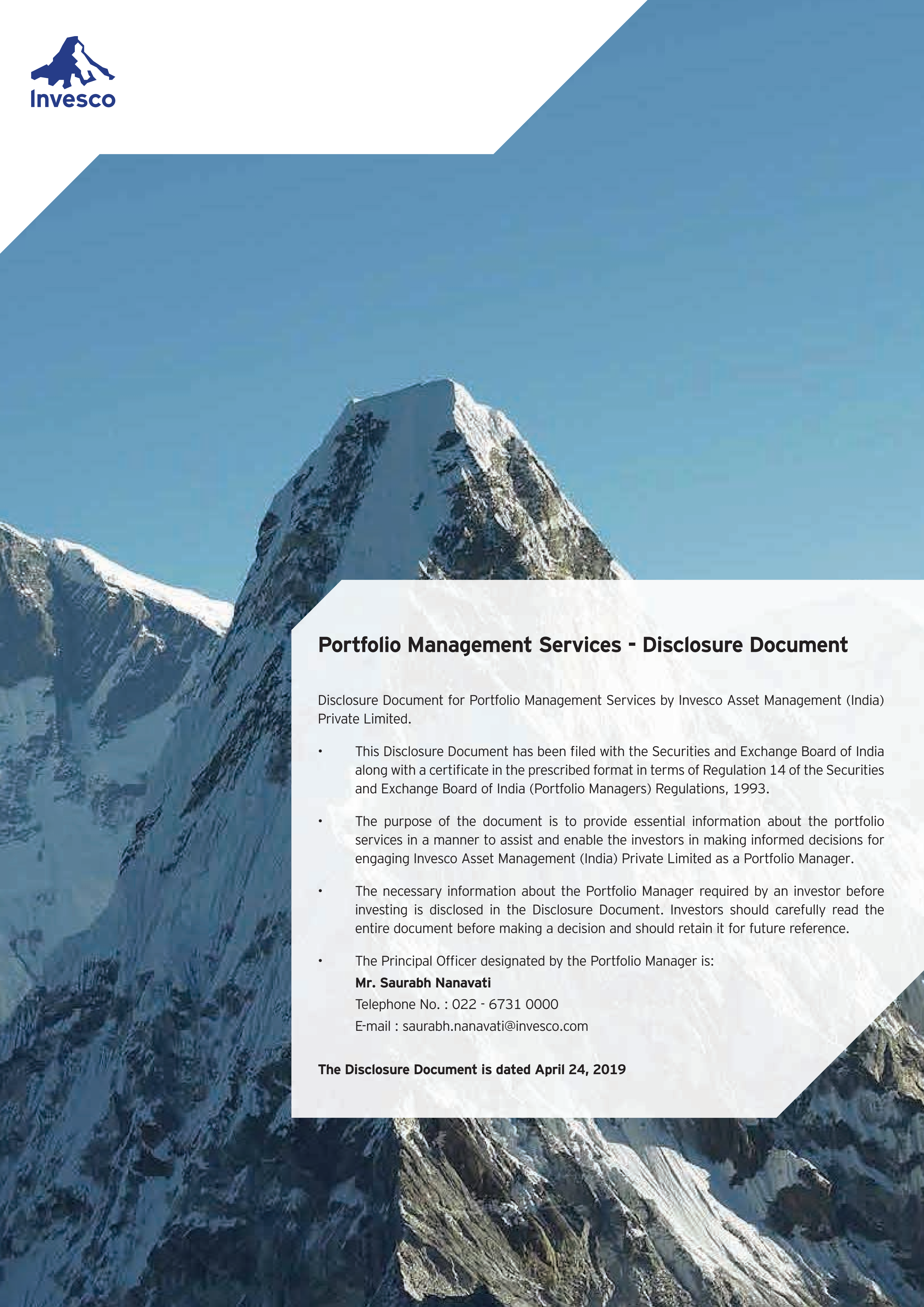

Portfolio Management Services - Disclosure Document

Disclosure Document for Portfolio Management Services by Invesco Asset Management (India) Private Limited.

- This Disclosure Document has been filed with the Securities and Exchange Board of India along with a certificate in the prescribed format in terms of Regulation 14 of the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.
- The purpose of the document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decisions for engaging Invesco Asset Management (India) Private Limited as a Portfolio Manager.
- The necessary information about the Portfolio Manager required by an investor before investing is disclosed in the Disclosure Document. Investors should carefully read the entire document before making a decision and should retain it for future reference.
- The Principal Officer designated by the Portfolio Manager is:

  Mr. Saurabh Nanavati

  Telephone No. : 022 - 6731 0000

  E-mail : saurabh.nanavati@invesco.com

The Disclosure Document is dated April 24, 2019

Contents

1. Disclaimer

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

2. Definitions

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

"Agreement" or "Portfolio Management Services Agreement" or "PMS Agreement" means the agreement executed between the Portfolio Manager and its Clients in terms of Regulation 14 and Schedule IV of Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.

"Client" or "Investor" means any person who enters into an agreement with Portfolio Manager for availing the Portfolio Management Services offered by the Portfolio Manager.

"Discretionary Portfolio Manager" means a portfolio manager who 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" or "Document" means this document prepared pursuant to Regulation 14 and in accordance with Schedule V of the Regulations disclosing inter-alia following: (i) performance of the Portfolio Manager; (ii) portfolio risks; (iii) the quantum and manner of payment of fees payable by a Client; (iv) disclosures in relation to the business and disciplinary history of the Portfolio Manager as well as the terms and conditions on which any advisory services are being offered and affiliations with other intermediaries etc.

"Equity Related Instruments" includes convertible bonds and debentures, convertible preference shares, equity warrants, equity derivatives, FCCBs, equity mutual funds and any other like instrument.

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

"Funds" means the monies managed by the Portfolio Manager on behalf of the Clients' pursuant to the PMS Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the PMS Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the portfolio manager.

"Initial Corpus" means the value of the funds and / or the market value of securities brought in by the Client at the time of subscribing to Portfolio Management Services.

"Non-Discretionary Portfolio Management Services" means a portfolio management services where a Portfolio Manager acts on the instructions received from the Client with regard to investment of funds of the Client under a contract relating to portfolio management and will exercise no discretion as to the investment or management of the portfolio of securities or the funds of the client, as the case may be.

"Portfolio" means Securities and/or funds managed by the Portfolio Manager on behalf of the Client pursuant to the Portfolio Management Services Agreement and includes any Securities and/or funds mentioned in the account opening form, any further Securities and/or funds placed by the Client with the Portfolio Manager for being managed pursuant to the Portfolio Management Services Agreement, Securities or other realization of the portfolio acquired by the Portfolio Manager through investment of funds and bonus, dividends or other receipts and rights in respect of Securities forming part of the portfolio, so long as the same is managed by the Portfolio Manager under the Portfolio Management Services Agreement.

"Portfolio Manager" means Invesco Asset Management (India) Private Limited, a Company incorporated under the Companies Act, 1956 and registered with the Securities and Exchange Board of India as a Portfolio Manager vide registration certificate no. PM/INP000005273 under the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.

"Regulations" or "SEBI Regulations" means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as amended from time to time.

"SEBI" means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

"Securities" means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.

The terms and expressions not herein defined shall, where the interpretation and meaning have been assigned to them in terms of the SEBI Act, 1992 or the relevant regulations framed thereunder, Depositories Act, 1996, the Companies Act, 1956 and the General Clauses Act, 1897, have that interpretation and meaning.

3. Description

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

Invesco Asset Management (India) Private Limited (**"IAMI"/"the Company"**) is a company incorporated under the Companies Act, 1956 on May 20, 2005, having its Registered Office at 2101-A, 21st Floor, A Wing, Marathon Futurex, Lower Parel, Mumbai - 400 013.

IAMI was earlier a joint venture between Religare Securities Limited (**'RSL'**) and Invesco Hong Kong Limited (**'Invesco HK'**) with RSL holding 45.31%, RGAM Investment Advisers Private Limited (**'RGAM'**) holding 5.69% and Invesco HK holding 49% of the share capital of IAMI. Pursuant to the agreement entered between RSL, Invesco HK and others, there was a change in the controlling interest of IAMI whereby Invesco HK acquired remaining 51% of the total share capital of IAMI (on a fully diluted basis) from the existing shareholders and RSL and RGAM ceased to be the shareholders of IAMI w.e.f. April 7, 2016. Pursuant to change in the controlling interest, IAMI became 100% subsidiary of Invesco Hong Kong Ltd. which in turn is indirect 100% subsidiary of Invesco Ltd.

SEBI vide its letter reference no. IMD/DF1/DJ/OW/33577/2015 dated December 7, 2015 granted its approval for change in the constitution/ status of IAMI, pursuant to acquisition of remaining 51% of the total share capital of IAMI by Invesco HK from the existing shareholders.

Post change in the controlling interest/shareholding, Religare Invesco Asset Management Company Private Limited was renamed as Invesco Asset Management (India) Pvt. Ltd. w.e.f May 3, 2016.

Pursuant to change in the constitution/ status, IAMI made an application to SEBI on June 21, 2016 for issue of fresh certificate of registration in the new name.

SEBI vide its letter ref no. IMD/DoF-I/PMS/AS/OW/30140/2016 dated November 2, 2016 issued fresh registration certificate in the name of Invesco Asset Management (India) Pvt. Ltd. as a Portfolio Manager with registration number as INP000005273 and the old certificate bearing registration number INP000000738 dated December 3, 2014 was surrendered to SEBI for cancellation.

In addition to acting as a Portfolio Manager, IAMI is also an Asset Management Company to Invesco Mutual Fund under an Investment Management Agreement dated April 27, 2006. Invesco Mutual Fund is registered with SEBI as a Mutual Fund under SEBI (Mutual Funds) Regulations, 1996 vide registration no. MF/052/06/01 dated May 05, 2016. Invesco Mutual Fund originally known as Lotus India Mutual Fund was registered with SEBI vide Registration No. MF/052/06/01 dated May 10, 2013.

