

MODEL DISCLOSURE DOCUMENT

DISCLOSURE

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

We confirm that:

- I. The Disclosure Document (hereinafter referred to as "the Document") has been filed with the Securities and Exchange Board of India (SEBI) along with the certificate in the prescribed format in terms of Regulation 14 of the SEBI (Portfolio Managers) Regulations, 1993.
- II. 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 decision for engaging Mehta Equities Limited as a Portfolio Manager.
- III. The necessary information about the Portfolio Manager required by an investor before investing, and the investor may also be advised to retain the document for future reference.
- IV. The name, phone number, email address of the principal officer so designated by the Portfolio Manager is:

Name of the Principal Officer	Rajat Rakesh Mehta
Phone	91-22-61507114
Email	rajat@mehtagroup.in
Address	903, Lodha Supremus, Dr. E. Moses Road, Worli Naka, Mumbai-400018

Date:09-05-2018

Form - C
Securities and Exchange Board of India (Portfolio Managers) Regulations
1993 (Regulation 14)

Name of the Portfolio Manager: Mehta Equities Limited

Regd. Office Address: 903, Lodha Supremus, Dr. E. Moses Road, Worli
Naka, Mumbai-400018

Phone No.: 91-22-61507100 Fax No: 91-22-61507102.

Email: info@mehtagroup.in

We confirm that,

- I) The Disclosure Document forwarded to Board is in accordance with the SEBI (Portfolio Managers) Regulations, 1993 and the guidelines and directives issued by the Board from time to time.
- II) The disclosure made in the Disclosure Document are true, fair and adequate to enable the investors to make a well informed decisions regarding entrusting the management of the portfolio to us / investment in the Portfolio Management Off/Option.
- III) The Disclosure Document has been duly certified by Mrs. Namrata Randeri(M. No. 128139) of Independent Chartered Accountant, Chaturvedi & Chaturvedi, Chartered Accountants(F. No. 101718W) on 5th April, 2018 and office at 215, Laxmi Plaza Laxmi Industrial Estate, New Link Road, Andheri(W), Mumbai-400053.

For and on behalf of Mehta Equities Limited

Sd/-

(Rajat Rakesh Mehta)

Principal Officer

Date: 09-05-2018

Place: Mumbai

Index

Item No.	Contents	Page No.
1	Disclaimer	5
2	Definitions	5-7
3	Description I. History, Present Business and Background of the Portfolio Manager II. Promoters of the Portfolio Manager, directors and their background III. Group companies information IV. Details of the services being offered	7-11
4	Penalties, pending litigation or proceedings, findings of inspection or investigations for which action may have been taken or initiated by any regulatory authority	11
5	Services Offered	11-17
6	Risk factors	17-19
7	Client Representation	19
8	The Financial Performance of the portfolio manager	20
9	Portfolio Management performance	20-21
10	Nature of Expenses	21-22
11	Taxation	22-24
12	Accounting Policies	25
13	Investor Services	26

1) Disclaimer:

The particulars given in this Document have been prepared in accordance with the SEBI (Portfolio Managers) Regulations, 1993 as amended from time to time and filed with SEBI. This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the document.

2) Definitions :

Unless the context or meaning thereof otherwise requires, the following expressions shall have the meaning assigned to them here under respectively:

- (a) "Act" means the Securities and Exchange Board of India, Act 1992 (15 of 1992)
- (b) "Agreement" means agreement between Portfolio Manager and its Client and shall include all Schedules and Annexures attached thereto.
- (c) "Application" means the application made by the Client to the Portfolio Manager with the Portfolio Manager for Portfolio Management Services. Upon execution of the Agreement by the Portfolio Manager, the Application shall be deemed to form an integral part of the Agreement. Provided that in case of any conflict between the contents of the Application and the provisions of the Agreement, the provisions of the Agreement shall prevail.
- (d) "Assets" means (i) the Portfolio and/or (ii) the Funds.
- (e) "Body Corporate" shall have the meaning assigned to it in or under clause (11) of section 2 of the Companies Act, 2013. ;
- (f) "Bank Account" means one or more accounts opened, maintained and operated by the Portfolio Manager with any of the Scheduled Commercial Banks in accordance with the agreement entered into with the Client.
- (g) "Board" means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the Securities and Exchange Board of India Act.
- (h) "Client" means the person who enters into an Agreement with the Portfolio Manager for managing its portfolio and/or funds.
- (i) "Custodian" means any person who carries on or proposed to carry on the business of providing custodial services in accordance with the regulations issued by SEBI from time to time.
- (j) "Depository Account" means one or more account or accounts opened, maintained and operated by the Portfolio Manager with any depository participant registered under the SEBI (Depositories and Participants) Regulations, 1996 in accordance with the agreement entered with the Client.
- (k) "Discretionary Portfolio Management Services" means the portfolio management services rendered to the Client by the Portfolio Manager on the terms and conditions contained in the agreement, where under the Portfolio Manager exercises any degree of discretion in the investments or management of assets of the Client.
- (l) "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 investments or management of the portfolio of securities or the funds of the Client, as the case may be.
- (m) "Document" means this Disclosure Document.

