

Investor Charter in Respect of Portfolio Management Services of Vivriti Asset Management Private Limited

A. Vision and Mission Statement:

Vision

To provide co-investment portfolio management services on professional and ethical lines and maintain high standards of governance and transparency.

Mission

To ensure that the co-investment portfolio management service industry provides a viable investment avenue for wealth creation by adopting high levels of skill, integrity, transparency and accountability.

B. Details of business transacted by the organization with respect to the investors:

- appropriate risk profiling of investors
- To provide disclosure documents to investors.
- To execute client agreement with the investors in order to provide co-investment portfolio management services.
- To offer co-investment portfolio management services to the investors of category II alternative investment fund(s) in investee companies where such category II alternative investment fund(s) make investment as per applicable law.

C. Details of services provided to investors:

1. Co-investment portfolio management services

1.1. The co-investment portfolio manager, being an investment manager of category II alternative investment fund(s), shall provide services only to the investors of such category II alternative investment fund(s) and make investment only in unlisted securities of investee companies where such category II alternative investment fund(s) make investments. The co-investment portfolio manager may also provide services to investors from any other category II alternative investment fund(s) which are managed by them and are also sponsored by the same sponsor(s). The co-investment portfolio manager shall provide co-investment portfolio management services in accordance with the guidelines and directives issued by the regulatory authorities and the clients from time to time.

2. On-boarding of investors.

2.1. Completing KYC of investors and registration of KYC with KRAs.

2.2. Executing of client agreement for providing of co-investment portfolio management services.

2.3. opening demat account and funding of the same from the investor's verified bank account and/or transfer of securities from verified demat account of the investor and

mapping the said demat account with the custodian.

3. Ongoing activities

- 3.1. To provide periodic statements to investors as provided under the SEBI (Portfolio Managers) Regulations 2020 and other SEBI notifications and circulars issued thereunder (“PMS Regulations”).
- 3.2. To annually audit the portfolio accounts of the co-investment portfolio manager by an independent chartered accountant and a copy of the certificate issued by the chartered accountant shall be given to the client(s) in accordance with PMS Regulations

4. Fees and Expenses

- 4.1. Charging and disclosure of appropriate fees and expenses in accordance with the client agreement(s) and the PMS Regulations

5. Closure and Termination

- 5.1. Upon termination of the client agreement by either party, the securities and the funds lying in the account of the investor shall be transferred to the verified bank account/ demat account, of the investor.

6. Grievance redressal

- 6.1. Redressal of investor complaints received directly from investors and/ or from SEBI / SCORES in a time bound manner and on an ongoing basis.

D. Timelines of the activity/services provided to investors:

Sr. No.	Description of activity/services provided by Co-Portfolio Management Service Provider to its investors	Timeline for completion of activity
1.	Opening of co-investment portfolio management services account for residents.	7 days from receipt of all requisite documents from the client, subject to review of the documents for accuracy and completeness by co-investment portfolio manager and allied third party service providers as may be applicable.
2.	Opening of co-investment portfolio management services account for non-individual clients.	14 days from receipt of all requisite documents from the client, subject to review of the documents for accuracy and completeness by co-investment portfolio manager and allied third party service providers as may be applicable.
3.	Opening of co-investment portfolio management services account for non-resident	14 days from receipt of all requisite documents from the client, subject

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	clients.	to review of the documents for accuracy and completeness by co-investment portfolio manager and allied third party service providers as may be applicable.
4.	Registration of nominee in co-investment portfolio management services account and demat account	Registration of nominee should happen along with account opening, therefore turnaround time should be same as account opening turnaround time
5.	Modification of nominee in the account and demat account.	10 days from receipt of requisite nominee modification form, subject to review of the documents for accuracy and completeness by portfolio manager and allied third party service providers as may be applicable.
6.	Uploading of co-investment portfolio management service client(s) account in KRA and CKYC database.	10 days from date of account opening.
7.	If co-investment portfolio manager is registered with SEBI, details of SEBI registration number.	At the time of client signing the agreement; this information should be a part of the account opening form and disclosure document
8.	Disclosure about latest net-worth of co-investment portfolio service provider and total asset under management of the co-investment portfolio service provider	Disclosure of co-investment portfolio service provider's total asset under management - monthly to SEBI Disclosure of latest net-worth should be done in the disclosure document whenever there are any material changes.
9.	Intimation of type of portfolio management services account – co-investment portfolio management services - discretionary	At the time of client signing the agreement; this information should be a part of the account opening form
10.	Intimation of type of portfolio management services account – co-investment portfolio	At the time of client signing the agreement; this information