As on March 31, 2019, Invesco Mutual Fund had average assets under management of Rs. 23,581.99 crores (excluding AUM of domestic fund of funds scheme). Presently, IAMI is managing following schemes of Invesco Mutual Fund:

Open ended equity schemes

- Invesco India Tax Plan^
- Invesco India PSU Equity Fund
- Invesco India Contra Fund
- Invesco India Midcap Fund
- Invesco India Growth Opportunities Fund
- Invesco India Financial Services Fund
- Invesco India Largecap Fund
- Invesco India Infrastructure Fund
- Invesco India Multicap Fund
- Invesco India Smallcap Fund

Open ended Fund of Funds schemes

- Invesco India Gold Fund^^

Open ended Fund of Funds schemes investing in overseas funds

- Invesco India Feeder - Invesco Pan European Equity Fund ^^
- Invesco India Feeder - Invesco Global Equity Income Fund^^

Open ended debt schemes

- Invesco India Liquid Fund
- Invesco India Ultra Short Term Fund
- Invesco India Short Term Fund
- Invesco India Money Market Fund
- Invesco India Treasury Advantage Fund
- Invesco India Corporate Bond Fund
- Invesco India Banking & PSU Debt Fund
- Invesco India Credit Risk Fund
- Invesco India Gilt Fund

Exchange Traded Funds

- Invesco India Gold Exchange Traded Fund
- Invesco India Nifty Exchange Traded Fund

Hybrid schemes

- Invesco India Arbitrage Fund
- Invesco India Dynamic Equity Fund
- Invesco India Equity & Bond Fund
- Invesco India Equity Savings Fund

In addition, IAMI is also managing Fixed Maturity Plans of varying maturities launched by Invesco Mutual Fund.

^ An open ended equity linked saving scheme with a statutory lock in of 3 years and tax benefit.

^^ The investor will bear the recurring expenses of the scheme, in addition to the expenses of the underlying scheme.

Further pursuant to an application made by IAMI to Securities and Exchange Commission ('SEC'), United States for registration as Investment Advisers under Investment Advisers Act, 1940, SEC vide its order dated December 24, 2016 granted its approval for registration of IAMI as an Investment Adviser. The registration number with SEC is 801-108727.

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

Promoters

INVESCO HONG KONG LTD.

Invesco Hong Kong Ltd. ("**Invesco HK**") is a corporation incorporated under the laws of Hong Kong on October 17, 1972 having its registered office at 41/F, Champion Tower, 3 Garden Road, Central, Hong Kong. Invesco HK is engaged in the business of asset management, dealing in securities, advising on securities and advising on futures contracts. The main business focus of Invesco HK is to undertake investment management activities for retail and institutional clients. It manages a range of asset classes encompassing equity, bond, balanced and money market investments. Today, Invesco HK enjoys a leading position and a strong edge in helping investors achieve their financial objectives in one of the world's most compelling markets. For more information, log on to www.invesco.com.hk

Background of Invesco Group

Established in 1935, Invesco is a leading independent global investment manager, dedicated to helping investors worldwide achieve their financial objectives. Operating in more than 25 countries, Invesco provides a wide range of investment products, strategies and vehicles to retail, institutional and high net-worth clients around the world. Invesco strives to deliver strong, long-term investment performance and service across a comprehensive range of investment products for individuals and institutions around the world. Invesco, as a group, undertakes asset management, real estate and private equity investment activities. Invesco has nearly 7000 employees worldwide, with offices in Australia, Canada, China, Europe, Hong Kong, India, Japan, Korea, Singapore, Taiwan and the United States. For more information, log on to www.invesco.com

Directors of Portfolio Manager

Name	Age/Qualification	Brief Experience
Mr. Andrew Tak Shing LO	57 Years Bachelor of Science & Master of Business Administration from Babson College Wellesley, MA, USA.	Mr. Andrew Tak Shing LO has over 30 years of experience. He is associated with the Invesco Group since 1994. Mr. LO began his career with Chase Manhattan Bank and ultimately became second Vice President of the Trading & Securities Group. In 1988, he joined Citicorp as Vice President of their Investment Management Group. Between 1990 and early 1994, he was Managing Director of Capital House Asia responsible for the Company's operations in Hong Kong. Mr. LO joined Invesco Asia Ltd. (former name of Invesco Hong Kong Limited), a subsidiary of Invesco Ltd., as Managing Director in 1994 and was appointed Chief Executive for Asia in 1998. In 2001, he became CEO for the Asia Pacific region, responsible for Invesco's operations in Australia, Greater China (covering China, Hong Kong and Taiwan), Singapore and Japan. Between 1997-2001, Mr. LO served as a member of the Advisory Committee to the Securities and Futures Commission in Hong Kong. He was also a past member of the Council to the Stock Exchange of Hong Kong between 1997-2000, and from 1996 to 1997 he was the Chairman of the Hong Kong Investment Funds Association. Mr. LO has been a member of Executive Management Committee of Invesco Ltd. since 2007 and his current title is Senior Managing Director and Chief Executive, Asia Pacific.
Mr. PAN San Kong Terry	49 Years BBA in Finance and Real Estate, Southern Methodist University. MBA, Royal Holloway, University of London. Holder of CFA designation	Mr. Terry PAN has more than 24 years of industry experience in asset management and financial services, with a proven track record in sales and relationship management across the key Greater China markets. He joined Invesco in February 2015 as Chief Executive Officer, Greater China, Singapore and Korea. Mr. Terry PAN began his career in 1994 at J.P. Morgan Asset Management and held a number of roles across different functions. In 2000, he joined 2cube Securities as Vice President, Sales and played a key part in launching one of the first online trading portals in Hong Kong. He rejoined J.P. Morgan Asset Management and served as Managing Director and Head of Hong Kong Business from April 2003 - February 2015. Mr. Terry PAN is a Director of Invesco Hong Kong Limited and Chief Executive Officer for Greater China, Singapore and Korea. He provides strategic leadership and drives strong execution of Invesco's multi-year strategies to further establish Invesco's leadership position across these key markets.
Mr. Paresh Parasnis	57 Years B.Com, F.C.A.	Mr. Paresh Parasnis is a Chartered Accountant and has more than 3 decades of experience in various aspects of finance and finance related activities. He worked with largest housing finance company for close to 16 years in various capacities viz. Branch Manager, Chief of Management Services, Regional Manager. He was involved in setting up of first life insurance company in the private sector as a Project Manager and was its Executive Director and COO for close to three and half years. He was a member of board committees and Chair / Member of internal Management Committees of HDFC Standard Life Insurance Company Limited. Currently he is a Chief Executive Officer of Piramal Foundation handling overall responsibility for governance, stakeholder management, development & implementation of social impact projects implemented by the Piramal Foundation. He is also an Independent Director on the Board of Kotak Mahindra Life Insurance Company Limited and associated with Collective Good Foundation and Shoshit Seva Sangh as a Trustee.

Name	Age/Qualification	Brief Experience
Mr. Sanjay Tripathy	49 Years Advance Management Program - Stanford Executive Program 2017, Stanford University Google CMO Academy 2010 from ISB - Hyderabad MBA, Institute of Rural Management Anand (IRMA)	Mr. Sanjay Tripathy has more than 15 years of experience in the finance domain. For the last 2 years he has been working as a management consultant for digital transformation of large BFSI players and fintech companies, as well as helping fintech startups in strategy, market access, fund raising, growth advisory and product market fit. Before that he worked with HDFC Standard Life Insurance Company Limited, the first life insurance company in the private sector, for more than 12 years, heading various functions like Marketing, Products, Direct Sales, Digital, E-commerce, Corporate Communication, etc. and was its Senior Executive Vice President. Currently he is Chief Executive Officer and Director of Agilio Labs Private Limited and Agilio Digital Solutions Private Limited. He is also an Advisor to Internet & Mobile Association of India (IAMAI).

(iii) Top 10 Group Companies/ Firms as on March 31, 2019*.

Sr. No.	Name of the Companies
1.	Invesco (India) Private Limited
2.	WL Ross (India) Pvt. Ltd.
3.	Invesco Trustee Pvt. Ltd.

*The above list is based on the turnover of Indian Group Companies as per the audited accounts for financial year ended March 31, 2018.

(iv) Details of Services being offered by the Portfolio Manager:

- **Discretionary Services**

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

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

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

- **Non-Discretionary Services**

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

- **Advisory Services**

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

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

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

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

None

B. The nature of penalty / direction.

None

C. Penalties imposed for any economic offence and/or for violation of any securities laws.

a. A penalty of Rs. 6,00,000 (Rupees Six Lakhs Only) was levied against the Portfolio Manager on March 6, 2017 under Section 112(a) of the Customs Act, 1962 by the Additional Commissioner of Customs (Import) in relation to certain equipments that were imported by the Portfolio Manager based on inaccurate documents submitted by a third party on behalf of the Portfolio Manager. The Portfolio Manager has been made whole by that third party for the amount paid and that activity is in no way related to the activities performed in its capacity as a Portfolio Manager.

b. In 2014, Invesco Asset Management (India) Private Limited ('the Portfolio Manager') had made a proprietary investment of Rs. 5,00,000 (Rupees Five Lakhs only) into MF Utilities India Private Limited ('MFU'). The said investment in MFU was made by the Portfolio Manager under the belief that the activities of MFU fell under an exempt category for making foreign direct investment i.e. it would fall under the automatic route under the FEMA laws and no prior approval was required. In September 2016, the Reserve Bank of India ("RBI") issued a notification stating that the activities of MFU would henceforth, fall under an exempt category i.e. it would not require pre-clearance from the Department of Economic Affairs ("DEA"). However, the DEA observed that prior to the issue of the said notification, the business activities of MFU did not fall under an exempt category and hence, it required the Portfolio Manager to seek pre-clearance of the DEA before making the investment. The Portfolio Manager thereafter sought and received the post facto approval from the DEA. The approval required the Portfolio Manager to approach the RBI to compound the contravention. As directed by the RBI, vide its compounding order dated August 9, 2018, INR 52,500 (Rupees Fifty Two Thousand five hundred only) was paid by the Portfolio Manager to the RBI.

