

**STATEMENT OF ADDITIONAL INFORMATION (SAI)**

This Statement of Additional Information (SAI) contains details of Old Bridge Mutual Fund, its constitution, and certain tax, legal and general information. It is incorporated by reference and is legally a part of the Scheme Information Document (SID).

This SAI is dated January 30, 2024

Name of Mutual Fund	Old Bridge Mutual Fund Registration code: MF/081/23/07
Name of Asset Management Company / Investment Manager	Old Bridge Asset Management Private Limited CIN: U67120MH2022PTC394844
Name of Trustee Company	Old Bridge Mutual Fund Trustee Private Limited CIN: U65999MH2022PTC395188

Addresses, Website of the Entities:

Old Bridge Mutual Fund	1705, ONE BKC, C – Wing, G - Block Bandra Kurla Complex, Bandra – East, Mumbai – 400 051 Website: <a href="http://www.oldbridgemf.com">www.oldbridgemf.com</a> Email: <a href="mailto:services@oldbridgemf.com">services@oldbridgemf.com</a> (R&TA's) Toll Free No.: 18003094034 Fax No.: 022 6945 9941
Old Bridge Asset Management Private Limited	
Old Bridge Mutual Fund Trustee Private Limited	

LIST OF ADDENDA TO STATEMENT OF ADDITIONAL INFORMATION (SAI)

Addendum No.	Date of Addendum	Particulars
01/2024	January 23, 2024	Change in Personnel
02/2024	January 23, 2024	Research Services

**ADDENDUM NO.01/2024**  
**Change in Personnel**

NOTICE IS HEREBY GIVEN THAT, Gauri Anand, has been appointed as Vice President - Investment Research for Old Bridge Asset Management Private Limited with effect from Tuesday, January 23, 2024.

Following details pertaining to Gauri shall stand to be included in Section I, D: Asset Management Company - Equity Research Team.

Name/Designation	Qualification/Age	Brief Experience
Gauri Anand (Vice President - Investment Research)	B.com, MBA (Finance), Age: 44	Gauri has an overall experience of 20 years in the capital markets. Prior to joining Old Bridge Asset Management Private Limited, Gauri was associated with Old Bridge Capital Management Private Limited as Head- Research. She has also worked with Nurture Capital Advisory Private Limited as Head Investments

Saaksha Mantoo, Investment Analyst shall cease to be the part of Equity Research Team of Old Bridge Asset Management Private Limited with effect from closing business hours of Monday, January 22, 2024.

In view of the above, relevant changes will be carried out in SAI.

All other features and terms and conditions of SAI shall remain unchanged.

This notice-cum-addendum forms an integral part of SAI read with the addenda issued thereunder.

***This Addendum is dated January 23, 2024***

## ADDENDUM NO.02/2024

### **Research Services**

NOTICE IS HEREBY GIVEN THAT, Old Bridge Asset Management Private Limited (the “AMC” ) will provide services in research and analysis to Old Bridge Capital Management Private Limited (Sponsor of Old Bridge Mutual Fund), which shall be non-binding and non-discretionary in nature and not in conflict of interest with the activities of the Old Bridge Mutual Fund the “Fund” .

In view of above, the following disclosure shall be added, under sub-section “D. The Asset Management Company (AMC)” of section “I. INFORMATION ABOUT SPONSOR, AMC AND TRUSTEE COMPANY” , in the SAI of the Fund and under sub-section “C. SPECIAL CONSIDERATIONS” of section “I. INTRODUCTION” in the SID of the Fund:

Old Bridge Asset Management Private Limited will provide services in research and analysis to Old Bridge Capital Management Private Limited (Sponsor of Old Bridge Mutual Fund) on commercial basis, which shall be non-binding and non-discretionary in nature and not in conflict of interest with the activities of the Fund.

While, undertaking the said Business Activity, the AMC shall ensure that (a) there is no conflict of interest with the activities of the Fund (b) there exists a system to prohibit access to insider information as envisaged under SEBI (Mutual Funds) Regulations 1996, and (c) Interest of the Unit holder(s) of the Schemes of the Fund are protected at all times.

In view of the above, relevant changes shall be carried out in SID and SAI.

All other features and terms and conditions of SID and SAI shall remain unchanged.

This addendum shall form an integral part of the SID and SAI, as applicable, of the Fund as amended from time to time.

***This Addendum is dated January 23, 2024.***

## TABLE OF CONTENTS

CONTENTS	PAGE NO.
<b>SECTION I – INFORMATION ABOUT SPONSOR, AMC AND TRUSTEE COMPANY</b>	3
A. CONSTITUTION OF THE MUTUAL FUND	3
B. SPONSOR	3
C. TRUSTEE	3
D. ASSET MANAGEMENT COMPANY	8
E. SERVICE PROVIDERS	14
F. CONDENSED FINANCIAL INFORMATION	15
<b>SECTION II – HOW TO APPLY</b>	15
<b>SECTION III – RIGHTS OF UNITHOLDERS OF THE SCHEME</b>	31
<b>SECTION IV - INVESTMENT VALUATION NORMS FOR SECURITIES AND OTHER ASSETS</b>	33
<b>SECTION V - TAX, LEGAL &amp; GENERAL INFORMATION</b>	55
A. INCOME-TAX BENEFITS TO THE MUTUAL FUND	55
B. INCOME-TAX BENEFITS TO THE UNIT HOLDERS	56
C. LEGAL INFORMATION	66
D. GENERAL INFORMATION	76

### Interpretation

For all purposes of the SAI, except as otherwise expressly provided or unless the context otherwise requires:

- all references to the masculine shall include the feminine and all references, to the singular shall include the plural and vice-versa.
- all references to "dollars" or "\$" refer to United States Dollar`s and "Rs" refer to Indian Rupees. A "crore" means "ten million" and a "lakh" means a "hundred thousand".
- all references to timings relate to Indian Standard Time (IST).
- references to a day are to a calendar day including non-Business Day.

Please note that words, expressions and abbreviations used in the SAI but not defined will have the same meaning as assigned to them in the SID of the respective Schemes of Old Bridge Mutual Fund.

## I. INFORMATION ABOUT SPONSOR, TRUSTEE COMPANY AND ASSET MANAGEMENT COMPANY (AMC)

### A. Constitution of the Mutual Fund

Old Bridge Mutual Fund (the Fund) has been constituted as a trust in accordance with the provisions of the Indian Trusts Act, 1882, as per the terms of the trust deed dated February 21, 2023 and amended from time to time, with Old Bridge Capital Management Private Limited (OBCMPL) as the Sponsor / Settlor and Old Bridge Mutual Fund Trustee Private Limited, as the Trustee. The Trust Deed has been registered under the Indian Registration Act, 1908. The Mutual Fund has been registered with SEBI under registration code MF/081/23/07 on September 01, 2023.

The head office of the Mutual Fund is at 1705, ONE BKC, C – Wing, G – Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051.

### B. Sponsor

Old Bridge Mutual Fund is sponsored by OBCMPL. The Sponsor is the Settler of the Mutual Fund Trust. The Sponsor has entrusted a sum of Rs. 1,00,000/- (Rs. One Lakh only) to Old Bridge Mutual Fund Trustee Private Limited (‘the Trustee Company’) as the initial contribution towards the corpus of the Mutual Fund.

OBCMPL, the Sponsor, is a company registered under the Companies Act, 2013, and is also registered with SEBI as a Portfolio Manager vide registration number INP000005174 dated June 22, 2016. OBCMPL is also an Investment Manager and Sponsor to a SEBI registered Category III Alternative Investment Fund named ‘Old Bridge Capital AIF’ vide registration number IN/AIF3/17-18/0373 since September 29, 2017. OBCMPL is also SEC Registered Investment Advisor (RIA) since March 8, 2019.

For more information, log on to [www.oldbridgecapital.com](http://www.oldbridgecapital.com).