- (n) "Financial Year" means the year starting from April 1 and ending on March 31 of the following year.
- (o) "Funds" means the monies managed by the Portfolio Manager on behalf of the Client pursuant to Portfolio Investment Management Agreement and includes the monies mentioned in the Application, any further monies placed by the Client with the portfolio Manager for being managed pursuant to Portfolio Investment Management Agreement, the proceeds of the sale or other realization of the Portfolio and interest, dividend or other monies arising from the Assets, so long as the same is managed by the Portfolio Manager.
- (p) Non-discretionary portfolio management services mean a services rendered to the client by the portfolio manager in accordance with the direction of the client with respect to investments or management of assets of the client.
- (q) "Parties" means the Portfolio Manager and the Client; and "Party" shall be construed accordingly.
- (r) "Person" includes any individual, partners in partnership, central or state government, company, body corporate, cooperative society, corporation, trust, society, Hindu Undivided Family or any other body of persons, whether incorporated or not.
- (s) "Portfolio" means the Securities managed by the Portfolio Manager on behalf of the Client pursuant to the Portfolio Investment Management Agreement and includes any Securities mentioned in the Application, any further Securities placed by the Client with the Portfolio Manager for being managed pursuant to the Portfolio Investment Management Agreement, Securities acquired by the Portfolio Manager through investment of Funds and bonus and rights shares or otherwise in respect of Securities forming part of the Portfolio, so long as the same is managed by the Portfolio Manager.
- (t) "Portfolio Manager" shall have the same meaning as given in regulation 2(cb) of the SEBI (Portfolio Managers) Regulations, 1993 as amended from time to time.
- (u) "Principal Officer" means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager.
- (v) "Regulations" means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as may be amended from time to time.
- (w) "Scheduled Commercial Bank" means any bank included in the second Schedule to the Reserve Bank of India Act, 1934 (2 of 1934).
- (x) "SEBI" means the Securities and Exchange Board of India established under sub-section (1) of Section 3 of the SEBI Act.
- (y) "Securities" includes: "Securities" as defined under the Securities Contracts (Regulation) Act, 1956 as amended from time to time and includes:
- I. Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
 - II. Derivative;
 - III. Units or any other instrument issued by any collective investment scheme to the investors in such schemes;
 - IV. Security receipt as defined in clause (zg) of section 2 of the Securitisation

and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002;

- V. Units or any other such instrument issued to the investors under any mutual fund scheme;
- VI. Government securities;
- VII. Such other instruments as may be declared by the Central Government to be securities;
- VIII. Rights or interest in securities;
- IX. Exchange Traded Funds; and
- X. Liquid Fund.

Words and expression used in this disclosure document and not expressly defined shall be interpreted according to their general meaning and usage. The definitions are not exhaustive. They have been included only for the purpose of clarity and shall in addition be interpreted according to their general meaning and usage and shall also carry meanings assigned to them in regulations governing Portfolio Management Services.

3) Description:

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

Mehta Equities Limited (MEL) is a registered Stock Broker since-1994 and it is promoted by Mr. Rakesh Mehta, a Chartered Accountant by profession. MEL is providing stock broking services to its clients. MEL has 56700 client base and more than 150 franchisees on across the India. MEL is Mumbai based Company and it is providing services to its clients since more than two decades. Earlier, MEL was registered in SEBI as PMS (INP000001736) on 1st June, 2006 but due to market downfall in 2008 and constrains of business, we did not renew the license looking at the market scenario at that point of time. Now, MEL is applying for a fresh membership to address this demand.