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

None

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

Pursuant to inspection of Portfolio Management Services division of IAMI conducted by SEBI officials for the period from April 1, 2016 to August 23, 2017, SEBI vide its letter dated October 17, 2017 forwarded the inspection report to IAMI seeking its observation / comments on the findings in the inspection report.

The inspection report has pointed out following deficiencies:

- In certain KYC and account opening forms, signature of clients taken on documents and the certain fields (such as investment objective, annual investment experience in securities market, etc.) left blank in account opening form.
- By not disclosing the details of risk foreseen by the Portfolio Manager and risk relating to the securities recommended by the Portfolio Manager for investment or disinvestment, Invesco has, prima facie, violated Regulation 21(1)(e) of PMS Regulations.

IAMI vide its letter dated November 2, 2017 filed its responses and steps taken to rectify the deficiencies pointed out in the inspection report.

Subsequently, vide letter dated November 10, 2017 SEBI informed that it has taken note of IAMI responses and advised IAMI to be careful and cautious in future and to ensure strict compliance with the provisions of SEBI Act, 1992, SEBI (Portfolio Managers) Regulations, 1993 and the directives / circulars issued by SEBI from time to time while carrying out the activities as a Portfolio Manager.

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

For Portfolio manager, its directors, principal officer or employee:

a. Pursuant to inspection conducted by SEBI for the period September 2004 to December 2005 of PMS division of Religare Securities Ltd. (RSL), enquiry officer was appointed to conduct enquiry into various observations in the inspection report. Pursuant to submissions made by RSL to the enquiry officer, SEBI has issued show cause notice dated October 22, 2009 as to why appropriate penalty, as Designated Member consider appropriate should not be imposed on RSL. Subsequent to transfer of PMS registration certificate from RSL to RIAMC, the proceedings were taken over by RIAMC. RSL made representations on the matter before the SEBI at the personal hearing granted by SEBI on January 8, 2010. SEBI vide its letter dated March 2, 2010 granted RIAMC/RSL an opportunity to attend Internal Committee Meeting on March 11, 2010 with SEBI officials and present the case. SEBI vide its letter dated May 18, 2010 has communicated that the panel of Whole Time Members, SEBI have not accepted the terms of consent. Accordingly, RIAMC filed application for consent order with revised terms of settlement on May 21, 2010. SEBI vide its consent order dated September 27, 2010 has disposed of the proceedings initiated vide Show Cause Notice dated October 22, 2009.

b. In case of TV commercial of Religare Invesco PSU Equity Fund, an open ended equity scheme, SEBI vide its show cause notice dated November 13, 2009 issued to Religare Invesco Mutual Fund, Religare Invesco AMC and Chief Executive Officer of Religare Invesco AMC stating that the display and voice over for standard warning was less than 5 seconds and was unintelligible. Religare Invesco AMC filed its response with relevant supporting documents stating that display and voice over for standard warning in TVC was 5 seconds and intelligible. SEBI granted personal hearing before the Whole Time Member, SEBI. After considering the submission made by Religare Invesco AMC, Whole Time Member, SEBI vide its order dated February 9, 2010 disposed of the proceeding initiated vide the show cause notice dated November 13, 2009 with a direction to Religare Invesco AMC, Religare Invesco Mutual Fund and CEO of Religare Invesco AMC to abide strictly by the stipulations on advertisement by mutual funds, issued by SEBI from time to time, both in letter and spirit.

For any person directly or indirectly connected with the Portfolio Manager or its directors, principal officer or employee (as on March 31, 2019):

None

5. Services Offered

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

The Portfolio Manager under its Discretionary Portfolio Management Services offers Portfolios with different investment objectives and policies to cater to requirements of individual Client. The Portfolio Manager shall deploy the Securities and/ or funds of the Client in accordance with the investment objectives stated in the Portfolio selected by the Client. At present the Portfolio Manager is offering following Portfolios:

1.

Portfolio Name	**Invesco India Large Cap Core Portfolio**		
Portfolio Objective	The investment objective of the portfolio is to generate steady capital appreciation by investing in companies that are fundamentally strong and are available at attractive valuations.		
Portfolio Description	Portfolio will aim to provide a fair balance between growth, safety and returns. The focus of this portfolio would be on identifying companies which exhibit above average earnings growth. The portfolio shall take asset allocation calls based on market conditions and availability of suitable investments opportunities		
Type of Securities	Equity & Equity Related Instruments, Fixed Income Instruments, Cash & Cash Equivalent.		
Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:		
	Instruments	**Indicative Allocations (% of portfolio value)**	
	Equity & Equity Related Instruments	80% to 100%	
	Cash & Cash Equivalent	0% to 20%	
	The portfolio will be well diversified with a bias towards Large Cap stocks. The portfolio would normally invest in 15 - 25 stocks, with sector allocation (at time of purchase) ranging between 25% - 200% of the sector weightage of defined benchmark Index The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.		
Benchmark	Nifty 50		

2.

Portfolio Name	**Invesco India Panther Portfolio**	
Portfolio Objective	The investment objective of the portfolio is to deliver superior returns by taking aggressive bets in companies which exhibit better growth prospects and momentum.	
Portfolio Description	The portfolio aims to invest across the sectors and market capitalisations by taking advantage of various market conditions. The portfolio shall make active use of tactical asset allocation between equity and cash, depending on the market conditions with a perspective of attempting to enhance portfolio returns. The portfolio can take large asset allocation calls in case of an expectation of a sustained and sharp decline in the markets.	
Type of Securities	Equity & Equity Related Instruments, Cash & Cash Equivalent.	
Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:	
	Instruments	**Indicative Allocations (% of portfolio value)**
	Equity & Equity Related Instruments	50% to 100%
	Cash & Cash Equivalent	0% to 50%
	The portfolio will be well diversified with no capitalization bias. The portfolio would normally invest in 15 - 25 stocks, with no single stock having more than 15% exposure of the portfolio value and no single sector having more than 40% exposure of the portfolio value at time of investment. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.	
Benchmark	S&P BSE 500	

3.		
	Portfolio Name	**Invesco India Leo Portfolio**
	Portfolio Objective	The investment objective of the portfolio is to generate steady capital appreciation by investing in companies that are fundamentally strong across market capitalisation and by taking aggressive bets in companies which exhibit better growth prospects and momentum.
	Portfolio Description	The portfolio will aim to provide a balance between returns and safety by investing in a portfolio of companies which exhibit above average earnings growth. The portfolio also shall take asset allocation call between equity and cash, depending on the market conditions with a perspective of attempting to enhance portfolio returns.
	Type of Securities	Equity & Equity Related Instruments, Cash & Cash Equivalent.
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments	80% to 100%
Cash & Cash Equivalent	0% to 20%

The portfolio will be well diversified with no capitalization bias. The portfolio would normally invest in 15 - 25 stocks, with no single stock having more than 15% exposure of the portfolio value and no single sector having more than 40% exposure of the portfolio value at time of investment.

The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	S&P BSE 500

4.		
	Portfolio Name	**Invesco India Caterpillar Portfolio**
	Portfolio Objective	The investment objective of the portfolio is to achieve capital appreciation over a long term by investing in a diversified portfolio.
	Portfolio Description	The Portfolio shall invest in mid and small cap stocks that can get re-rated either because of growth in earnings, change in business environment or companies that may have been overlooked or are out of favour.
	Type of Securities	Equity & Equity Related Instruments, Equity Derivative, Cash & Cash Equivalent.
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments#	90% to 100%
Cash & Cash Equivalent	0% to 10%

The Portfolio may have exposure to derivatives upto 30% of portfolio value in accordance with guidelines issued by SEBI.

The portfolio will be well diversified with bias towards small & mid cap stocks. The portfolio would normally invest in 15 - 25 stocks, with no single stock having more than 8% exposure of the portfolio value and no single sector having more than 40% exposure of the portfolio value at time of investment.

The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	Nifty Midcap 100

Invesco

5.

Portfolio Name	Invesco India Infrastructure Portfolio
Portfolio Objective	The Investment objective of the portfolio is to achieve capital appreciation over a medium term from a portfolio that is substantially constituted of equity securities and equity related securities of companies that form part of infrastructure and related sector.
Portfolio Description	The portfolio shall invest in companies in power, telecom, roads, airports and other companies which broadly satisfy the category of infrastructure industries. The portfolio may also invest up to 35% of the portfolio in other sectors which are not related to infrastructure sector. The portfolio shall invest in companies across all market capitalization.
Type of Securities	Equity & Equity Related Instruments, Equity Derivative, Cash & Cash Equivalent.
Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments	80% to 100%
Cash & Cash Equivalent	0% to 20%

The portfolio will be diversified with no capitalization bias. The portfolio would normally invest in 15 - 25 stocks, with no single stock having more than 15% exposure of the portfolio value at time of investment.

The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	Nifty Infrastructure

6.

Portfolio Name	Invesco India Sector Opportunities Portfolio
Portfolio Objective	To generate capital appreciation by investing in a portfolio which will identify and take exposure to select attractive sectors.
Portfolio Description	The portfolio would aim to identify and invest in sectors which are expected to exhibit to deliver higher returns. The portfolio will adopt a sector rotation approach, with not more than 4 - 5 sectors at all times. The portfolio would adopt a concentrated portfolio construction approach, with focus on growth or value style of investing depending on the market conditions and relative valuations. The portfolio will use both top down and bottom up investment approach for stock selection without any market capitalistion bias.
Type of Securities	Equity & Equity Related Instruments, Cash & Cash Equivalent.
Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments	60% to 100%
Cash & Cash Equivalent	0% to 40%

The portfolio will be well diversified with no capitalization bias. The portfolio would normally invest in 15 - 25 stocks, with no single stock having more than 15% exposure of the portfolio value and no single sector having more than 40% exposure of the portfolio value at time of investment.