Financial Performance of the Sponsor (past three years):

Old Bridge Capital Management Private Limited

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Net worth	1,95,57,07,489	1,50,01,94,715	84,83,05,521
Total Income	97,91,60,839	1,22,35,12,747	87,18,74,610
Profit after tax	46,40,14,865	65,03,54,413	40,14,23,785
Assets under management* (in Crores)	6998.39	7374.32	6287.76

\*The Assets under management includes Discretionary and Advisory Services

### C. The Trustee

Old Bridge Mutual Fund Trustee Private Limited (the ‘trustee’), through its Board of Directors, shall discharge its obligations as Trustee of Old Bridge Mutual Fund. The Trustee ensures that the transactions entered into by the AMC are in accordance with the SEBI (Mutual Funds) Regulations, 1996 (‘MF Regulations’/ ‘Regulations’) and will also review the activities carried on by the AMC.

**Details of Trustee Directors:**

Name	Qualifications/Age	Brief Experience
John Arunkumar Diaz*	B.Sc., MBA Age: 71	John Arunkumar Diaz is a consultant, entrepreneur, mentor, and advisor to a Venture Capital company. He has also had some experience an entrepreneur in the healthcare sector with two ventures in the healthcare delivery space – a clinic and a hospital chain. He serves on the Boards of several private limited companies; both in his personal capacity and as a nominee.
Durga Prasad Duvvuri	M.Sc. (Mathematics) Age: 68	Durga Prasad Duvvuri is a consultant to the World Bank on Governance and Institutional Development issues. He has distinctive competence in the areas of Institution Building, Organization Design and Development, and human resource management systems. Further, he has competence in the area of financial engineering and has provided financial structuring advice to several firms including conducting negotiation with capital providers.
Hemang Bakshi	B. Com, CPA – USA & CS Age: 58	Hemang Bakshi has held senior positions like compliance officer, company secretary, head of legal and risk manager in various financial services organisations for over 25 years in various Mutual Funds. He has dealt with the Department of Company Affairs (current Ministry of Corporate Affairs), Registrar of Companies, Controller of Capital Issues, Indian stock exchanges (including regional ones), Securities and Exchange Board of India and Reserve Bank of India.
Krishnakumar Narayanan Trichur	B. Com, ACA – UK & ACA Age: 57	Krishnakumar Narayanan Trichur has over 30 years of experience across the banking industry and the Big 4 Audit Firms – across India, and UAE, and the UK, This has enabled domain expertise in the financial services space and building multiple capabilities with various banking services for HSBC, Standard Chartered Bank, and the National Bank of Abu Dhabi.
Anantha Subrahmanya Dhananjaya <sup>#</sup>	B.Tech, PGDM Age: 61	Anantha Subrahmanya Dhananjaya has over 35 years of experience in the BFSI segment, across two multinational banks (Bank of America and ABN Amro Bank) and a domestic financial conglomerate. My last assignment was Chief Compliance and Risk Officer at Aditya Birla Capital Ltd., an RBI registered NBFC-CIC (Core Investment Company), with responsibility for the Risk and Compliance function across all subsidiaries, which included

		an NBFC, an Asset Management Company, a Life Insurance Company, a Health Insurance Company, a Broking company, etc.
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\*Associate Director

# Appointed with effect from December 7, 2023

**Rights, Obligations, Responsibilities and Duties of the Trustee under the Trust Deed and the SEBI (MF) Regulations:**

Pursuant to the Trust Deed dated February 21, 2023, constituting the Mutual Fund, and in terms of the SEBI (MF) Regulations, the rights, obligations, responsibilities and duties of the Trustee are as under:

1. The trustees and the asset management company shall with the prior approval of SEBI enter into an investment management agreement.
2. The investment management agreement shall contain such clauses as are mentioned in the Fourth Schedule and such other clauses as are necessary for the purpose of making investments.
3. The trustees shall have a right to obtain from the asset management company such information as is considered necessary by the trustees.
4. The trustees shall ensure before the launch of any scheme that the asset management company has:
  - a. systems in place for its back office, dealing room and accounting;
  - b. appointed all key personnel including fund manager(s) for the scheme(s) and submitted their bio- data which shall contain the educational qualifications, past experience in the securities market with the trustees, within 15 days of their appointment;
  - c. appointed auditors to audit its accounts;
  - d. appointed a compliance officer who shall be responsible for monitoring the compliance of the Act, rules and regulations, notifications, guidelines, instructions, etc., issued by SEBI or the Central Government and for redressal of investors grievances;
  - e. appointed registrars and laid down parameters for their supervision;
  - f. prepared a compliance manual and designed internal control mechanisms including internal audit systems;
  - g. specified norms for empanelment of brokers and marketing agents;
  - h. obtained, wherever required under SEBI (Mutual Funds) Regulations, 1996, prior in principle approval from the recognised stock exchange(s) where units are proposed to be listed.
5. The trustees shall approve the policy for empanelment of brokers by the asset management company and shall ensure that an asset management company has been diligent in empanelling the brokers, in monitoring securities transactions with brokers and avoiding undue concentration of business with any broker.
6. The trustees shall ensure that the asset management company has not given any undue or unfair advantage to any associates or dealt with any of the associates of the asset management company in any manner detrimental to interest of the unit holders.
7. The trustees shall ensure that the transactions entered into by the asset management company are in accordance with the Regulations and the scheme.
8. The trustees shall ensure that the asset management company has been managing the mutual fund schemes independently of other activities and have taken adequate steps to ensure that the interest of investors of one scheme are not being compromised with those of any other scheme or of other activities of the asset management company.
9. The trustees shall ensure that all the activities of the asset management company are in accordance with the provisions of the Regulations.
10. Where the trustees have reason to believe that the conduct of business of the mutual fund is not in accordance with SEBI (Mutual Funds) Regulations, 1996 and the scheme they shall forthwith take

such remedial steps as are necessary by them and shall immediately inform the Board of the violation and the action taken by them.

11. Each trustee shall file the details of his transactions of dealing in securities with the Mutual Fund on a quarterly basis. The same shall be filed by the trustees within one month from the end of respective quarters (March, June, September and December).
12. The trustees shall be accountable for and be the custodian of, the funds and property of the respective schemes and shall hold the same in trust for the benefit of the unit holders in accordance with the Regulations and the provisions of trust deed.
13. The trustees shall take steps to ensure that the transactions of the mutual fund are in accordance with the provisions of the trust deed.
14. The trustees shall ensure that the income calculated by the asset management company under sub-regulation (25) of regulation 25 of SEBI (Mutual Funds) Regulations, 1996, i.e. calculation of any income due to be paid to the mutual fund and also of any income received in the mutual fund for the holders of the units of any scheme in accordance with the Regulations and the trust deed.
15. The trustees shall obtain the consent of the unit holders:
  - a. whenever required to do so by SEBI in the interest of the unit holders; or
  - b. whenever required to do so on the requisition made by three-fourths of the unit holders of any scheme; or
  - c. when the majority of the trustees decide to wind up a scheme in terms of clause (a) of sub regulation (2) of regulation 39 or prematurely redeem the units of a close ended scheme.
16. The trustees shall ensure that no change in the fundamental attributes of any scheme, the fees and expenses payable or any other change which would modify the scheme and effect the interest of the unit holder is carried out by the asset management company, unless it complies with sub-regulation (26) of regulation 25 of Regulations, shall be carried out unless,
  - i. An application has been made with SEBI and views/comments of SEBI are sought on the proposal for fundamental attribute changes;
  - ii. An addendum to the existing SID shall be issued and displayed on AMC website;
  - iii. written communication about the proposed change is sent to each unit holder and an advertisement is given in one English daily newspaper having nationwide circulation as well as in a newspaper published in the language of region where the Head Office of the mutual fund is situated;
  - iv. the unit holders are given an option to exit at the prevailing Net Asset Value without any exit load and
  - v. SID shall be revised and updated immediately after completion of duration of the exit option (not less than 30 days);
17. The trustees shall call for the details of transactions in securities by the key personnel of the asset management company in his own name or on behalf of the asset management company and shall report to the Board, as and when required.
18. The trustees shall quarterly review all transactions carried out between the mutual fund, asset management company and its associates.
19. The trustees shall on a quarterly basis review the networth of the asset management company to ensure compliance with the threshold provided in clause (f) of sub-regulation (1) of regulation 21 on a continuous basis.
20. The trustees shall periodically review all service contracts relating to custody arrangements and satisfy itself that such contracts are executed in the interest of the unit holders.
21. The trustees shall ensure that there is no conflict of interest between the manner of deployment of its networth by the asset management company and the interest of the unit holders.
22. The trustees shall periodically review the investor complaints received and the redressal of the same by the asset management company.
23. The trustees shall abide by the Code of Conduct as specified in the Fifth Schedule.
24. The trustees shall furnish to SEBI on a half-yearly basis,
  - a. report on the activities of the mutual fund;



