor focuses on studying the business and the sustainability with focus on studying the balance sheet will help the Investment Advisor in mitigating these sector or company risks.

Valuation Risk: Investment Advisor will assess the portfolio entities from varied valuation parameters in order to establish whether the valuations are reasonable while creating the model portfolio and reassess the same from time to time.

Market Risk: Investment Advisor endeavors to create a portfolio of Entities /Companies using bottom-up fundamental research rather than trying to time the markets. However, in order to mitigate Market Risk, the Investment Advisor will monitor and analyze the market and economic circumstances from time to time that may affect the performance of the portfolio entities.

Liquidity Risk: While investing in equities and portfolio entities, liquidity constraints are potential near-term risk while investing and disinvesting the portfolio entities. The Investment Advisor endeavors to mitigate the risks by investing creating a portfolio with a medium to long term time horizon.

Service Provider Risk: Investment Advisor is reliant upon the performance of third-party service providers for their functions. Weak control over technology used in the third-party arrangement may result in threats to security and the integrity of systems and resources, which can have materially detrimental impact upon the operations of the Investment Advisor. These issues could result in unauthorized transactions or the inability to transact business as expected. The Investment Advisor endeavors to mitigate these risks by entering into the arrangement with regulated entities, incorporating indemnity clause in agreement entered with service providers.

Other Risks: The Investment Advisory does not offer any assured / guaranteed returns. Investments in securities is subject to market risk. Please read the Key Information and Disclosure Document carefully before investing.

The Investment Advisor is not liable or responsible for any loss or shortfall resulting on account of non-discretionary investment advice. This document represents the views of the Investment Advisor and should not be taken as the basis for an investment decision.

Holdings and Disclosure of Interest

The Investment Advisor or its affiliates or employees/directors may have same or contra positions in personal or fiduciary capacity in the securities/stocks advised. Investors should take caution while executing the advice based on their risk/return profile and suitability.

Conflict of Interest

(i) Client understands that subject to the applicable laws, the Investment Advisor may give advice or take action in performing its duties to other clients, or for its own accounts, that may or may not differ from advice given to or acts taken for the Client, the Investment Advisor is not obligated to recommend to the Client, any security or other investment that, the Investment Advisor may buy, sell, or recommend for any other client or for its own accounts.

(ii) The Investment Advisor or its directors or affiliates may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the investment advisory services being provided to the Client. These include serving as directors, officers, advisers, or agents of other companies.

(ii) The Parties may have to govern themselves by the terms and conditions as may be laid down or applicable in case of the aforementioned activities subject to the following:

- As an entity: The Investment Advisor, for its own proprietary purposes may invest / divest in various securities / investments, from time to time at its own discretion which will be undertaken by a separate and dedicated team. The said segregation will ensure avoidance of conflict of interest with regard to the investment advisory and related business of the Company. Such proprietary investment transactions may at times be contrary to the investment advice or other related business or actions inter-alia due to reasons such as different risk profile, returns expectation, investment objective or risk perception of the entity being advised
- As its business activities: In connection with any advice on securities or investment products so serviced, the Investment Advisor may earn fees or remuneration in form of advisory fees or any other fees by whatever name called.

- As its directors or employees: The Investment Advisor, its directors or employees may also advise or be connected with any fund house, portfolio manager, mutual fund/asset management company, alternative investment funds, broking company or any other entity or its directors or employees offering any financial product (which may be part of investment advice) or undertake any execution services and accordingly they may earn management fees, for the same.
- Future business activity: During the course of business, as part of normal business activity, the Investment Advisor, its director, or its affiliates may undertake any other business or register with SEBI or any other regulator or body for conducting business activities that may be directly or indirectly connected with its long-term business objectives in line with its object clause inter alia including corporate advisory etc.

However, the client shall not be under any obligation to avail the execution, or any other such services offered by the Investment Advisor. All fees and charges, wherever applicable, for such services shall be paid directly to execution service providers and not through the Investment Advisor.

Other Disclosures

The information shared by the Investment Advisor from time-to-time should not be construed as any form of advice, recommendation, or suggestion, to buy or sell any securities or financial instruments or avail any services to any individual or entity. Investment Adviser shall not be responsible for the loss or damage (financial or otherwise) caused due to incorrect, inaccurate, or erroneous information, details or data stated in the document(s).