The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	Nifty 50

7.		
	Portfolio Name	**Invesco India Cash Management Portfolio**
	Portfolio Objective	To provide reasonable returns, commensurate with low risk while providing a high level of liquidity, by investing in units of mutual fund schemes which invest primarily in money market securities and short term debt securities.
	Portfolio Description	The portfolio would aim to identify and invest in SEBI registered mutual fund schemes which offers investors an opportunity to manage their cash asset better.
	Type of Securities	Units of Debt / Liquid schemes.
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows: **Instruments** — **Indicative Allocations (% of portfolio value)** Units of Debt / Liquid schemes — 0% to 100% The portfolio may invest in one or more mutual fund schemes. The selection of mutual fund schemes will be at the sole discretion of the Portfolio Manager. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.
	Benchmark	CRISIL Liquid Fund Index

8.		
	Portfolio Name	**Invesco India Active Investment Portfolio**
	Portfolio Objective	The investment objective of the portfolio is to generate steady capital appreciation by investing across asset classes.
	Portfolio Description	The portfolio will seek to achieve a balance between risk and return by creating a well diversified portfolio comprising of equity and other asset classes.
	Type of Securities	Equity & Equity Related Instruments, Equity Derivative, Mutual Fund Units, Cash & Cash Equivalent.
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows: **Instruments** — **Indicative Allocations (% of portfolio value)** Equity & Equity Related Instruments# — 0 to 100% Mutual Fund Units — 0 to 100% Cash & Cash Equivalent — 0 to 100% # The Portfolio may have exposure to derivatives upto 100% of portfolio value in accordance with guidelines issued by SEBI. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.
	Benchmark	Nifty 50

9.	**Portfolio Name**	**Structured Product / Capital Protection Portfolios**
	Portfolio Objective	This portfolio seeks to generate long term absolute returns, typically linked to an underlying equity index or basket of equities. To achieve this, the portfolio would invest in Non-Convertible debentures (NCD) / Market Linked Debentures (including Equity Linked Debentures) (MLD) issued by entities that are reputed in the opinion of the Portfolio Manager.
	Portfolio Description	The Structured product will invest in NCD/MLD or similar securities issued by Companies including Non-Banking Finance Companies. These debentures or securities are issued as variable interest products, with fixed tenure, which provide interest at rate that is determined, based on performance of the underlying equity index or basket of equities. Such securities are listed, but could carry significant liquidity risk. Redemption of the principal or any part thereof by the investors may be locked in upto maturity, as per the terms and conditions specified in the underlying NCD/MLD. Under this Portfolio, the Portfolio Manager may seek to invest in various NCDs/ MLDs at different points in time and investments may be solicited from Clients at the time of each NCD/ MLD investment. Investments made in each NCD/ MLD shall form part of the Structured Product Series and will be serially numbered.
	Type of Securities	Non-Convertible Debentures / Equity Linked Debentures, Fixed Income Securities and Units of Mutual Funds.
	Benchmark	Underlying Assets / Index or Basket of Equities as the case may be.

10.	**Portfolio Name**	**Invesco India R.I.S.E Portfolio** (**R.I.S.E**: **R**- Recovery in Demand, **I**- Idle Capacity-potential for operating leverage, **S**- Superior Business Model, **E**-Earnings Recovery)
	Portfolio Objective	To generate capital appreciation by investing in equity and equity related securities.
	Portfolio Description	The portfolio will comprise of companies which will benefit from revival in economic growth and rise in consumer discretionary spending. The portfolio will favour companies that will benefit from operating and financial leverage. The portfolio will also include companies where dividend yield is attractive.
	Type of Securities	Equity & Equity Related Instruments, Equity Derivatives, Cash & Cash Equivalents
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments (Including Equity Derivatives) #	60% to 100%
Cash & Cash Equivalent	0% to 40%

The portfolio may have exposure to derivatives up to 30% of the portfolio value in accordance with guidelines issued by SEBI.

The portfolio will not have any capitalization bias. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	S&P BSE 500

11.	**Portfolio Name**	**Invesco India DAWN Portfolio** (**DAWN : D** - Demand Recovery across cyclical & consumer discretionary sectors, **A** - Attractive valuation to provide margin of safety, **W** - Winning companies on the cusp of a new demand cycle leading to operating & financial leverage efficiencies, **N** - New credit & investment cycle to provide a boost to earnings recovery)
	Portfolio Objective	To generate capital appreciation by investing in companies available at reasonable valuations.
	Portfolio Description	The focus of this portfolio would be on identifying sectors and stocks which are expected to benefit from revival in cyclical recovery. The Portfolio will also favour companies that will benefit from operating /financial leverage and are available at a discount to their fair/intrinsic value.
	Type of Securities	Equity & Equity Related Instruments, Cash & Cash Equivalent.
	Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the Portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments	65% to 100%
Cash & Cash Equivalent	0% to 35%

The portfolio will not have any capitalization bias. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.

Benchmark	S&P BSE 500

12. Portfolio Name	**Invesco India Bharat Nirman Portfolio**
Portfolio Objective	To generate capital appreciation by investing in equity and equity related securities of companies which are focusing on Rural India as well as companies which stand to benefit from the rapid urbanization of India.
Portfolio Description	The portfolio will predominantly invest in companies which stand to gain from the rising prosperity of Rural India and urbanization of India. The government focus on urbanization, improving infrastructure, promoting agriculture and focus on increasing rural incomes, creating jobs and building rural infrastructure will help in the overall development of rural India thus leading to faster growth and bringing urbanization. The portfolio manager will invests in companies which benefit from this structural migration and change in spending/consumption pattern across India.
Type of Securities	Equity & Equity Related Instruments, Cash & Cash Equivalents
Indicative Asset Allocation Pattern	Under normal circumstances, the asset allocation of the portfolio shall be as follows:

Instruments	Indicative Allocations (% of portfolio value)
Equity & Equity Related Instruments	65% to 100%
Cash & Cash Equivalent	0% to 35%

	The portfolio will not have any capitalization bias. The asset allocation pattern indicated above may change from time to time, keeping in view market conditions. It must be clearly understood that the percentages stated above are only indicative and not absolute and that they can vary substantially depending upon the perception of market conditions of the Portfolio Manager, the intention being at all times to seek to protect the interests of the Client. Such changes in the asset allocation pattern will be for defensive considerations.
Benchmark	S&P BSE 500

Note:

(i) The uninvested funds in all the above Portfolios may be deployed in liquid schemes, debt oriented schemes or gilt schemes of mutual funds, bank deposits and other short term avenues for investment. The portfolio manager, with consent of the client, may lend the securities through an automated screen based platform of stock exchanges for securities lending and/ or through an approved intermediary.

The portfolio and expenses charged including Portfolio Management fees of each Client may differ from that of the other Client and will be in accordance with the PMS Agreement and fee schedule executed with each Client.

The performance of the Portfolio may not be strictly comparable with the performance of the benchmark indices, due to inherent differences in the construction of the portfolios. The Portfolio Manager may from time to time, review the benchmark selection process and make suitable changes as to use of the benchmark or related to composition of the benchmark, whenever it deems necessary.

(ii) The Portfolio Manager shall invest predominantly in the securities specified in portfolio description. However, the Client's funds may be invested in any of the Equity Instruments, debt and money market instruments and other securities allowed under the Regulations which will, inter-alia, include but not limited to:

- Equity & Equity Related Instruments:
  1. Equity and Equity related instruments including convertible bonds, convertible debentures, warrants, convertible preference shares, etc.
  2. Debt instruments linked to Equities or other asset class
  3. Equity Derivatives including Futures and Options
- Debt & Money Market Instruments:
  1. Certificate of Deposits (CDs)
  2. Commercial Paper (CPs)
  3. Tri-party Repo or in an alternative investment as may be provided by RBI
  4. Government Securities / Treasury Bills
  5. Non-Convertible Debentures as well as bonds or securities issued by companies / institutions promoted / owned by the Central or State Governments and statutory bodies
  6. Floating rate debt instruments
  7. Securitised Debt including Asset Backed Securities (ABS) or Mortgage Backed Securities (MBS) and Pass Through Certificate (PTC)
  8. Bills Rediscounting
  9. Cash Management Bills issued by Government of India
  10. Debt derivative instruments including Interest Rate Swaps and Forward Rate Agreement
  11. Ujjwal Discom Assurance Yojna (UDAY) Bonds
- Units of schemes of mutual fund registered with SEBI including schemes of Invesco Mutual Fund.
- Fixed /Term deposits with Scheduled Commercial Banks.
- The portfolio manager may lend the securities through an automated screen based platform of stock exchanges for securities lending and through an approved intermediary.

(iii) Minimum Investment Amount

The Client shall deposit with the Portfolio Manager, an initial corpus consisting of Securities and /or funds of an amount prescribed by Portfolio Manager for a Portfolio, subject to minimum amount as specified under SEBI Regulations, as amended from time to time. Currently the minimum investment amount is Rs. 25 Lacs. The Client may on one or more occasion(s) or on a continual basis, make further placement of Securities and / or funds under the service.

(iv) Policy for investment in Associates/ Group Companies of the Portfolio Manager

Portfolio Manager, will, before investing in the securities of its associate / group companies, evaluate such investments, the criteria for the evaluation being the same as is applied to other similar investments to be made under the Client's Portfolio. The investments in associate / group companies at time of investments may be upto 100% of Client's Portfolio. The investments in securities of the associate / group companies including in schemes of Invesco Mutual Fund would be within the overall framework of Regulations and in terms of PMS Agreement executed with the Client.

(v) Transactions with Associates/ Group Companies

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

6. Risk Factors

6.1 Securities investments are subject to market risks and there is no assurance or guarantee that the objectives of the investments / PMS products / clients will be achieved.

6.2. Past performance of the Portfolio Manager does not indicate the future performance of the Portfolio or performance of any other future portfolio(s) of the Portfolio Manager.