- b. certificate stating that the trustees have satisfied themselves that there have been no instances of self-dealing or front running by any of the trustees, directors and key personnel of the asset management company;
  - c. a certificate to the effect that the asset management company has been managing the schemes independently of any other activities and in case any activities of the nature referred to in clause (b) of regulation 24 have been undertaken by the asset management company and has taken adequate steps to ensure that the interests of the unit holders are protected.
25. The independent trustees referred to in sub-regulation (5) of regulation 16 shall give their comments on the report received from the asset management company regarding the investments by the mutual fund in the securities of group companies of the sponsor.
26. No amendments to the Trust Deed shall be carried out without the prior approval of SEBI and Unit holders' approval/ consent will be obtained where it affects the interests of Unit holders as per the procedure / provisions laid down in the Regulations.
27. Notwithstanding anything contained in SEBI (MF) Regulations, the trustees shall not be held liable for acts done in good faith if they have exercised adequate due diligence honestly.
28. The independent directors of the trustees or asset management company shall pay specific attention to the following, as may be applicable, namely: —
- the Investment Management Agreement and the compensation paid under the agreement,
  - service contracts with associates, whether the asset management company has charged higher fees than outside contractors for the same services,
  - selections of the asset management company's independent directors,
  - securities transactions involving associates to the extent such transactions are permitted,
  - selecting and nominating individuals to fill independent directors' vacancies,
  - code of ethics must be designed to prevent fraudulent, deceptive or manipulative practices by insiders in connection with personal securities transactions,
  - the reasonableness of fees paid to sponsor, asset management company and any others for services provided,
  - principal underwriting contracts and their renewals,
  - any service contract with the associates of the asset management company

### **Specific and General due diligence**

#### ➤ **Specific due diligence:**

The Trustees shall:

- i. obtain internal audit reports at regular intervals from independent auditors appointed by the Trustees,
- ii. obtain compliance certificates at regular intervals from the asset management company,
- iii. hold meeting of trustees more frequently,
- iv. consider the reports of the independent auditor and compliance reports of asset management company at the meetings of trustees for appropriate action,
- v. maintain records of the decisions of the Trustees at their meetings and of the minutes of the meetings,
- vi. prescribe and adhere to a code of ethics by the Trustees, asset management company and its personnel,
- vii. communicate in writing to the asset management company of the deficiencies and checking on the rectification of deficiencies.

#### ➤ **General Due Diligence:**

- i. The Trustees shall be discerning in the appointment of the directors on the Board of the asset management company.

- ii. Trustees shall review the desirability or continuance of the asset management company if substantial irregularities are observed in any of the schemes and shall not allow the asset management company to float new schemes.
  - iii. The Trustee shall ensure that the trust property is properly protected, held and administered by proper persons and by a proper number of such persons.
  - iv. The Trustee shall ensure that all service providers are holding appropriate registrations from the Board or concerned regulatory authority.
  - v. The Trustees shall arrange for test checks of service contracts.
  - vi. Trustees shall immediately report to SEBI of any special developments in the mutual fund.
- The trustees shall also exercise due diligence on such matters as may be specified by the Board from time to time. In terms of the said Regulation 18 (25)(C), the Trustees shall exercise independent due diligence on certain "core responsibilities", which are specified as under:
- i. The Trustees shall ensure the fairness of the fees and expenses charged by the AMC.
  - ii. The Trustees shall review the performance of AMC in its schemes vis-à-vis performance of peers or the appropriate benchmarks.
  - iii. The Trustees shall ensure that the AMC have put in place adequate systems to prevent mis-selling to increase assets under their management and valuation of the AMC.
  - iv. The Trustees shall ensure that operations of AMCs are not unduly influenced by the AMCs Sponsor, its associates and other stakeholders of AMC.
  - v. The Trustees shall ensure that undue or unfair advantage is not given by AMC to any of their associates/group entities.
  - vi. The Trustees shall be responsible to address conflicts of interest, if any, between the shareholders/stakeholders/associates of the AMC and unitholders.
  - vii. The Trustees shall ensure that the AMC has put in place adequate systems to prevent misconduct including market abuse/misuse of information by the employees, AMC and connected entities of the AMC.

### **Supervisory Role of the Trustee:**

The supervisory role of Trustee will be discharged inter alia by reviewing the information and operations of the Mutual Fund based on the internal audit reports/compliance reports received on a periodical basis. The Compliance Officer has direct reporting line to the Board of Directors of the Trustee Company. The Board Meeting of the Trustee shall be held at least once in every two calendar months and at least six such meetings shall be held in every year or at such frequency as may be prescribed under the Regulations. The quorum for a Board meeting of the Trustee shall not be constituted unless such number of independent directors as may be prescribed under SEBI (MF) Regulations from time to time are present at the meeting.

Further the Audit Committee chaired by an independent director of the Trustee Company is responsible for:

- Review of the periodic financial statements of the Trustee and Mutual Fund including audit observations
- To review the internal audit systems and internal and statutory audit reports
- Recommending appointment of auditors

### **Trustee - Fees and Expenses**

In accordance with the Deed of Trust constituting the Mutual Fund, the Trustee shall be entitled to receive a fee not exceeding one-twentieth of one percent of the daily net assets of the Fund. The fees will be calculated and accrued on a daily basis. In addition to the aforesaid remuneration, the Trustee

shall be entitled for reimbursement of all costs, charges and expenses incurred in or about the administration and execution of the Fund. Such reimbursement from and out of the Trust Funds would always be to the extent permitted under the Regulations.

#### **D. The Asset Management Company (AMC)**

Old Bridge Asset Management Private Limited is a private limited company incorporated under the Companies Act, 2013 on December 08, 2022 having its Registered Office at 1705, ONE BKC, C – Wing, G – Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051. Old Bridge Asset Management Private Limited has been appointed as the Asset Management Company of Old Bridge Mutual Fund by the Trustees vide Investment Management Agreement (IMA) dated March 31, 2023, executed between Old Bridge Mutual Fund Trustee Private Limited and Old Bridge Asset Management Private Limited.

Old Bridge Capital Management Private Limited along with its nominees holds 100% of the share capital of the AMC.