Sr. No.	Description of activity/services provided by Co-Portfolio Management Service Provider to its investors	Timeline for completion of activity
	management services – non-discretionary	should be a part of the account opening form
11.	Intimation to client what discretionary account entails and powers that can be exercised by co-investment portfolio management services provider.	At the time of client signing the agreement; this information should be a part of the account opening form
12.	Intimation to client what non-discretionary account entails and powers that can be exercised by co-investment portfolio management services provider	At the time of client signing the agreement; this information should be a part of the account opening form
13.	Copy of executed co-investment portfolio management services agreement sent to client.	Within 3 days of client request.
14.	Frequency of disclosures of available eligible funds	All details regarding client portfolios should be shared quarterly (point 26)
15.	Issuance of funds and securities balance statements held by client	This data should be shared on a quarterly basis or upon client request
16.	Intimation of name and demat account number of custodian for the client account	Within 3 days of client' account and demat account opening.
17.	Conditions of termination of contract	At the time of client signing the agreement; this information should be a part of the account opening form.
18.	Intimation regarding co-investment portfolio management services fees and modes of payment or frequency of deduction.	At the time of client signing the agreement; this information should be a part of the account opening form.
19.	Copy of power of attorney, if any, taken from the client	Within 3 days of client request
20.	Intimation to the client about all transactions the portfolio management service provider can do under the power of attorney	At the time of client signing the agreement; this information should be a part of the account opening form.
21.	Frequency of providing audited portfolio accounts reports to clients.	Annual
22.	Explanation of risks involved in investment	At the time of client signing the agreement; this information should be a part of the account

Sr. No.	Description of activity/services provided by Co-Portfolio Management Service Provider to its investors	Timeline for completion of activity
		opening form.
23.	Intimation of tenure of portfolio investments.	Indicative tenure should be disclosed at the time of client signing the agreement; this information should be a part of the account opening form.
24.	Intimation clearly providing restrictions imposed by the investor on co-investment portfolio manager.	At the time of client signing the agreement; this information should be a part of the account opening form.
25.	Intimation regarding settling of client funds and securities.	Settlement of funds and securities is done by the custodian. The details of investor's funds and securities should be sent to the investor in the prescribed format no later than on a quarterly basis.
26.	Frequency of intimation of transactions undertaken in portfolio account.	Not later than on a quarterly basis or upon clients' request.
27.	Intimation regarding conflict of interest in any transaction.	The co-investment portfolio management service provider should provide details of related party transactions and conflict of interest in the Disclosure Document.
28.	Timeline for providing disclosure document to investor.	The latest disclosure document should be provided to investors prior to account opening.
29.	Intimation to investor about details of bank accounts where investor's funds are kept	Within 3 days of account opening
30.	Redressal of investor grievances.	Within 30 days, subject to all the information required to redress the complaint is provided by the complainant to the co-investment portfolio manager.

E. Details of grievance redressal mechanism and how to access it.

1. The co-investment portfolio management services provider are required to redress all investor complaints in timely manner.

2. Investors can also approach SEBI for redressal of their complaints through SEBI SCORES platform.
3. The details such as the name, address and telephone number of the investor relations officer of the co-investment portfolio management services provider who attends to the investor queries and complaint are required to be provided in the Disclosure Document.
4. The grievance redressal and dispute mechanism are required to be mentioned in the Disclosure Document.
5. Investors can approach SEBI for redressal of their complaints. On receipt of complaints, SEBI takes up the matter with the concerned co-investment portfolio management services provider and follows up with them.
6. Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

F. Responsibilities of investors

1. Responsibility to inform and educate yourself

- 1.1. Check registration status of the intermediary from SEBI website before availing services.
- 1.2. Thorough study of the Disclosure Documents of the co-investment portfolio management services provider to accurately understand the risks entailed by the said investment under the co-investment portfolio management services.
- 1.3. Accurate and sincere answers given to the questions asked in the 'Risk Questionnaire' shall help the co-investment portfolio management services provider properly assess the risk profile of the investor.
- 1.4. Thorough study of the quarterly statements sent by the co-investment portfolio management services provider to the investor.

2. Responsibility to timely update your KYC and information with the Intermediary

- 2.1. Submission of KYC documents and application form in a timely manner with signatures in appropriate places and with requisite supporting documents.
- 2.2. Timely updation of KYC information.
- 2.3. To update the co-portfolio management services provider in case of any change in the KYC documents and personal details and to provide the updated KYC along with the required proof.

3. Responsibility to abide by the contribution agreement.

- 3.1. The investor needs to read carefully and understand the agreement that he/she is entering into with the co-portfolio management services provider and abide by the terms thereof.
- 3.2. The investor should be aware that investment terms are not guarantee of future performance or returns of the investment.

4. Responsibility to use right financial intermediaries, consultants and advisors.

- 4.1. Carefully consider validity and reliability of investment information obtained from all sources, especially unsolicited information obtained over the Internet.

5. Responsibility to maintain confidentiality of information.

- 5.1. Investors shall not disclose any material non-public information that is received by virtue of being investors, except as may be guided by the terms of the agreement with the co-portfolio management service provider.