6.3. Risk arising from the investment objective, investment strategy and asset allocation are as follows:

6.3.1 **Risk associated with Equity and Equity Related Instruments**

Equity and Equity Related Instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. The value of Equity and Equity Related Instruments may fluctuate due to factors affecting the securities markets such as volume and volatility in the capital markets, interest rates, currency exchange rates, changes in law/policies of the Government, taxation laws, political, economic or other developments, which may have an adverse impact on individual securities, a specific sector or all sectors. Consequently, the Value of the Client Portfolio may be adversely affected.

Further, the Equity and Equity Related Instruments are risk capital and are subordinate in the right of payment to other securities, including debt securities.

Equity and Equity Related Instruments listed on the stock exchange carry lower liquidity risk, however the Portfolio Manager's ability to sell these investments is limited by the overall trading volume on the stock exchanges. In certain cases, settlement periods may be extended significantly by unforeseen circumstances. The inability of the Portfolio Manager to make intended securities purchases due to settlement problems could cause the Client to miss certain investment opportunities. Similarly, the inability to sell securities held in the Portfolio may result, at times, in potential losses to the Portfolio, should there be a subsequent decline in the value of securities held in the Client's Portfolio.

Mid cap stocks carry higher liquidity risk as they are less extensively researched compared to large cap stocks. This may lead to abnormal illiquidity and consequent higher impact cost.

The Portfolio Manager may invest in securities which are not listed on the stock exchanges. These securities may be illiquid in nature and carry a higher amount of liquidity risk, in comparison to securities that are listed on the stock exchanges or offer other exit options to the investor. The liquidity and valuation of the investments held in Portfolio, due to its holdings of unlisted securities may be affected if they have to be sold prior to the target date of disinvestment.

6.3.2 **Risk associated with Debt and Money Market Securities**

Interest - Rate Risk

Fixed Income and Money Market Securities run interest-rate risk. Generally, when interest rates rise, prices of existing fixed income securities fall and when interest rate falls, the prices increase. In case of floating rate securities, an additional risk could arise because of the changes in the spreads of floating rate securities. With the increase in the spread of floating rate securities, the price can fall and with decrease in spread of floating rate securities, the prices can rise.

Credit Risk

Credit risk or default risk refers to the risk that the issuer of a fixed income security may default on interest payment or even in paying back the principal amount on maturity. In case of Government Securities, there is minimal credit risk to that extent.

Lower rated or unrated securities are more likely to react to developments affecting the market and credit risk than the highly rated securities which react primarily to movements in the general level of interest rates. Lower rated or unrated securities also tend to be more sensitive to economic conditions than higher rated securities.

Liquidity or Marketability Risk

The ability of the Portfolio Manager to execute sale/purchase order is dependent on the liquidity or marketability. The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. The securities that are listed on the stock exchange carry lower liquidity risk, but the ability to sell these securities is limited by the overall trading volumes. Further, different segments of Indian financial markets have different settlement cycles and may be extended significantly by unforeseen circumstances.

Re-investment Risk

This refers to the interest rate risk at which the intermediate cash flows received from the securities in the Portfolio including maturity proceeds are reinvested. Investments in fixed income securities may carry re-investment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the debt security. Consequently, the proceeds may get invested at a lower rate.

6.3.3 **Risks associated with Investing in Securitised Debt**

Securitised debt may suffer losses in the event of delinquencies and credit losses in the underlying pool exceeding the credit enhancement provided. Securitised debt is subject to interest-rate risk, prepayment risk, credit or default risk.

Further, Asset Backed Security (ABS) has structure risk due to a unique characteristic known as early amortization or early payout risk.

6.3.4 **Risks associated with Investing in Derivatives**

The use of derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of the strategies to be pursued by the Portfolio Manager involve uncertainty and decision of Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager will be able to identify or execute such strategies.

Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. 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 of interest rate movements correctly. The risks associated with the use of derivatives are different from or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Other risks include settlement risk, risk of mispricing or improper valuation and the inability of the derivative to correlate perfectly with underlying assets, rates and indices, illiquidity risk whereby the Portfolio Manager may not be able to sell or purchase derivative quickly enough at a fair price.

6.3.5 **Risks associated with Securities Lending**

For Equity Instruments

As with other modes of extensions of credit, there are risks inherent to securities lending. During the period the security is lent, the Portfolio Manager may not be able to sell such security and in turn cannot protect from the falling market price of the said security. Under the current securities lending and borrowing mechanism, the Portfolio Manager can call back the securities lent any time before the maturity date of securities lending contract. However this will be again the function of liquidity in the market and if there are no lenders in the specified security, the Portfolio Manager may not be able to call back the security and in the process, the Portfolio Manager will be exposed to price volatility. Moreover, the fees paid for calling back the security may be more than the lending fees earned by Scheme at the time of lending the said security and this could result in loss to the Portfolio Manager. Also, during the period the security is lent, the Portfolio Manager will not be able to exercise the voting rights attached to the security as the security will not be registered in the name of the Portfolio Manager in the records of the depository/issuer.

For Debt Instruments

As with other modes of extensions of credit, there are risks inherent to 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 entered into between the lender of securities i.e. Portfolio Manager and the approved intermediary. Such failure can result in the possible loss of rights to the collateral put up by the borrower of the securities, the inability of the approved intermediary to return the securities deposited by the lender and the possible loss of any corporate benefits accruing to the lender from the securities deposited with the approved intermediary. The Portfolio Manager may not be able to sell such lent securities and this can lead to temporary illiquidity.

6.3.6 **Risks associated with investments in Mutual Funds**

The Portfolios may invest in schemes of Mutual Funds. Hence scheme specific risk factors of each such underlying scheme will be applicable to the portfolios.

6.3.7 **Structure Products / Capital Protection Portfolios**

The Portfolios may invest in securities linked to index(s) and/ or underlying stocks or commodities and this could result in negligible returns or no returns over the entire tenor or part thereof of the Portfolio. Further, at any time during the tenor of the Portfolio, value of the Portfolio may be substantially less than the actual value of the Portfolio at the end of tenor. Further, the Portfolio and the return and/or maturity proceeds of the Portfolio thereon, are not guaranteed or insured in any manner by any entity. In case of occurrence of any event caused by a Force Majeure, the Portfolio may be liquidated at a date much before the tenor of the Portfolio at a fair value.

Portfolios investing in debentures linked to silver/ gold may be affected by the prices of silver/ gold. The prices of silver/ gold may be affected by several factors such as demand and supply in India and in the global market, change in political, economical environment and government policy, inflation trends, currency exchange rates, interest rates, perceived trends in bullion prices, restrictions on the movement/trade of gold by RBI, GOI or by the country importing/ exporting silver/ gold in/ out of India etc.

6.3.8 **Risk arising out of non-diversification**

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

7. (i) Client Representation

Category of Clients	No. of Clients	Funds Managed (Rs in Crores)	Discretionary / Non Discretionary Services*
Associates/Group Company			
As at March 31, 2019	Nil	Nil	Not Applicable
As at March 31, 2018	Nil	Nil	Not Applicable
As at March 31, 2017	Nil	Nil	Not Applicable
Others			
As at March 31, 2019	3,683	1,397.47	Discretionary
As at March 31, 2019	313	115.83	Non - Discretionary
As at March 31, 2018	2,197	882.31	Discretionary
As at March 31, 2018	547	201.65	Non - Discretionary
As at March 31, 2017	575	259.26	Discretionary
As at March 31, 2017	748	293.59	Non - Discretionary

*Excluding Clients under Advisory Services

(ii) Disclosures in respect of transactions with related parties as per the standards specified by the Institute of Chartered Accountants of India :

A. Parties where control exist

Name of Related Party	Nature of Relationship
Invesco Hong Kong Ltd.	Holding Company
Invesco Ltd.	Ultimate Holding Company

B. Other related parties where transactions have taken place during the financial year ended March 31, 2018:

Nature of Relationship	Name of Related Party
Associate Company	Invesco Group Services, INC.
	Invesco Asset Management (Japan) Ltd.
	Invesco (India) Private Ltd (formerly known as Hyderabad IT support Services Private Ltd.)
	Invesco UK Ltd
	Invesco IT Services
	Invesco Trustee Private Limited
	Invesco Asset Management Australia (Holdings) Limited
Mutual Fund in respect of which the Company is the Investment Manager	Invesco Mutual Fund

The details of transactions with related parties is given in **Annexure 1.**

8. Financial Performance of the Portfolio Manager

Based on the audited financial statements for the given years, the financial performance of the Portfolio Manager is as follows:

(Rs. in thousands)

Particulars	Financial Year ended March 31, 2018	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016
Total Income	10,63,814	10,02,309	9,98,579
Profit / (Loss) Before Tax	(7,41,155)	(3,85,418)	(84,711)
Profit/ (Loss) After Tax	(7,41,155)	(3,85,418)	(84,711)
Net Worth	17,79,776	15,09,974	6,20,215
Earning Per Share (Rs.)	(0.68)	(0.45)	(0.11)
Dividend	-	-	-
Paid up equity share capital	1,304,216	1,083,000	7,85,062

9. Portfolio Management performance of the Portfolio Manager

Discretionary Portfolio Management Services

I Performance of Portfolios (Other than Structured Products / Capital Protection Portfolios) for the last three years

Portfolio / Benchmark	Type of Service	Date of Inception	April 1, 2018 - March 31, 2019	April 1, 2017 - March 31, 2018	April 1, 2016 - March 31, 2017
Invesco India Caterpillar Portfolio	Discretionary	June 26, 2006	-6.26%	10.20%	25.52%
Nifty Midcap 100			-2.66%	9.07%	34.85%
Invesco India Leo Portfolio	Discretionary	April 20, 2006	0.01%	12.66%	28.40%
S&P BSE 500			8.35%	11.82%	24.02%
Invesco India Panther Portfolio	Discretionary	September 7, 2004	1.81%	10.14%	24.47%
S&P BSE 500			8.35%	11.82%	24.02%
Invesco India Large Cap Core Portfolio	Discretionary	September 7, 2004	7.82%	12.20%	20.88%
Nifty 50			14.93%	10.25%	18.55%
Invesco India Infrastructure Portfolio	Discretionary	November 27, 2007	-6.31%	11.43%	11.43%
Nifty Infrastructure			-3.63%	7.49%	21.53%
Invesco India Sector Opportunities Portfolio	Discretionary	September 6, 2010	-6.95%	8.91%	23.70%
Nifty 50			14.93%	10.25%	18.55%
Invesco India Active Investment Portfolio	Discretionary	February 26, 2009	N.A.	N.A.	N.A.
Nifty 50			N.A.	N.A.	N.A.
Invesco India Cash Management Portfolio	Discretionary	July 4, 2011	6.35%	4.33%	4.70%
CRISIL Liquid Fund Index			7.49%	4.65%	7.07%
Invesco India R.I.S.E* Portfolio	Discretionary	April 18, 2016	-8.98%	20.57%	N.A
S&P BSE 500			8.35%	11.82%	N.A