#### **Details of AMC Directors:**

<b>Name</b>	<b>Qualifications/Age</b>	<b>Brief Experience</b>
Kenneth Joseph Andrade*	B. Com, Post Graduate Diploma in Financial Management Age: 53	Kenneth Andrade has over 30 years of experience in Indian Capital Markets, portfolio management and investment research. Kenneth is the Founder of Old Bridge Capital Management Private Ltd (OBCMPL) and was Chief Investment Officer of OBCMPL where he was managing the investment process and leads investment ideation. He has over 15-year track record managing equity funds. In his previous assignments Kenneth has worked with IDFC Asset Management Company Limited as Chief Investment Officer. He has also worked as a fund manager with Kotak Mahindra Asset Management Company Limited.
Amit Kanaiyalal Jasani*	B. Com Age: 54	Amit Jasani has over 20 years of experience in the Capital Markets and is the promoter of Amit Jasani Financial Services Private Ltd (AJFSL). AJFSL has been operating as a capital market broker on the NSE and BSE for over two decades. Its main strength lies in the distribution of financial products and in managing its relationship with its network of partners.
Lalith Bukkarayasamudram	B. E (Mechanical), MBA (Finance) Age: 42	Lalith has sixteen years of extensive experience in financial markets, global treasury and banking, risk management, strategy, corporate finance, investor relations, mergers and acquisitions, and personnel management. His wide range of knowledge covers different global assets, particularly Indian equity and fixed income markets, foreign exchange risk management, and macro-economics.
Rishi Kakar	B. E (Mechanical), MBA (Finance) Age: 49	Rishi Kakar is the Head of Marketing and Strategy at India's beloved art and stationary company, Kokuyo Camlin Ltd. Previously, he held the

		position of Director and Head of Marketing at IDFC Asset Management Company, one of the top ten asset managers in India's burgeoning public asset management industry.
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\*Associate Director

### **Duties and Obligations of the AMC as specified in the Regulations**

1. The AMC shall take all reasonable steps and exercise due diligence to ensure that the investment of funds pertaining to any scheme is not contrary to the provisions of the SEBI Regulations and the Deed of Trust.
2. The AMC shall exercise due diligence and care in all its investment decisions as would be exercised by other persons engaged in the same business.
3. The AMC shall obtain, wherever required under the Regulations, prior in-principle approval from the recognized stock exchange(s) where units are proposed to be listed.
4. The AMC shall be responsible for the acts of commission or omission by its employees or the persons whose services have been procured by the AMC.
5. The AMC shall submit to the Trustee quarterly reports of each year on its activities and the compliance with the SEBI Regulations.
6. The Trustee at the request of the AMC may terminate the assignment of the AMC at any time, provided that such termination shall become effective only after the Trustee have accepted the termination of assignment and communicated their decision in writing to the AMC.
7. Notwithstanding anything contained in any contract or agreement or termination, the AMC or its directors or other officers shall not be absolved of liability to the Mutual Fund for their acts of commission or omission, while holding such position or office.
8. The Chief Executive Officer (whatever his designation may be) of the AMC shall ensure that the Mutual Fund complies with all the provisions of the SEBI Regulations and the guidelines or circulars issued in relation thereto from time to time and that the investments made by the fund managers are in the interest of the unit holders and shall also be responsible for the overall risk management function of the Mutual Fund.  
 Chief Executive Officer (whatever be the designation) shall also ensure that the Asset Management Company has adequate systems in place to ensure that the Code of Conduct for Fund Managers and Dealers specified in PART - B of the Fifth Schedule of these regulations are adhered to in letter and spirit. Any breach of the said Code of Conduct shall be brought to the attention of the Board of Directors of the Asset Management Company and Trustees.
9. (a) The fund managers (whatever the designation may be) shall ensure that the funds of the schemes are invested to achieve the objectives of the scheme and in the interest of the unit holders. (b) The Fund Managers (whatever be the designation) shall abide by the Code of Conduct for Fund Managers and Dealers specified in PART – B of the Fifth Schedule of these Regulations and submit a quarterly self-certification to the Trustees that they have complied with the said code of conduct or list exceptions, if any. (c) The Dealers (whatever be the designation) shall ensure that orders are executed on the best available terms, taking into account the relevant market at the time for transactions of the kind and size concerned to achieve the objectives of the scheme and in the best interest of all the unit holders. (d) The Dealers (whatever be the designation) shall abide by the Code of Conduct for Fund Managers and Dealers specified in PART - B of the Fifth Schedule of these Regulations and submit a quarterly self-certification to the Trustees that they have complied with the said code of conduct or list exceptions, if any. (e) The board of directors of the AMC shall ensure that all the activities of the AMC are in accordance with the provisions of these regulations.
10. (a) The AMC shall not through any broker associated with the sponsor, purchase or sell securities, which is average of 5 per cent or more of the aggregate purchases and sale of securities made by the Mutual Fund in all its schemes. For this purpose, the aggregate purchase and sale of securities

shall exclude sale and distribution of units issued by the Mutual Fund. The aforesaid limit of 5 percent shall apply for a block of any three months.

(b) The AMC shall not purchase or sell securities through any broker [other than a broker referred to in Pt. 10(a) above which is average of 5 per cent or more of the aggregate purchase and sale of securities made by the Mutual Fund in all its schemes, unless the AMC has recorded in writing the justification for exceeding the limit of 5 per cent and reports of all such investments are sent to the Trustee on a quarterly basis. The aforesaid limit shall apply for a block of three months.

11. The AMC shall not utilise the services of the sponsor or any of its associates, employees or their relatives, for the purpose of any securities transaction and distribution and sale of securities. However, the AMC may utilise such services if disclosure to that effect is made to the unitholders and the brokerage or commission paid is also disclosed in the half-yearly annual accounts of the Mutual Fund. Provided further that the Mutual Fund shall disclose at the time of declaring half yearly and yearly results:
  - a. any underwriting obligations undertaken by the schemes of the Mutual Funds with respect to issue of securities associate companies,
  - b. devolvement, if any,
  - c. subscription by the schemes in the issues lead managed by associate companies, subscription to any issue of equity or debt on private placement basis where the sponsor or its associate companies have acted as arranger or manager.
12. The AMC shall file with the Trustee the details of transactions in securities by the key personnel of the AMC in their own name or on behalf of the AMC and shall also report to the SEBI, as and when required by SEBI.
13. In case the AMC enters into any securities transactions with any of its associates a report to that effect shall be sent to the Trustee at its next meeting.
14. In case any company has invested more than 5 per cent of the net asset value of a scheme, the investment made by that scheme or by any other scheme of the Mutual Fund in that company or its subsidiaries shall be brought to the notice of the Trustee by the AMC and be disclosed in the half-yearly and annual accounts of the respective schemes with justification for such investment provided the latter investment has been made within one year of the date of the former investment calculated on either side.
15. The AMC shall file with the Trustee and the Board—
  - a. detailed bio-data of all its directors along with their interest in other companies within fifteen days of their appointment
  - b. any change in the interests of directors every six months
16. a quarterly report to the Trustee giving details and adequate justification about the purchase and sale of the securities of the group companies of the sponsor or the AMC, as the case may be, by the Mutual Fund during the said quarter
17. Each director of the AMC shall file the details of his transactions of dealing in securities with the Trustee on a quarterly basis in accordance with guidelines issued by SEBI.
18. The AMC shall not appoint any person as key personnel who has been found guilty of any economic offence or involved in violation of securities laws.
19. The AMC shall appoint registrars and share transfer agents who are registered with SEBI, provided if the work relating to the transfer of units is processed in-house, the charges at competitive market rates may be debited to the scheme and for rates higher than the competitive market rates, prior approval of the Trustee shall be obtained and reasons for charging higher rates shall be disclosed in the annual accounts.
20. The AMC shall not invest in any of its schemes unless full disclosure of its intention to invest has been made in the SID, provided that an AMC shall not be entitled to charge any fees on its investment in that scheme.
21. The AMC shall abide by the Code of Conduct as specified in the Fifth Schedule to the Regulations.
22. The AMC shall invest such amounts in such schemes of the mutual fund. Based on the risks associated with the schemes, as may be specified by SEBI from time to time.

23. The asset management company shall report and disclose all the transactions in debt and money market securities, including inter scheme transfers, as may be specified by the Board.
24. The asset management company and the sponsor of the mutual fund shall be liable to compensate the affected investors and/or the scheme for any unfair treatment to any investor as a result of inappropriate valuation.
25. The asset management company shall compute and carry out valuation of investments made by its scheme(s) in accordance with the investment valuation norms specified in Eighth Schedule, and shall publish the same.
26. The asset management company shall not carry out its operations including trading desk, unit holder servicing and investment operations outside the territory of India.
27. The independent directors of the AMC shall pay specific attention to the following, as may be applicable, namely: —
  - the Investment Management Agreement and the compensation paid under the agreement,
  - service contracts with associates, whether the AMC has charged higher fees than outside contractors for the same services,
  - selections of the AMC's independent directors,
  - securities transactions involving associates to the extent such transactions are permitted,
  - selecting and nominating individuals to fill independent directors' vacancies,
  - code of ethics must be designed to prevent fraudulent, deceptive or manipulative practices by insiders in connection with personal securities transactions,
  - the reasonableness of fees paid to sponsor, asset management company and any others for services provided,
  - principal underwriting contracts and their renewals,
  - any service contract with the associates of the AMC
28. An AMC shall ensure that Unit-Holder Protection Committee ("UHPC") is constituted and operates in compliance with guidelines issued by SEBI from time to time.