The Investment Advisor retains all the rights in relation to all information contained in the document(s) shared from time to time.

The Investment Advisor operates from within India and is subject to Indian laws and any dispute shall be resolved in the courts of Mumbai, Maharashtra only.

The Investment Advisor declare that the data and analysis provided by Investment Adviser by time to time shall be for informational purposes. The information contained in the analysis shall be obtained from various sources and reasonable care would be taken to ensure sources of data to be accurate and reliable. The Investment Advisor will not be responsible for any error or omission in the data or for any losses suffered on account of information contained in this analysis. While the Investment Advisor will take due care to ensure that all information provided is accurate however Equipoise neither guarantees/warrants the sequence, accuracy, completeness, or timeliness of the aforesaid report(s) shared from time to time. Neither the Investment Advisor nor its affiliates or their directors, employees, agents, or representatives, shall be responsible or liable in any manner, directly or indirectly, for views or opinions expressed in this analysis or the contents or any systemic errors or discrepancies or for any decisions or actions taken in reliance on the analysis. The Investment Advisor does not take any responsibility for any clerical, computational, systemic, or other errors in comparison analysis.

The Investment Advisor warrants that the contents of this Key Information and Disclosure Document are true to the best of the knowledge, belief, and information of the directors of the Investment Advisor, however, assume no liability for the relevance, accuracy, or completeness of the contents herein.

The Investment Advisors (including its affiliates) and any of its directors, officers, employees, and other personnel will not accept any liability, loss, damage of any nature, including but not limited to direct,

indirect, punitive, special, exemplary, consequential, as also any loss of profit in any way arising from the use of this document in any manner whatsoever.

This document may include certain forward-looking statements which contain words or phrases such as "believe", "expect", "anticipate", "estimate", "intend", "plan", "objective", "goal", "project", "endeavor" and similar expressions or variations of such expressions that are forward-looking statements. Actual results may differ materially from those suggested by the forward-looking statements due to risks, uncertainties, or assumptions. The Investment Advisor takes no responsibility of updating any data/information.

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Prospective clients are advised to review this document, Advisory Agreement, presentation(s), and other related documents carefully and in its entirety. Prospective clients should make an independent assessment, and consult their own counsel, business/investment advisor and tax advisor as to legal, business and tax related matters concerning this document, the Advisory Agreement, and the other related documents before becoming interested in the Advisory Portfolio.

The information contained in this document has been prepared for general guidance and does not constitute a professional advice /assurance and no person should act upon any information contained herein without obtaining specific professional advice/assurance. Neither the Investment Advisor nor its Affiliates or advisors would be held responsible for any reliance placed on the content of this document or for any decision based on it. Each existing / prospective client, by accepting delivery of this document agrees to the foregoing. The Investment portfolio are subject to several risk factors including but not limited to political, legal, social, economic, and overall market risks. The recipient alone shall be fully responsible/are liable for any decision taken on the basis of this document. The Investment Advisor, its directors, employees, may have existing exposure to the stocks that form part of the investment advisory portfolio. Further, in view of the investment objective there may be situations where Equipoise may be selling a stock which is part of the advisory portfolio.

The Investment Advisory does not offer any assured / guaranteed returns. Investments in securities is subject to market risk.

The information can be no assurance that future results or events will be consistent with this information. Any decision or action taken by the recipient based on this information shall be solely and entirely at the risk of the recipient. The distribution of this information in some jurisdictions may be restricted and/or prohibited by law, and persons into whose possession this information comes should inform themselves about such restriction and/or prohibition and observe any such restrictions and/or prohibition. Unauthorized disclosure, use, dissemination or copying (either whole or partial) of this information, is prohibited. The Investment Advisor will not treat recipient/user as customer by virtue of their receiving/using this report. Neither the Investment Advisor nor its affiliates, directors, employees, agents, or representatives, shall be responsible or liable in any manner, directly or indirectly, for the contents or any errors or discrepancies herein or for any decisions or actions taken in reliance on the information. The person accessing this information specifically agrees to exempt the Investment Advisor or any of its affiliates or employees from, any and all responsibility/liability arising from such misuse and agrees not to hold the Investment Advisor or any of its affiliates or employees responsible for any such misuse and

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