Portfolio / Benchmark	Type of Service	Date of Inception	April 1, 2018 - March 31, 2019	April 1, 2017 - March 31, 2018	April 1, 2016 - March 31, 2017
Invesco India DAWN** Portfolio	Discretionary	August 28, 2017	3.24%	N.A	N.A
S&P BSE 500			8.35%	N.A	N.A
Invesco India Bharat Nirman Portfolio	Discretionary	December 30, 2017	-8.33%	N.A	N.A
S&P BSE 500			8.35%	N.A	N.A

N.A. - Not Applicable (No Investors)

*R.I.S.E: R- Recovery in Demand, I- Idle Capacity-potential for operating leverage, S- Superior Business Model, E-Earnings Recovery.

**DAWN: D - Demand Recovery across cyclical & consumer discretionary sectors, A - Attractive valuation to provide margin of safety, W - Winning companies on the cusp of a new demand cycle leading to operating & financial leverage efficiencies, N - New credit & investment cycle to provide a boost to earnings recovery.

Notes

1. The performance is calculated using time weighted average method for respective portfolios.
2. Returns are adjusted for inflows/outflows.
3. Returns are absolute returns for the specified period.
4. Returns are after charging of fees and expenses.

II Performance of Structured Products / Capital Protection Portfolios for the last three years

There were no Structured Products / Capital Protection Portfolios as on March 31, 2019.

The Performance is given only for Portfolios under Discretionary Portfolio Management Services. The performance of clients under Non-Discretionary Portfolio Management Services and Advisory Services offered by Portfolio Manager is not given.

10. Nature of Expenses

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

A. Investment Management and advisory fees

(I) Portfolio Management Fees

The fees relate to portfolio management services offered to Clients. The fees may be in the form of a percentage of the assets under management or linked to portfolio returns achieved or a combination of both. In case of fees linked to portfolios returns the basic principles for calculation of the fees are as under:

1. The fees are charged upon exceeding a hurdle rate or a benchmark rate as specified in the PMS agreement.
2. The fee shall be computed on the basis of high water mark principle over the life of the investment.
3. High water mark shall be the highest value that the Portfolio has reached. Value of Portfolio for the computation of high water mark shall be taken to be the value on the date on which performance fees are charged.
4. Performance based fee would be only on increase in Portfolio value in excess of the previously achieved high water mark.

(II) Upfront Fee / Withdrawal Fee

The Portfolio Manager may also charge upfront (entry) fee at the time of subscription and premature exit fees / withdrawal fees at time of redemption of the portfolio by Client.

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

Nature of Fees	For Portfolios other than Structured Portfolios	Structured Portfolios
Upfront Fees	Upto 5.00% of the investment amount	Upto 7.00% of the investment amount
Withdrawal Fees	Upto 7.00% of the withdrawal amount	Upto 7.00% of withdrawal amount
Fixed Management Fee	Upto 5.00% per annum on daily average market value of the Portfolio	Not applicable
Performance Linked Management Fee	The fees will be a percentage of the returns generated for the Portfolio as may be agreed by the client in a PMS Agreement.	Not applicable

The actual fees charged by the Portfolio Manager for each Client shall be determined separately and the fees may vary from Client to Client. Further, the fees chargeable for new portfolio introduced by the Portfolio Manager shall be given separately.

Goods and Services tax and statutory levies would be levied separately as per the prevailing rates from time to time.

B. Other Expenses

Apart from Portfolio Management Fees, the following are the general costs and expenses to be borne by the Client availing the Portfolio Management Services of the Portfolio Manager on actual basis.

(i) Custodian / Depository fees

The charges relate to opening and operation of depository accounts, custody and transfer charges for securities, dematerialization and rematerialisation and other charges in connection with the operation and management of the depository accounts.

(ii) Registrar and Transfer Agent fees

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

(iii) Brokerage and transaction costs

The brokerage charges and other charges like Goods and Services Tax, stamp duty, transaction costs including bank charges, turnover tax, securities transaction tax or any other tax levied by statutory authorities on the purchase and sale of securities and exit load (if any) on units of Mutual Funds.

(iv) Securities lending related expenses

The charges pertaining to lending of securities and costs associated with transfers of securities connected with the lending operations would be recovered.

(v) 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. would be recovered.

(vi) Services related expenses

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

(vii) Any other incidental and ancillary charges

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

11. Taxation

TAX IMPLICATIONS FOR CLIENTS

The information set out below outlines the tax implications based on relevant provisions of the Indian Income-tax Act, 1961 (**"the Act"**).

11.1 General

Investment in securities is subject to the provisions of the Indian Income- tax Act, 1961. Special reference needs to be made in respect of provisions related to capital gains, business income and all other provisions of the Income Tax Act. Interest and dividends would be subject to tax as per the provisions of the Income Tax Act, 1961 (the Act). Client owns the liability for his Taxation.

In view of the individual nature of tax consequence on the income, capital gains or otherwise, arising from investments, each Client is advised to consult his / her / its tax advisor with respect to the specific tax consequences to him / her / it of participation in the portfolio management services.

The Portfolio Manager shall not be responsible for assisting in or completing the fulfillment of the client's tax obligations.

All the Tax Rates contained in this clause are applicable for the financial year 2019-20, in accordance with Finance Act, 2019.

11.2 Tax deduction at source

In the case of Non-residents, tax is required to be deducted at source by the authorized dealer and if required, tax will be withheld. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard.

Non-residents without PAN are currently subjected to a higher rate of TDS.

11.3 Advance tax installment obligations

It shall be the Client's responsibility to meet the obligation on account of advance tax installments payable on the due dates under the Income tax Act.

11.4 Securities Transaction Tax

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

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

Transaction	Rate	Payable by
Purchase/ Sale of equity shares (delivery based) or a unit of business trust	0.10%	Purchaser / Seller
Purchase of units of equity oriented mutual fund (delivery based)	Nil	NA
Sale of units of equity oriented mutual fund (delivery based)	0.001%	Seller
Sale of equity shares, units of business trusts, units of equity oriented mutual fund (non delivery based)	0.025%	Seller
Sale of an option in securities	0.05%	Seller
Sale of an option in securities, where option is exercised	0.125%	Purchaser
Sale of a futures in securities	0.01%	Seller
Sale of unit of an equity oriented fund to the Mutual Fund	0.001%	Seller
Sale of unlisted equity shares and units of business trust under an initial offer	0.2%	Seller

11.5 Characterization of Income on Transfer of Securities of Companies

Income arising from purchase and sale of securities can give rise to capital gains or business income in the hands of the investor. In some circumstances enumerated below, the income arising may be characterized as 'business income'.

The CBDT has issued a Circular, providing that, gains on transfer of shares / securities of listed companies held for more than 12 months would be considered as long-term capital gain, unless the assessee treats such shares as stock in trade.

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

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

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

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

- Motive for the purchase of shares.
- Frequency of transactions and the length of period of holding of the shares

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

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

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

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

In view of the above, the profits or gains arising from transaction in securities could be taxed either as "Profits or Gains of Business or Profession" under section 28 of the Income Tax Act, 1961 or as "Capital Gains" under section 45 of the Income Tax Act, 1961.

As per CBDT Circular No.6/2016 dated 29th February, 2016 regarding taxability of surplus on sale of listed shares and securities, it states that:

a) Where the assessee itself, irrespective of the period of holding the listed shares and securities, opts to treat them as stock-in-trade, the income arising from transfer of such shares/ securities would be treated as its business income

b) In respect of listed shares and securities held for a period of more than 12 months immediately preceding the date of its transfer, if the assessee desires to treat the income arising from the transfer thereof as Capital Gain, the same shall not be put to dispute by the Assessing Officer. However, this stand, once taken by the assessee in a particular Assessment Year, shall remain applicable in subsequent Assessment Years also and the taxpayers shall not be allowed to adopt a different/ contrary stand in this regard in subsequent years.

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

11.6 Tax Implications where Transaction in Securities are in the nature of Investments

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

Under the existing provisions of clause (34) of section 10 of the Act, dividend which suffer dividend distribution tax (DDT) under section 115-O is exempt in the hands of the shareholder. Under section 115-O dividends are taxed only at the rate of fifteen percent at the time of distribution in the hands of company declaring dividends. The Finance Act, 2016 provided that any income by way of dividend in excess of Rs. 10 lakh shall be chargeable to tax in the case of an individual, Hindu undivided family (HUF) or a firm who is resident in India, at the rate of ten percent. The taxation of dividend income in excess of ten lakh rupees shall be on gross basis. Under Finance Act, 2017, Sec 115BBDA extended the additional tax of 10% (plus applicable surcharge and education cess) to all resident tax payers, other than domestic companies and other specified entities on dividend income of more than Rs.10,00,000 p.a. received from a domestic company or companies. Thus, exemption under section 10(34) is granted to dividend received from an Indian company and not to a dividend received from a foreign company.