**Information on Key Personnel of the Asset Management Company:**

<b>Name/Designation</b>	<b>Qualification/Age</b>	<b>Brief Experience</b>
Ruchi Pandey (Chief Executive Officer)	MBA Age: 41	Ruchi Pandey is one of the founding members of Old Bridge Capital Group, where she has handled several roles for development of domestic and offshore business. She currently serves as Chief Executive Officer for Old Bridge Asset Management Private Limited. Ruchi has almost two decades of experience in Financial Industry, with over 15 years in Asset Management Industry. Over the last two decades of her career, she has worked closely with Investment Teams to understand the portfolio strategies in detail, worked on building relevant products, enhance their communication and interacted with investors. Her core strength lies in understanding investor needs and behaviour which she has garnered over the years through her client interactions in her AMC roles, managing client relationships and in her Investment Counselling and Relationship Management roles. Her previous assignment was Investment Specialist at Old Bridge Capital Management. Her experience cuts across Business Development, Sales & Distribution,

		Marketing and Product Management. Over the years she has worked with firms like HSBC Global Asset Management, IDFC Asset Management, Prudential ICICI on the AMC side and in her initial years with Banks like ABN Amro NV and IDBI Bank.
Kenneth Andrade (Chief Investment Officer)	Joseph Investment B. Com, Post Graduate Diploma in Financial Management Age: 53	Kenneth Andrade has over 30 years of experience in Indian Capital Markets, portfolio management and investment research. Kenneth is the promoter of Old Bridge Capital Management Private Ltd (OBCMPL), where he was managing the investment process and leads investment ideation. He has a 20-year track record managing equity funds. In his previous assignments Kenneth has worked with IDFC Asset Management Company Limited as Chief Investment Officer. He has also worked as a fund manager with Kotak Mahindra Asset Management Company Limited.
Tarang Agrawal (Fund Manager)	B. Com, CFA Age: 32	Tarang Agrawal has a formal experience of over 4 years in the capital markets. Prior to joining Old Bridge Asset Management, Tarang worked as an Investment Analyst at Old Bridge Capital Management Private Ltd. In his role he has covered multiple industries and has a keen interest in state and central finances.
Mayuresh Sonavane (Compliance Officer)	B. Com Age: 39	Mayuresh Sonavane has 14 years of work experience across various Asset Management Companies in the Compliance, Legal & Secretarial profile. He has overseen implementation of processes and controls under various laws and regulations across various Asset Management Companies. Prior to this, he was associated with Navi Asset Management Company Limited as Chief Compliance Officer. He has also worked with Quantum Asset Management Company Private Limited, PGIM India Asset Management Private Limited and IIFL Asset Management Company Limited.
Manish Bhojraj (Investor Relation Officer)	B. Com Age: 53	Manish Bhojraj has 26 years of experience in Mutual Fund and Registrar and Transfer Agents. His last assignment was with M/s. Aneja Associates as Team Leader for Internal Audit for Mutual Fund. He has also worked with Registrar and Transfer Agent - KFin Technologies Private Limited as Manager and other Mutual Fund such as ICICI Mutual Fund and UTI Mutual Fund in customer service and operations. He has played a key role in automation of mutual fund process at KFin Technologies Private Limited.
Vishwanath Jadhav (Head – Operation & CISO)	M.Com., MBA Age: 51	Vishwanath Jadhav has 23 years of experience in Mutual Fund Industry. His last assignment was with Aditya Birla Sunlife AMC as Deputy Chief Manager. He has also worked with other mutual fund such as

		Kotak, Principal PNB, Lotus India & Morgan Stanley in the areas of operations managing Trades & Settlement, Banking, Treasury etc. He has played a key role in the setup of Lotus India Mutual Fund & Morgan Stanley India Business.
Raveen Ayathan (Dealer Equity)	B.A., PGDBA (Marketing) Age: 44	Raveen Ayathan handles Equity Dealing, Trade Execution, using broad suite of algorithms, smart order routing and direct market access. Raveen has more than 15 years of experience. Prior to joining Old Bridge Asset Management Private Limited he was associated with Old Bridge Capital Private Limited. He has also worked with IDFC Securities Limited for 10 years where he handled Execution of trades using the electronic trading tools and algorithm strategies.
Rachit Shah (Chief Risk Officer)	CFA, FRM Age: 33	Rachit has 10 years of experience in Operation Risk Management, Valuation of OTC products & Account & Finance. He was formulating and implementing quality control procedures and guidelines to handle data & maintenance and improvement of the risk landscape to address changing business as well as legal and regulatory requirement. He has played a key role in migration process in CITCO Shared Service INDIA Pvt Limited.
Manish Upadhyay (Chief Technology Officer)	MCM Age: 50	ITIL Trained Senior IT Professional with Post Graduate management professional with 24+ years with hands-on ERP Implementations, Technical Support, IT Project Management/ IT Infrastructure Management/Data Centre's /NOC/ Cloud Hosting /Mobile App/ Vendor Management. Technical Helpdesk Management- ISP /ITSM/EDP/MIS Operations Desktop Virtualization/Business Continuity, Disaster Recovery, System Audit/ SDLC in Stock & Commodity Markets, Manufacturing Sector/Capacity and Performance Management, Data Analytics –MIS Dashboards.

### Equity Research Team

<b>Name/Designation</b>	<b>Qualification/Age</b>	<b>Brief Experience</b>
Kushagra Bhattar (Investment Analyst)	CA & CFA Age: 28	Kushagra Bhattar has an experience of over 6 years in the capital markets. Prior to joining Old Bridge Asset Management, Kushagra worked as an Investment Analyst at Old Bridge Capital Management Private Ltd for 3 years. In his role he has covered multiple industries and has a keen interest in state and central finances. He has also worked with Ambit Capital in a sell side role for 3 years.
Saaksha Mantoo (Investment Analyst)	MBA Finance Age: 31	Saaksha Mantoo has an experience of over 7 years in the capital markets. Prior to joining Old Bridge Asset Management, Saaksha worked as an



		Investment Analyst at Old Bridge Capital Management Private Ltd. She has also worked with Emkay Global and CRISIL Limited in buy side and sell side roles.
Aditya Kumar (Investment Associate) Appointed with effect from October 30, 2023	CFA (Level 3 clear) Age: 24	Aditya Kumar has an experience of around 1 year in the capital markets. Prior to joining Old Bridge Asset Management, Aditya worked as an Equity Research Analyst at a family office based in Mumbai for 5 months. He has completed his Finplus Programme from Finnacle Institute.

The Fund Managers also do the Research and are involved in the Research Activities. In addition to the Fund Management Team, the AMC Research Team comprises of 3 employees in the Research.

**Procedure followed for Investment decisions:**

1. The AMC has put in place an Investment Policy which provides a framework for undertaking investments for various schemes managed by Old Bridge Asset Management Private Limited. The Investment Policy prescribes framework for undertaking investments in equity, fixed income securities and such other securities as specified in the Scheme Information Document of various schemes and as permitted by SEBI from time to time.
2. The Fund Manager of the concerned scheme(s) shall be responsible for undertaking buy/sell decisions of securities in portfolio of various scheme(s). Investment decisions taken by the Fund Manager shall be guided by the framework prescribed in the Investment Policy. Research Reports shall be prepared for undertaking investments in various securities. The Fund Manager shall be responsible for performance of various mutual fund scheme(s).
3. Investment decisions taken for various scheme(s) shall be recorded in accordance with the requirements prescribed in SEBI MF Regulations and applicable Circulars/Guidelines.
4. The Investment Committee shall meet periodically and shall undertake review of fund management activities including scheme(s) performance, portfolio of the scheme(s), asset allocation etc. The Investment Committee will be headed by the Chief Executive Officer.
5. Chief Executive Officer is not involved in the investment decision making process. The role of Chief Executive Officer of the AMC to ensure that due diligence is exercised while making investment decisions, the process and procedure are followed in accordance with policies, mechanism etc. laid down by the Board of Directors and are in the best interests of the unit holders.
6. Review of scheme(s) performance will also be undertaken by the Board of Directors of AMC and Trustee Company in the Board Meeting. Scheme(s) performance will also be compared with the respective scheme(s) benchmark.
7. The AMC shall ensure that all investment decisions are taken in the interest of unit holders of the scheme(s) and in compliance with SEBI MF Regulations and various Circulars, Guidelines etc issued from time to time pertaining to investments.