MEL is also registered with SEBI as Research Analyst/DP and providing the respective services thereunder.

ii) Promoters of the Portfolio Manager and their background:

Mehta Equities Limited is established in 1994. It is among India's most reputed capital market intermediaries and financial service providers, known for its remarkable ability to nurture rewarding relationships with its clients by providing them personalized, value-enhancing services. Its services include Equity Brokerage in Cash, Derivatives & Currency Markets, Depository and Distribution of Financial Products. It has an impressive geographical presence and reach, with over 80 locations spanning across the length and breadth of the country

Directors and their background

a) Mr. Rakesh Mehta

Mr. Rakesh Mehta is a promoter/director of Mehta Equities Limited. He is a fellow member of ICAI. He has experience of more than two decades in Capital Market. He is heading overall the company and he is also heading sales particularly ACQUISITION OF HNI, FII, OCB AND CORPORATE CLIENTS.

b) Mr. Prashant Bhansali

Mr. Prashant Bhansali is a director of Mehta Equities Limited. He is a qualified Chartered Accountant and having more than two decades experience of Corporate Finance and Wealth Management. He leads the team which advises corporate(s) on fund raising, M&A and restructuring.

c) Mr. Ghanshyam Dadhich

Mr. Ghanshyam Dadhich is a director of Mehta Equities Limited. He is a commerce graduate and he has experience of more than 22 years in Capital Market. He is heading Settlement Department and Admin Department of the Company.

Key Management Personnel (Portfolio Management Services)

Rajat Rakesh Mehta: Principal Officer

Samridh Poddar: Fund Manager

iii) Group company information (i.e. information related to top 10 Group Companies / firms of the Portfolio Manager on turnover basis) (as per the audited financial statements for the year ended March 2014):

1. Mehta Commodities Private Limited
2. Dowell Fiscal Services Private Limited
3. Mehta Financial Services Limited
4. Mehta Finstock Private Limited
5. Mehta Capital Management Private Limited

iv) Details of the services being offered

The Portfolio Manager broadly offers services under the following categories:

a) Discretionary Services

Under these services, the discretion pertaining to investment/disinvestments decisions on an on-going basis rest solely with the Portfolio Manager. The Portfolio Manager shall have the sole and absolute discretion to invest in respect of the Client's account in any type of security as per the Client agreement and make such changes in the investments and invest some or all of the Client's account in such manner and in such markets as it deems fit. The securities invested / disinvested by the Portfolio Manager for Clients in the same Offering/Option may differ from one Client to another Client. The Portfolio Managers' decision taken in good faith towards deployment of the Clients' account is absolute and final and can never be called in question or be open to review at any time during the currency of the Client agreement or any time thereafter except on the ground of malafide, intent, fraud, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the Regulations. Periodical statements in respect of Client's Portfolio shall be made available to the respective Clients. Investment objective may vary from client to client.

Depending on the individual client requirements, the portfolio can also be tailor made based

on the client specification. We have launched investment strategies; such as “Deep Value” the details of which are attached.

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

No penalties / directions have been issued by the SEBI under the SEBI Act or Regulations made there under relating to Portfolio Management Services. There are no pending material litigations or legal proceedings, findings of inspections or investigations for which action has been taken or initiated by any regulatory authority against the Portfolio Manager or its Directors, principal officers or employees or any person directly or indirectly connected with the Portfolio Manager under the SEBI Act and Regulations made there under relating to Portfolio Management Services.

1	All cases of penalties imposed by the Board or the directions issued by the Board under the Act or Regulations made there under relating to Portfolio Management Services.	N.A
2	The nature of the penalty/direction.	N.A
3	Penalties imposed for any economic offence and/or for violation of any securities laws relating to Portfolio Management Services.	N.A
4	Any pending material litigation/legal proceedings against the Portfolio Manager/key personnel with separate disclosure regarding pending criminal cases, if any.	N.A
5	Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency in relation to Portfolio Management Services for which action may have been taken or initiated.	N.A
6	Any enquiry/adjudication proceedings initiated by the Board against the Portfolio Manager or its directors, principal officer or employee or any person directly or indirectly connected with the Portfolio Manager or its directors, principal officer or employee, under the Act or Regulations made there under relating to Portfolio Management services.	N.A

5) Services Offered:

The Portfolio Manager intends to manage the Assets of the Client using the following strategy:

a) Mehta Multifocus Strategy

Fund Manager: Mr. Samridh Poddar

The Strategy aims to generate superior returns over long term period by investing in quality companies with good management. There will be concentrated portfolio with market focus of 500 crore and above. More than 50% portfolio for 3 to years in deep value strategy and remaining portfolio for 1 ½ years to 2 years, it will be focused to generate above market returns net of taxes.