Income from units of Mutual Funds specified under clause 10(23D) is exempt from tax under section 10(35) of the Income Tax Act, 1961. However, the Finance Act 2018 amended the said provision by imposing tax on distributed income from open-ended equity oriented mutual funds at the rate of ten percent (Section 115BBB). Further, it has been clarified that income arising from transfer of units of Mutual Fund shall not be exempt under section 10(35). Transfer of units upon consolidation of mutual fund schemes of two or more schemes of equity-oriented fund or two or more schemes of a fund other than equity-oriented fund in accordance with SEBI (Mutual Funds) Regulations, 1996 is exempt from capital gains.

The Finance Act, 2016 provided for tax exemption to unit holders vis-à-vis transfer of units upon consolidation of the plans within a scheme of mutual fund in accordance with SEBI (Mutual Funds) Regulations, 1996.

11.7 Long Term Capital Gains

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

Further a tax on distributed income by equity oriented mutual funds is introduced at the rate of 10 percent.

Exemption does not Apply

In respect of capital gains not exempted under section 10(38), the provisions for taxation of long-term capital gains for different categories of assessees are explained hereunder:

11.7.1 **For individuals and HUF's**

Long-term Capital Gains in respect of capital asset held for a period of more than 12 months will be chargeable under section 112 of the Income Tax Act, 1961 at the rate of 20% plus education cess, as applicable. Capital gains would be computed after taking into account cost of acquisition as adjusted by Cost Inflation Index notified by the Central Government and expenditure incurred wholly & exclusively in connection with such transfer.

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

Long-term Capital Gains in respect of shares of an unlisted company held for a period of more than 24 months will be chargeable under section 112 of the Income Tax Act, 1961 at the rate of 20% plus education cess, as applicable.

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

11.7.2 For Indian Companies

Long-term Capital Gains in respect of capital asset held for a period of more than 12 months will be chargeable under section 112 of the Income Tax Act, 1961 at the rate of 20% plus surcharge and cess, as applicable. Capital Gains would be computed after taking into account cost of acquisition as adjusted by Cost Inflation Index notified by the Central Government and expenditure incurred wholly & exclusively in connection with such transfer.

Long-term Capital Gains in respect of shares of an unlisted company held for a period of more than 24 months will be chargeable under section 112 of the Income Tax Act, 1961 at the rate of 20% plus surcharge and cess, as applicable.

11.7.3 For Non-resident Indians

Under section 115E of the Income Tax Act, 1961, income of Non-Resident Indians by way of long-term capital gains in respect of specified assets purchased in foreign currency as defined under section 115C (which includes shares, debentures, deposits in an Indian Company and securities issued by Central Government) is chargeable at the rate of 20% plus applicable surcharge and cess. Such long-term capital gains would be calculated without indexation of the cost of acquisition. Income by way of long terms gain in respect of unlisted securities is chargeable at the rate of 10% and cess.

Long term capital gains arising to a non-resident from transfer of unlisted securities or shares of a company, not being a company in which the public are substantially interested, subject to 10% tax (without benefit of indexation and foreign currency fluctuation). As per Finance Act, 2017, this concessional rate shall be applicable w.e.f. 1 April, 2012.

11.8 Short Term Capital Gains

Section 111A of the Income Tax Act, 1961 provides that short-term capital gains arising on sale of Equity Shares of a company or units of Equity Oriented Fund or units of a business trust entered on a recognized stock exchange and on sale of units of Equity Oriented Fund to the Mutual Fund are chargeable to income tax at a concessional rate of 15% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to STT. However, the above shall not be applicable to transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 48 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains. In respect of capital gains not chargeable under Section 111A, the provisions for taxation of short-term capital gains for different categories of assesses are explained hereunder:

Short Term Capital Gains in respect of shares of a company (listed on a recognized stock exchange), units of Mutual Fund, units of Business Trust and any other listed securities held for a period of not more than 12 months and share of a company (not being a share listed in a recognized stock exchange) held for a period of not more than 24 months is added to the total income, total income including short-term capital gains is chargeable to tax as per the relevant slab rates.

11.9 Profits and Gains of Business or Profession

11.9.1 If the investment under the Portfolio Management Services is regarded as "Business / Trading Asset" then the gain / loss arising there from is likely to be taxed as income from business.

11.9.2 Dividend from securities referred to in section 115-0, will be exempt under section 10(34) of the Act. Dividends other than that referred to in section 115-0 and interest income will be taxable as Income from Other Sources.

11.9.3 Income from units of Mutual Funds specified under clause 10(23D) is exempt from tax under section 10(35) of the Income Tax Act, 1961. However, the Finance Act 2018 amended the said provision by imposing tax on distributed income from open-ended equity oriented mutual funds at the rate of ten percent (Section 115BBB). Further, it has been clarified that income arising from transfer of units of Mutual Fund shall not be exempt under section 10(35).

11.9.4 Earlier, as per section 40(a)(ib) of the Income Tax Act, 1961, any sum paid on account of STT will not be allowed as deduction in computing the income under the head "Profit and gains of business or profession" However, this provision was applicable only up to assessment year 2008-09. With effect from April 1, 2009, the said clause has been deleted. From the assessment year 2009-10, where income referred to above is treated as Business Income, the person is eligible for deduction u/s 36(1)(xv), for the amount of STT paid.

Rates of taxation for the Financial Year 2019-20 are as given below:

Individuals, HUF, AOP & BOI:

Particulars	Tax Rate (Without Surcharge)
Up to Rs. 250,000	Nil
Rs. 250,001 - Rs. 500,000	5%
Rs. 500,001 - Rs. 10,00,000	20%
Rs. 10,00,001 onwards	30%

Resident Individual whose age is 60 years or more but less than 80 years:

Particulars	Tax Rate (Without Surcharge)
Up to Rs. 3,00,000	Nil
Rs. 3,00,001 - Rs. 5,00,000	5%
Rs. 5,00,001 - Rs. 10,00,000	20%
Rs. 10,00,001 onwards	30%

Resident Individual whose age is 80 years or more:

Particulars	Tax Rate (Without Surcharge)
Up to Rs. 5,00,000	Nil
Rs. 5,00,001 - Rs. 10,00,000	20%
Rs. 10,00,001 onwards	30%

Note 1 - Finance Act, 2019 provides a rebate of lower of actual tax liability or Rs. 12,500 (against earlier rebate of R. 2,500) in case of individuals having total income of less than Rs. 5,00,000 (against earlier total income of 3,50,000).

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

Note 3 - A surcharge at 15% is applicable where income exceeds Rs.1 crore and a surcharge at 10% to be levied where income exceeds Rs. 50 lakhs but does not exceed Rs.1 crore. Marginal relief for such person is available.

11.10 Losses under the Head Business Income

In the case of loss under the head "Profits and Gains of Business or Profession', it can be set off against the income from any other source under the same head or income under any other head (except income from Salary) in the same assessment year.

Further, if such loss cannot be set off against any other head in the same assessment year, then it will be carried forward and shall be carried forward for set off against the profits and gains of the business within a period of eight subsequent assessment years.

11.11 DIVIDEND STRIPPING

According to section 94(7) of the Income Tax Act, 1961, if any person buys or acquires units within a period of three months prior to the record date fixed for declaration of dividend or distribution of income and sells or transfers the same within a period of nine months from such record date, then capital losses arising from such sale to the extent of income received or receivable on such units, which are exempt under the Income Tax Act, 1961, will be ignored for the purpose of computing his income chargeable to tax.

2 Accounting Policies

A. The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under SEBI (Portfolio Managers) Regulations, 1993.

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

C. Following Accounting Policies are proposed to be followed for the purpose of maintaining books of accounts & records of the Client.

1. Investments are stated at cost of acquisition by the Portfolio Manager.
2. Dividend income earned shall be recognized, not on the date the dividend is declared, but on the date the share is quoted on an ex-dividend basis. For investments, which are not quoted on a stock exchange, dividend income shall be recognized on the date of receipt.
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 upto the date of purchase shall not be treated as a cost of purchase but shall be debited to Interest Recoverable Account. Similarly, interest received at the time of sale for the period from the last interest due date up to the date of sale shall not be treated as an addition to sale value but shall be credited to Interest Recoverable Account.
4. In determining the holding cost of investments and the gains or loss on sale of investments, the First-in-First-out (FIFO) method shall be followed.
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 is recorded and reflected in the financial statements for that year.
6. Bonus shares shall be recognized only when the original shares on which the bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
7. Rights entitlement shall be recognized only when the original shares on which the rights entitlement accrues are traded on the stock exchange on an ex-rights basis.
8. The cost of investments acquired or purchased shall include brokerage, stamp duty and any charge customarily included in the broker's bought note.
9. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment.
10. All other expenses payable by the Client shall be accrued as and when Liability is incurred.
11. Investments in listed equity and debt instruments will be valued at the closing market prices on the National Stock Exchange (NSE). If the securities are not traded on the NSE on the valuation day, the closing price of the security on the Bombay Stock Exchange or other exchange will be used for valuation of securities. In case of the securities are not traded on the valuation date, the last available traded price shall be used for the valuation of securities. Investments in units of Mutual Funds shall be valued at the repurchase price of the previous day declared for the relevant Scheme on the date of the report.
12. Open positions in derivative transactions, will be marked to market on the valuation day.
13. Private equity/Pre IPO placements will be valued at cost or at a last deal publicly available price at which company has placed shares to other investors till it is listed.
14. Unrealised gain/losses are the differences, between the current market value/ Net Asset Value and the historical cost of the securities.
15. Where investment transactions take place outside the stock market, for example, acquisitions through private placement or purchases or sales through private treaty, the transaction should 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.

The accounting policies and standards as outlined above are subject to changes made from time to time by Portfolio Manager. However, such changes would be in conformity with the Regulations.

13. Investor Services

(i) Contact Information

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

Name	:	Mr. Dhananjay Terdal
Address	:	Invesco Asset Management (India) Pvt. Ltd. 2101-A, 21st Floor, A Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013.
Telephone	:	022 - 6731 0141
Fax	:	022 - 23019422
Email	:	dhananjay.terdal@invesco.com

Investor may also approach the Compliance Officer / CEO of the Portfolio Manager. The details including, inter-alia, name & address of Compliance Officer & CEO, their e-mail addresses and telephone numbers are displayed at each offices of the IAMI.