**E. Service Provider**

<b>Custodian</b>	<b>Registrar and Transfer Agent</b>
Deutsche Bank AG SEBI Registration No. – IN/CUS/003 Address: Deutsche Bank House, Hazarimal Somani Marg, Fort, Mumbai 400001	KFIN Technologies Limited SEBI Registration - INR000000221 Address – Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, R. R. District, Telangana 500 032
<b>Fund Accountant</b>	<b>Collecting Bankers (for new fund offer)</b>
Deutsche Bank AG	HDFC Bank Limited SEBI Registration - INBI00000063

Address: Deutsche Bank House, Hazarimal Somani Marg, Fort, Mumbai 400001	Address – HDFC Bank House, Senapati Bapat Marg, Lower Parel(W), Mumbai - 400 013
<b>Statutory Auditor for Mutual Fund</b>	<b>Legal Counsel</b>
S.R. Batliboi & Co. LLP – Chartered Accountants The Ruby, 12th Floor, 29, Senapati Bapat Marg, Dadar (W), Mumbai – 400 028, Maharashtra, India	There is no retained legal counsel to the mutual fund or AMC. The AMC uses such services, if need arises.

## F. Condensed Financial Information (CFI)

Old Bridge Mutual Fund has not yet launched any scheme. Hence this section is not applicable.

## II. HOW TO APPLY?

This section must be read in conjunction with the Section "Units and Offer" of the SID.

1. The application form/Transaction Slip for the Sale of Units of the respective Schemes/ Plans will be available and accepted at the office of the Investor Service Centres (ISCs) / Official Points of acceptance during their business hours on their respective business days. The same can also be downloaded from the website of the Mutual Fund [www.oldbridgemf.com](http://www.oldbridgemf.com). In respect of New Fund Offer (NFO) of Schemes/Plan(s), an investor can subscribe to the NFO through Applications Supported by Blocked Amount (ASBA) facility by applying for the Units offered under the Option(s)/Plan(s) of the Scheme(s) in the ASBA Application Form and following the procedure as prescribed in the form. For details please refer to the Section "Additional mode of payment through Applications Supported by Blocked Amount (ASBA) facility".
2. Applications must be completed in Block Letters in English.
3. Applications filled up and duly signed by the applicant and in case of joint applicants by all joint applicants should be submitted along with the cheque/draft/other payment instrument or instruction to a designated ISC /Official Point of acceptance of AMC or the Registrar as specified. Signatures should be in English or in any Indian Language. Applications on behalf of minors should be signed by their Guardian. In case of a HUF, the Karta should sign the application form on behalf of the HUF. Investor who cannot sign and in case required to provide a thumb impression will have to contact the AMC for the additional documentation/information required. For investments through Constituted Attorney, the Power of Attorney has to be signed by the Applicant and Constituted Attorney. The signature in the Application Form needs to clearly indicate that the signature is on behalf of the applicant by the Constituted Attorney.
4. All cheques and bank drafts must be drawn in favour of "a Specific Scheme" and crossed "A/c Payee only". A separate cheque or bank draft must accompany each application/each scheme. Investors must use separate application forms for investing simultaneously in more than one Plan of the Scheme subject to the minimum subscription requirements under each Plan. If the amount mentioned on the application is different from the amount mentioned on the accompanying cheque or bank / demand draft or the amount is not mentioned in the application form, then the amount on the cheque will be treated as the application amount and the application will be processed accordingly. In case the name of the Scheme/Plan mentioned on the application form differs from the name mentioned on the accompanying payment instrument, then the application will be treated as an application for the Scheme/Plan mentioned on the application form.
5. All cheques and bank drafts accompanying the application form should contain the application form number / folio number, scheme name and name of first investor on its reverse.
6. In order to protect the interest of Investors from fraudulent encashment of cheques, the current SEBI Regulations, have made it mandatory for Investors to mention in their Application / Redemption request, their bank name, branch, address, account type and account number. The Registrar/AMC may ask the investor to provide a blank cancelled cheque or its photocopy for the purpose of verifying the bank account number.

7. PAN issued by the Income Tax authorities is used as the sole identification number for all investors transacting in the securities market including mutual funds, irrespective of the amount of transaction. Thus, all investors (including resident and non-resident investors) are required to provide valid PAN, along with a certified copy of the valid PAN card for all transactions in Units of the schemes of the Fund irrespective of the amount of transaction.

PAN will not be required in case of Systematic Investment Plans (SIPs) where aggregate of installments in a financial year i.e. April to March does not exceed Rs 50,000/- (hereafter referred to as "Micro Investments"). This exemption will be applicable only to investments by Individuals & Non-Resident Indian. Accordingly, where the aggregate of the lumpsum investment (fresh & additional purchase) and micro SIP installments by an investor based on the rolling 12month period/in a financial year i.e. April to March does not exceed Rs. 50,000/-, it shall be exempt from the requirement of PAN. However, requirements of Know Your Customer (KYC)/ Central KYC Registry (CKYC) shall be mandatory.

Accordingly, investors seeking the above exemption from PAN still need to submit the KYC Acknowledgment i.e. PAN Exempt KYC Reference No (PEKRN) / KYC Identification No. (KIN) acknowledgement issued by KRA / CKYC, irrespective of the amount of investment. For the purpose of identifying Micro Investments, the value of investments at the Investor level (first holder) will be aggregated based on the unique ID number mentioned on the KYC Acknowledgment / KIN No. and such aggregation shall be done irrespective of the number of folios/ accounts under all the schemes of the Fund which the investor had invested. This exemption will be available only to Micro investment made by the individuals being Indian citizens (including NRIs, Joint holders\*, minors acting through guardian and sole proprietary firms not having PAN). Person of Indian Origin (PIO), Hindu Undivided Family (HUF) and other categories of investors will not be eligible for this exemption.

\*In case of joint holders, first holder must not possess a PAN.

PAN requirement is also exempt for investors residing in the state of Sikkim, Central Government, State Government, and the officials appointed by the courts e.g. Official liquidator, Court receiver etc. (under the category of Government). However, this would be subject to verifying the veracity of the claim of the specified organizations or residents of Sikkim, by collecting sufficient documentary evidence in support of their claim for such an exemption. Please refer to the application form for details of the document(s) which are required to be submitted in such cases.

The detailed procedures/requirements for accepting PAN exempt investments shall be as specified by the AMC / Trustee from time to time and their decision in this behalf will be final and binding.

8. Cash Investments in mutual funds: The AMC would not accept cash for investment in the scheme.
9. Know Your Client ("KYC") formalities under the Prevention of Money Laundering Act, 2002 ("PMLA") and the related guidelines issued by SEBI are required to be completed by investors for all fresh investments / applications irrespective of the amount of investment.

KYC requirements will have to be complied with for any amount of investment for the following transactions:

- a. New / Additional Purchases
- b. Switch Transactions
- c. New SIP Registrations
- d. New STP Registrations

Income Distribution cum Capital Withdrawal (IDCW) reinvestment transactions of any amount will not be subject to the KYC Compliance requirements.

Please refer to para on "Prevention of Money Laundering - Know Your Customer (KYC) Compliance" under section "Legal Information" for detailed procedures and other information related to KYC compliances.