NOTE:

- Investment under Portfolio Management Services will be only as per the SEBI Regulations on PMS
- The un-invested amounts forming part of the Client's Assets may be at the discretion of the Portfolio Manager be held in cash or deployed in Liquid fund schemes, Exchange Traded Index Funds, debt oriented schemes of Mutual funds, Gilt schemes, Bank deposits and other short term avenues for Investment.
- The Portfolio Manager, with the consent of the Client, may lend the securities through an Approved Intermediary, for interest.
- The Portfolio Manager will not invest any of the funds of the Client in the shares, mutual funds, debt, deposits and other financial instruments of group companies of the Portfolio Manager.

6) Risk Factors :

The investments made in securities are subject to market risk and there is no assurance or guarantee that the objectives of investments will be achieved. Following are the risk factors as perceived by management:

- Investment in equities, derivatives and mutual funds and Exchange Traded Index Funds are subject to market risks and there is no assurance or guarantee that the objective of investments will be achieved.
- As with any investment in securities, the Net Asset Value of the portfolio can go up or down depending upon the factors and forces affecting the capital markets.
- The performance of the portfolio may be affected by changes in Government policies, general levels of interest rates and risks associated with trading volumes, liquidity and settlement systems in equity and debt markets.
- The past performance of the Portfolio Manager does not indicate its future performance. Investors are not being offered any guaranteed returns.
- The performance of the Assets of the Client may be adversely affected by the performance of individual securities, changes in the market place and industry specific and macro-economic factors. The investment strategies are given different names for convenience purpose and the names of the Strategies do not in any manner indicate their prospects or returns.
- Investments in debt instruments and other fixed income securities are subject to default risk, liquidity risk and interest rate risk. Interest rate risk results from changes in demand and supply for money and other macroeconomic factors and creates price changes in the value of the debt instruments. Consequently, the Net Asset Value of the portfolio may be subject to fluctuation.

- Investments in debt instruments are subject to reinvestment risks as interest rates prevailing on interest amount or maturity due dates may differ from the original coupon of the bond, which might result in the proceeds being invested at a lower rate.
- Engaging in securities lending is subject to risks related to fluctuations in collateral value/settlement/liquidity/ counter party.
- The Portfolio Manager may use derivatives instruments like index futures, stock futures and options contracts, warrants, convertible securities, swap agreements or any other derivative instruments for the purpose of hedging and portfolio balancing, as permitted under the Regulations and guidelines. Usage of derivatives will expose the Portfolio to certain risks inherent to such derivatives. As and when the Portfolio Manager deals in the derivatives market on behalf of the Client, there are risk factors and issues concerning the use of derivatives that investors should understand.
- Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price or interest rate movements correctly. There is the possibility that a loss may be sustained by the portfolio as a result of the failure of another party (usually referred to as the "counter party") to comply with the terms of the derivatives contract. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.
- There are inherent risks arising out of investment objectives, investment strategy, asset allocation and non-diversification of portfolio.
- The Net Asset Value may be affected by changes in settlement periods and transfer procedures.

7) (i) Client representation:

S.No.	Category of Clients	Total no. of Clients	Funds Managed (Rs. Crores)	Discretionary/Non - Discretionary (If available)
1	Associates/Group companies (Last 3	NIL	NIL	-
2	Others (Last 3 Years)			
2.1	2014-15	NIL	NIL	
2.2	2015-16	NIL	NIL	
2.3	2016-17	NIL	NIL	

ii) Transactions with related parties are as under: No related party transaction in violation with section 177 and 188 of the Companies Act, 2013,

“Funds Managed” indicates market value of Assets Under Management (AUM).

The above figures are given in compliance with amendment to the SEBI (Portfolio Managers) Regulations, 1993.

8) We, Mehta Equities Limited are also providing services of Stock Broking/Depository Participant/Research Analyst to our client. We will maintain Chinese wall between PMS services and other services. We will also assist the PMS with broking services if and when required maintaining all guidelines for related party transactions.

9) The Financial Performance of Portfolio Manager (Based on audited financial Statements):

No transaction done in last year. We are awaiting for our approval to proceed further.

10) Portfolio Management performance of the Portfolio Manager for the last 3 years and in case of discretionary Portfolio Manager disclosure of performance indicators calculated using weighted average method in terms of regulation 14 of the SEBI (Portfolio Managers) Regulation 1993

Strategy Wise Report (in				
Strategy Name	Benchmark Index	Inception date	# Since Inception to 31.05.2015	
			Portfolio	Benchmark
Mehta Multifocus Strategy		Proposed	NIL	NIL

11) Nature of Expenses:

I. Investment Management & Advisory Fees:

Management and Advisory fees charged may be a fixed fee or a return based fee or a combination of both as detailed in the Schedule to the Portfolio Management Services agreement. The Fees may be charged upfront and/or at the end of a specified tenure as agreed between the Client and the Portfolio Manager.