The officers mentioned above will ensure prompt investor services. The Portfolio Manager will ensure that these officials are vested with necessary authority, independence and the means to handle investor complaints.

(ii) Grievance Redressal and Dispute Settlement Mechanism

Investors can also lodge their compliant on http://scores.gov.in/ or may also write to any offices of SEBI. The Portfolio Manager will endeavor to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. If the investor remains dissatisfied with the remedies offered or the action of the portfolio manager, the investor and the Portfolio Manager shall abide by the following mechanisms: -

All disputes, differences, claims and questions whatsoever arising between the Client and the Portfolio Manager and/or their respective representatives including any dispute regarding fees & charges shall be settled in accordance with the provision of The Arbitration and Conciliation Act, 1996 or any statutory requirement, modification or re-enactment thereof for the time being in force. Such arbitration proceedings shall be held at Mumbai or such other place as the portfolio manager thinks fit.

Name and signature of at least two Directors of Portfolio Manager

Name of Director	Signature
Mr. Paresh Parasnis	Sd/- Date : April 27, 2019 Place : Mumbai
Mr. Sanjay Tripathy	Sd/- Date : April 27, 2019 Place : Hong Kong

Invesco

Annexure I

Invesco Asset Management (India) Pvt. Ltd.

Following transactions were carried out with related parties in the ordinary course of business as on March 31, 2018

	Nature of Transaction	Nature of Service	Ultimate Holding Company	Holding Company	Associate Company	Key Managerial Personnel	Total
1	Transactions during the year						
A	**Reimbursement of Expenses (#)**						
	Invesco Ltd. (Bermuda)	Share based expenses	134,281,947	-	-	-	134,281,947
			112,658,808	-	-	-	*112,658,808*
	Invesco Hong Kong Limited	Corporate gifts	-	-	-	-	-
			-	*78,522*	-	-	*78,522*
	Invesco Mutual Fund	Fund expenses absorbed	-	-	39,448,798	-	39,448,798
			-	-	*12,717,006*	-	*12,717,006*
	Invesco Group Services, INC.	Market data services	-	-	4,097,356	-	4,097,356
			-	-	*9,685,570*	-	*9,685,570*
B	**Purchase of Services / Assets (#)**						
	Invesco UK Ltd	Technology & telecom services	-	-	16,006,677	-	16,006,677
			-	-	-	-	-
	Invesco Asset Management (Japan) Ltd	Offshore advisory services	-	-	23,238,838	-	23,238,838
			-	-	*5,898,333*	-	*5,898,333*
	Invesco IT Services	Information technology services	-	-	2,970,333	-	2,970,333
			-	-	-	-	-
	Invesco (India) Private Ltd (formerly known as Hyderabad IT support Services Private Ltd.)	Business support services	-	-	38,167,234	-	38,167,234
			-	-	*4,253,185*	-	*4,253,185*
	Invesco Mutual Fund	Purchase of debentures	-	-	-	-	-
			-	-	*1,006,508,328*	-	*1,006,508,328*
	Invesco Asset Management Australia (Holdings) Limited	Information technology services	-	-	47,281	-	47,281
			-	-	-	-	-
	Religare Health Insurance Company Limited (*)	Employee related insurance	-	-	-	-	-
			-	-	*83,205*	-	*83,205*
C	**Recovery of Expenses**						
	Invesco Ltd. (Bermuda)	Recovery of dividend	6,548,112	-	-	-	6,548,112
			10,027,690	-	-	-	*10,027,690*
	Invesco Trustee Private Limited	Recovery of travel expenses	-	-	147,353	-	147,353
			-	-	-	-	-
D	**Provision of Services**						
	Invesco Hong kong Limited	Offshore advisory fees	-	127,448,241	-	-	127,448,241
			-	*43,411,993*	-	-	*43,411,993*
	Invesco Mutual Fund	Investment management fees	-	-	638,440,982	-	638,440,982
			-	-	*765,420,125*	-	*765,420,125*

E	**Allotment of Equity Shares on right basis including securities premium**						
	Invesco Hong kong Limited	Share capital & premium	-	1,010,957,997	-	-	1,010,957,997
			-	*1,275,175,778*	-	-	*1,275,175,778*
F	**Purchase/Subscription of units**						
	Invesco Mutual Fund	Purchase of mutual fund units	-	-	8,762,014,953	-	8,762,014,953
			-	-	*9,040,788,494*	-	*9,040,788,494*
	Sale/Redemption of Units						-
	Invesco Mutual Fund	Sale of mutual fund units	-	-	8,295,393,804	-	8,295,393,804
			-	-	*8,981,626,161*	-	*8,981,626,161*
G	**Advances for expenses**						-
	Invesco Mutual Fund	Advance for fund expenses	-	-	240,596	-	240,596
			-	-	*415,908*	-	*415,908*
II	**Balances outstanding at the end of the year**						
A	**Receivables**						
	Invesco Ltd. (Bermuda)	Recovery of dividend	3,604,059	-	-	-	3,604,059
			9,975,734	-	-	-	*9,975,734*
	Invesco Hong kong Limited	Offshore advisory fees	-	14,780,888	-	-	14,780,888
			-	*4,516,240*	-	-	*4,516,240*
	Invesco Trustee Private Limited	Recovery of expenses	-	-	126,205	-	126,205
			-	-	-	-	-
	Invesco Mutual Fund	Investment management fees and advance for fund expenses	-	-	70,477,374	-	70,477,374
			-	-	*83,229,446*	-	*83,229,446*
B	**Payables**						-
	Invesco Ltd. (Bermuda)	Share based expenses	19,417,598	-	-	-	19,417,598
			12,528,840	-	-	-	*12,528,840*
	Invesco IT Services	Information technology services	-	-	2,970,333	-	2,970,333
			-	-	-	-	-
	Invesco Group Services, INC	Market data services	-	-	1,722,824	-	1,722,824
			-	-	*1,518,598*	-	*1,518,598*
	Invesco UK Ltd	Technology & telecom services	-	-	18,652,417	-	18,652,417
			-	-	-	-	-
	Invesco Asset Management (Japan) Ltd	Offshore advisory services	-	-	4,861,477	-	4,861,477
			-	-	*902,908*	-	*902,908*
	Invesco (India) Private Ltd (formerly known as Hyderabad IT support Services Private Ltd.)	Business support services	-	-	3,559,075	-	3,559,075
			-	-	*3,104,710*	-	*3,104,710*
	Invesco Mutual Fund	Fund expenses payable	-	-	14,845,344	-	14,845,344
			-	-	*4,861,900*	-	*4,861,900*
	Invesco Asset Management Australia (Holdings) Limited	Information technology services	-	-	47,281	-	47,281
			-	-	-	-	-

\# The amount disclosed are inclusive of Service tax / GST

(*) Related party transactions till such date it was related and those amounts outstanding as on balance sheet date has been disclosed

Note: Related Party relationship is as identified by the Company. (Previous year figures are in italics)
Pursuant to change in the controlling interest of the Company whereby Invesco Hong Kong Ltd. acquired remaining 51% of the total paid up share capital of the Company from existing shareholders on April 7, 2016 and thereby becoming 100% holding company of the Company, RSL and its group/associate companies ceased to be related parties of the Company

Invesco

FORM C

SECURITIES AND EXCHANGE BOARD OF INDIA
(PORTFOLIO MANAGERS) REGULATIONS, 1993
(Regulation 14)

INVESCO ASSET MANAGEMENT (INDIA) PVT. LTD.
Address: 2101-A, 21st Floor, A Wing, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.
Tel. No.: 022 6731 0000 Fax No.: 022 23019422
Email ID: saurabh.nanavati@invesco.com

We confirm that:

i) the Disclosure Document forwarded to Securities and Exchange Board of India is in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 and the guidelines and directives issued by the Securities and Exchange Board of India from time to time;

ii) the disclosures made in the document are true, fair and adequate to enable the investors to make a well informed decision regarding entrusting the management of the portfolio to us / investment in the Portfolio Management;

iii) the Disclosure Document has been duly certified by Ms. Supriya Panse (Membership No. 046607) a partner of M/s. S. Panse & Co., Chartered Accountants (registration no. 113470W), an independent chartered accountant, having office at 9, Three View Society, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025; Tel. No. 2437 0483 / 84 on April 24, 2019.

For **Invesco Asset Management (India) Pvt. Ltd.**

Saurabh Nanavati
Principal Officer
2101-A, 21st Floor, A Wing,
Marathon Futurex, N. M. Joshi Marg,
Lower Parel,
Mumbai - 400 013.

Date: April 24, 2019
Place: Mumbai

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S. Panse & Co.

Chartered Accountants

9, Three View Society, Veer Savarkar Marg, Mumbai - 400 025. Tel / Fax : 2437 0483 / 84 Email: admin@panse.in

CERTIFICATE

In the matter of: **INVESCO ASSET MANAGEMENT (INDIA) PRIVATE LIMITED**
2101-A, 21st Floor, A- Wing, Marathon Futurex,
N.M. Joshi Marg, Lower Parel, Mumbai – 400 013.

On the basis of verification of Disclosure Document as required by the SEBI (Portfolio Managers) Regulations, 1993 and other documents, records,audited Financial Statements as on March 31, 2018 of Invesco Asset Management (India) Private Limited and the information and explanation given to us, it is confirmed that:

The disclosure made in the Disclosure Document dated April 24, 2019,copy attached herewith, as required by the SEBI (Portfolio Managers) Regulations, 1993 and the guidelines and the directives issued by SEBI from time to time are true, fair and adequate to enable the investors to make a well-informed decision.

S. PANSE & CO. MUMBAI ★ Chartered Accountants ★

Supriya Panse

Supriya Panse
Partner
Membership No. 046607
For & behalf on
S. Panse & Co.
Chartered Accountants
Firm Reg. no. 113470W

Place: Mumbai
Date: April 24, 2019

Invesco Asset Management (India) Private Limited
2101 - A, 21st Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel, Mumbai - 400013.
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