## **Foreign Account Tax Compliance Act (“FATCA”) and Common Reporting Standards (“CRS”) requirements:**

As a part of various ongoing tax and regulatory developments around the globe [e.g. information exchange laws such as Foreign Account Tax Compliance Act (‘FATCA’) and Common Reporting

Standard (‘CRS’)], financial institutions like Old Bridge Mutual Fund (‘Old Bridge MF’ or ‘the Fund’) are being cast with additional investor and counterparty account related due diligence requirements.

The Central Board of Direct Taxes (CBDT) has notified Rules 114F to 114H, as part of the Income-tax Rules, 1962, which Rules require Indian financial institutions such as the Banks, Mutual Funds, etc. to seek additional personal, tax and beneficial owner information and certain certifications and documentation from all our investors and counterparties. According to the FATCA-CRS Rules, financial institutions in India are required to report tax information about account holders that are tax resident of U.S. and other foreign countries, to the CBDT/ Indian Government which will, in turn, relay that information to the US Internal Revenue Service (IRS) and governments of other foreign countries.

These developments have resulted in compliance and reporting obligations on Financial Institutions like Old Bridge MF. In relevant cases, information will have to be reported to tax authorities/appointed agencies. In this respect, Old Bridge MF would rely on the relevant information provided by its Registrar and would also use its discretion. Towards compliance, the Fund may also be required to provide information to any institutions such as withholding agents for the purpose of ensuring appropriate withholding from the account or any proceeds in relation thereto. As may be required by domestic or overseas regulators/ tax authorities, we may also be constrained to withhold and pay out any sums from your account or close or suspend your account(s). Old Bridge MF may also have to comply with other similar laws as and when applicable.

Prospective investors and Unit holders will therefore be required to comply with the request of the Fund to furnish such information / documentation / declarations as and when deemed necessary by the Investment Manager in accordance with Applicable Laws. In case prospective investor / Unit holder fails to furnish the relevant information / documentation / declarations in accordance with Applicable Laws, the Fund reserves the right to reject the application or redeem the Units held directly or beneficially and may also require reporting of such accounts and/or levy of withholding tax on payments made to the Unit holders / investor and/or take any other action/s in accordance with Applicable Laws. FATCA-CRS provisions are relevant not only at on-boarding stage of Unit holders but also throughout the life cycle of investment with the Fund. Unit holders therefore should intimate to the Fund/the Investment Manager, any change in their status with respect to any FATCA- CRS related information / documentation / declarations provided by them previously, including but not limited to any declarations provided in respect of residency of the Unit holders for tax purposes promptly, i.e. within 30 days. Further, if the Fund and/or the Investment Manager is required by Applicable Laws, to provide information regarding the Fund and/or the unit holders / investors to any authority and/or the Fund Investments and/or income therefrom, and the Fund and/or the Investment Manager complies with such request in good faith, whether or not it was in fact enforceable, they shall not be liable to the Unit holders / investors or to any other party as a result of such compliance or in connection with such compliance.

Prospective investors / Unit holders should consult their own advisors to understand the implications of FATCA-CRS provisions/requirements. Please note that Old Bridge is Mutual Fund will be unable to provide advice to any investor or counterparty about their tax status or FATCA/CRS classification relevant to their account. It is the responsibility of the investor or counterparty to ensure that they record their correct tax status / FATCA/ CRS classification. Investor/ counterparty may seek advice from their tax advisor in this regard. The onus to provide accurate, adequate and timely inputs in this regard would

be that of the investor or counterparty. Any changes in earlier information provided must be intimated within 30 days of such change.

Investors are requested to provide all the necessary information / declarations to facilitate compliance, considering India's commitment to implement CRS and FATCA under the relevant international treaties.

### **Ultimate Beneficial Owner**

As a part of Client Due Diligence (CDD) Process under Prevention of Money Laundering Act, 2002 (hereinafter referred to as "PML Act") read with Prevention of Money Laundering Rules, 2005 as amended from time to time each of the SEBI registered intermediary, which interalia includes Mutual Funds, is required to obtain sufficient information from their clients in order to identify and verify the identity of persons who beneficially own or control the securities account. Providing information about beneficial ownership is mandatory for all categories of investors except (i) Individuals and (ii) a Company, which is listed on a stock exchange or is a majority owned subsidiary of such a Company.

Further pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ MIRSD-SEC-5/P/CIR/2023/022 dated February 03, 2023 on AML/CFT Obligations and Guidelines on identification of Beneficial Ownership has prescribed its guidelines for identification of Beneficial Ownership to be followed by the intermediaries for determination of beneficial owners. Further, AMFI vide its circular no. 62/2015-16 dated September 18, 2015 has issued best practice guidelines to be followed by AMCs for identification of beneficial ownership. A 'Beneficial owner' is defined as a natural person or persons who ultimately own, control or influence a client and / or person on whose behalf a transaction is being conducted, and includes a person who exercise ultimate effective control over a legal person or arrangement. In this regard, all categories of investors (including all new / existing investors / unitholders) (except individuals, companies listed on a stock exchange or majority-owned subsidiary of such companies) are mandatorily required to provide details about beneficial ownership for all investments. Failing which the Fund reserves the right to reject applications/ subscription requests / additional subscription requests (including switches) /restrict further investments or seek additional information from investors who have not provided the requisite information on beneficial ownership. In the event of change in beneficial ownership, investors are requested to immediately update the details with the Fund/Registrar.

In order to comply with the above Act/Rules/Regulations & Guidelines, the following CDD process is being implemented by Old Bridge Mutual Fund.

#### **I. Applicability:**

Providing information about beneficial ownership will be applicable to the subscriptions received from all categories of investors except Individuals and a Company listed on a stock exchange or is a majority owned subsidiary of such a Company.

Proof of Identity of the UBO such as Name/s, Address & PAN/Passport together with self-attested copy\* along with the 'Ultimate Beneficial Ownership' declaration form is required to be submitted to Old Bridge AMC/its RTA. (\* Original to be shown for verification and immediate return.)

In case of any change in the beneficial ownership, the investor should immediately intimate Old Bridge AMC/ its Registrar/KRA, as may be applicable, about such changes.

## **II. Identification Process:**

### **(A) For Investors other than Individuals or Trusts:**

- (i) If the investor is an unlisted company, partnership firm or unincorporated association/body of individuals, the beneficial owners are the natural person/s who is/are acting alone or together, or through one or more juridical person and exercising control through ownership or who ultimately has a controlling ownership interest.
- (ii) Controlling ownership interest means ownership of/entitlement to:
  - a. more than 25% of shares or capital or profits of the juridical person, where juridical person is a company.
  - b. more than 15% of the capital or profits of the juridical person, where the juridical person is a partnership firm; or
  - c. more than 15% of the property or capital or profits of the juridical person, where the juridical person is an unincorporated association or body of individuals.
- (iii) In cases, where there exists doubt as to whether the person with the controlling ownership interest is the beneficial owner or where no natural person exerts control through ownership interests, the identity details should be provided of the natural person who is exercising control over the juridical person through other means (i.e. control exercised through voting rights, agreement, arrangements or in any other manner).
- (iv) In case no natural person is identified under any of the above criteria, the person who holds the position of senior managing official shall be provided.

### **(B) For Investor which is a Trust:**

In case of a Trust, the settler of the trust, the trustee, the protector and the beneficiaries with 15% or more interest in the trust or any other natural person exercising ultimate effective control over the trust through a chain of control or ownership shall be considered as beneficial owner.

### **(C) For Foreign Investors:**

The Know Your Client requirements in case of foreign investors viz. Foreign Portfolio Investor (FPI), Sub accounts and Qualified Foreign Investors (QFIs) as specified in SEBI Circular No. CIR/MIRSD/11/2012 dated September 5, 2012, shall be considered for the purpose of identification of beneficial ownership of the investor.