II. Custodian Fees:

As may be decided between the Client and the Portfolio Manager

III. Registrar & Transfer Agent Fees: NIL

IV. Brokerage & Transaction Cost:

The investments under Portfolio Management would be done through registered members of the Stock Exchange(s) who charge brokerage up to a maximum of 2.5% of contract value. In addition to the brokerage, transaction cost like network charges, turnover charges, stamp duty, transaction costs, turnover tax, Securities transaction tax or any other tax levied by statutory authority (ies), foreign transaction charges (if any) and other charges on the purchase and sale of shares, stocks, bonds, debt, deposits, other financial instruments would also be levied by the broker (including Mehta Equities Ltd.) Entry or exit loads (if any) on units of Mutual Funds will also be charged from Clients.

V. GST:

As applicable from time to time.

VI. Depository Charges:

As may be applicable from time to time.

VII. Entry Load /Exit Load

As may be mutually agreed to between the Client and the Portfolio Manager

VIII. Certification and professional charges:

Charges payable for out sourced professional services like accounting, auditing, taxation and legal services etc. for documentation, notarisations, certifications, attestations required by bankers or regulatory authorities including legal fees etc.

IX. Incidental expenses:

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

12) Taxation

Client shall contact to his/her/its tax consultant for taxation purpose.

13) Accounting Policies:

We will outsource all the accounting related activity to Kotak Mahindra Bank Limited who will also be appointed as custodian for PMS related services. The following Accounting policy will be applied for the investments of Clients:

- a) Investments in Equities, Mutual funds, Exchange Traded Funds and Debt instruments will be valued at closing market prices of the exchanges (BSE or NSE as the case may be) or the Repurchase Net Asset Value declared for the relevant scheme on the date of the report or any cutoff date or the market value of the debt instrument at the cutoff date. Alternatively, the last available prices on the exchange or the most recent NAV will be reckoned. In case of structured products, the portfolio will be valued at the face value of the product until the expiry of the tenure.
- b) Realized gains/ losses will be calculated by applying the first in / first out principle. The Portfolio Manager and the Client can adopt any specific norms or methodology for valuation of investments or accounting the same as may be mutually agreed between them on a case specific basis.
- c) For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- d) Unrealized gains/losses are the differences in between the current market values/NAV and the historical cost of the securities.
- e) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, Mutual Fund dividend shall be accounted on receipt basis. Other income like bank interest, interest on FD etc shall also be accounted on receipt basis.
- f) 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.
- g) Right entitlement shall be recognized only when the original shares on which the right entitlement accrues are traded on the stock exchange on an ex-rights basis.
- h) The cost of investment acquired or purchased shall include brokerage, stamp duty and any charge customarily included in the brokers cost note/bought note.

The Accounting Policies and Standards as outlined above are subject to changes made from time to time by Portfolio Manager. However, such changes would be in conformity

with the Regulations.

14) Investor Services:

I. Details of investor relation officer who shall attend to the investor queries and complaints is mentioned herein below:

Name of the person	Mr. Rajat Mehta
Designation	Principal Officer
Address	903, Lodha Supremus, Dr. E. Moses Road, Worli Naka, Mumbai-400018
Email	info@mehtagroup.in
Telephone	+91-22-61507100

II. Grievance redressal and dispute settlement mechanism:

Grievances, if any, that may arise pursuant to the Portfolio Investment Management Agreement entered into shall as far as possible be redressed through the administrative mechanism by the Portfolio Manager and are subject to SEBI (Portfolio Managers) Regulations 1993 and any amendments made thereto from time to time. However, all the legal actions and proceedings are subject to the jurisdiction of court in Mumbai only and are governed by Indian laws.

For grievances point of contact will be info@mehtagroup.in

The Portfolio Manager will endeavour to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, in a reasonable manner and time. If the Investor remains dissatisfied with the remedies offered or the stand taken by the Portfolio Manager, the client can file its grievance in SEBI by login on <https://www.scores.gov.in/scores/Welcome.html> and uploading the details its grievance therein. 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 shall be settled through Arbitration process as described in the Portfolio Investment Management Agreement or any Supplemental Agreement thereto.

For Mehta Equities Limited

Sd/- Sd/-
Director Director
Place: Mumbai
Date: 09-05-2018

- ***Please note that as & when the PMS scheme is registered with SEBI & the scheme name is approved, we will upload the set model disclosure documents on our website www.mehtagroup.in.***