### **For collection of information/documentation from investors/Unitholders:**

SEBI has prescribed uniform Know Your Client (KYC) requirements vide Circular No(s). CIR/MIRSD/16/2011 dated August 22, 2011 and MIRSD/SE/Cir-21/2011 dated October 5, 2011 to be used by the concerned registered intermediaries. Further, the intermediaries are also advised vide SEBI Circular No. CIR/MIRSD/07/2013 dated September 12, 2013 read with the guidance on KYC requirements issued by SEBI to follow a risk-based approach towards KYC requirements of Eligible Foreign Investors (EFI)/Foreign Portfolio Investors (FPIs) by classifying them into Category I, II and III. Further, SEBI vide circular dated April 10, 2018, (a) reviewed and specified the changes in requirements for identification and verification of Beneficial Owners and (b) reviewed the KYC requirements for FPIs and provided certain clarifications on their documentation requirements.

SEBI has also notified the SEBI KYC Registration Agency (KRA) Regulations, 2011 and have issued guidelines under these regulations from time to time.

### **Subscriptions from U.S. Persons and Residents of Canada**

Old Bridge Mutual Fund restricts subscriptions from U.S. Persons (including NRIs and all persons residing in U.S., U.S. Corporations or other entities organised under the laws of U.S.) and Residents of Canada in the Schemes of Old Bridge Mutual Fund.

U.S. Persons and Residents of Canada are requested to note the following:

1. No fresh purchases (including Systematic Investment Plans, Systematic Transfer Plans and IDCW Transfer Plans)/additional purchases/switches in any Schemes of Old Bridge Mutual Fund would be allowed.
2. If an existing Unit Holder(s) subsequently becomes a U.S. Person or Resident of Canada, then such Unit Holder(s) will not be able to purchase any additional Units in any of the Schemes of Old Bridge Mutual Fund;
3. All existing registered Systematic Investment Plans, Systematic Transfer Plans and IDCW Transfer Plans along with related mandates would cease from the effective date;
4. In case AMC/ Old Bridge Mutual Fund subsequently identifies, that the subscription amount has been received from U.S. Person(s) or Resident(s) of Canada, then Old Bridge Asset Management Private Limited/ Old Bridge Mutual Fund at its discretion shall redeem all the units held by such person from the Scheme at applicable Net Asset Value.

However, transactions from U.S. Persons and Residents of Canada meeting following requirements will be accepted:

1. subscriptions received by way of lump sum / switches /systematic transactions received from Non-resident Indians (NRIs) / Persons of Indian origin (PIO) / Overseas Citizen of India (OCI) who at the time of such investment, are present in India and
2. FPIs

These investors need to submit a physical transaction request along with such documents as may be prescribed by the AMC/ the Trustee/ the Fund from time to time.

The AMC reserves the right to put the transaction requests on hold/reject the transaction request/reverse allotted units, as the case may be, as and when identified by the AMC, which are not in compliance with the terms and conditions notified in this regard.

The Trustee / the AMC /the Fund reserve the right to change/ modify the above provisions at a later date.

### **Mode of Payment:**

#### **1. Resident Investors**

Investors may make payments for subscription to the Units of the Scheme by local cheque/bank draft, drawn on any bank branch or RTGS/NEFT and/or such other electronic transfer of funds in favour of MF Collection account. Cheques/demand drafts should be drawn in favour of "Old Bridge \_\_\_\_\_ " as provided in the Scheme Information Document (SID) of respective schemes and must be crossed "Account Payee Only".

The cheque/demand draft should be payable at the Centre where the application is lodged. The cheque/demand draft should be drawn on any Bank which is situated at and is a member/sub-member

of the Bankers' Clearing House. Cheques/demand drafts drawn on a Bank not participating in the Clearing House will not be accepted.

**Payments by Stock invest/out-station and/or post-dated cheques will not be accepted.**

Investors may please note that in case any application is made through Demand Draft (DD), Demand Draft charges will not be reimbursed by the AMC. The Demand Draft charges shall be borne by investors.

For the payments made through Demand Draft, the amount should be debited from the registered bank account with Old Bridge Mutual Fund. The investor requires to submit any of the following documents along with such pre-funded instruments: (i) a proof of debit to the investor's bank account in the form of a bank manager's certificate with details of account holder's Name, bank account number and PAN as per bank records, if available; or (ii) a copy of the acknowledgement from the bank, wherein the instructions to debit carry the bank account details and name of the investor as an account holder are available; or (iii) a copy of the passbook/bank statement evidencing the debit for issuance of a DD.

The Trustee shall have absolute discretion to accept/reject any application for purchase of Units, if in the opinion of the Trustee, increasing the size of Scheme's Unit capital is not in the general interest of the Unit holders, or the Trustee for any other reason believes it would be in the best interest of the Schemes or its Unit holders to accept/reject such an application.

**Mode of Payment for SIP:**

In case of SIP transaction where, the mode of payment is through Standing Instructions/ Direct Debit facility (offered by select banks) or NACH, investors are not required to do an initial purchase transaction for the minimum amount as applicable. However, investors are required to submit SIP request at least 30 days prior to the date of first instalment.

Investors shall be required to submit a cancelled cheque or a photocopy of a cheque of the bank account for which the debit mandate is provided. SIP facility shall be available on any date of the month for SIP registrations. In case the date chosen for SIP falls on a Non-Business Day or on a date which is not available in a particular month, the SIP will be processed on the immediate next Business Day. In addition, investors are requested to peruse and understand the instructions mentioned on specific application forms and scheme specific Scheme Information Documents.

In addition to existing facility available for payments through Direct Debits/ Standing Instructions for investments in SIP, the unit holders can now also make payment of SIP instalments through NACH facility. NACH is a centralized system, launched by National Payments Corporation of India (NPCI) with an aim to consolidate multiple NACH mandates. This facility will enable the unit holders of the Fund to make SIP investments through NACH by filling up the SIP Registration cum mandate form. A Unique number will be allotted to every mandate registered under NACH called as Unique Mandate Reference Number ("UMRN") which can be used for SIP transactions. The NACH facility shall be available subject to terms and conditions contained in the SIP registration Mandate Form and as prescribed by NPCI from time to time.

Applications accompanied by cheques/drafts not fulfilling the above criteria are liable to be rejected.

**2. Non-Resident Indians (NRI)/Persons of Indian Origin (PIO), Foreign Portfolio Investment (FPI) Overseas Citizen of India (OCIs)**

**a. Repatriation Basis:**



In the case of NRIs/ PIOs/OCIs, payment may be made either by inward remittance through normal banking channels or out of funds held in his Non - Resident (External) Rupee Account (NRE) / Foreign Currency (Non- Resident) Account (FCNR). In case Indian rupee drafts are purchased abroad or from Foreign Currency Accounts or Non-resident Rupee Accounts an account debit certificate from the Bank issuing the draft confirming the debit shall also be enclosed.

FPI shall pay their subscription either by inward remittance through normal banking channels or out of funds held in Foreign Currency Account or Non- Resident Rupee Account maintained by the FPI with a designated branch of an authorised dealer in accordance with the relevant exchange management regulations.

**b. Non-Repatriation Basis:**

In the case of NRIs/PIOs/OCIs, payment may be made either by inward remittance through normal banking channels or out of funds held in his NRE / FCNR / Non-Resident Ordinary Rupee Account (NRO). In case Indian rupee drafts are purchased abroad or from Foreign Currency Accounts or Non-resident Rupee Accounts an account debit certificate from the Bank issuing the draft confirming the debit shall also be enclosed.

**Application incomplete in any respect (other than mentioned above) will be liable to be rejected:**

In order to protect investors from frauds, it is advised that the Application Form number / folio number, scheme name and name of the first investor should be written overleaf the cheque / draft, before they are handed over to any courier / messenger / distributor / ISC.

In order to protect investors from fraudulent encashment of cheques, Regulations require that cheques for Redemption of Units specify the name of the Unit Holder and the bank name and account number where payments are to be credited. Hence, all applicants for Purchase of Units must provide a bank name, bank account number, branch address and account type in the Application Form.

Returned cheque(s) are liable not to be presented again for collection, and the accompanying Application Form is liable to be rejected. In case the returned cheque(s) are presented again, the necessary charges may be debited to the Investor.

**Application on behalf of minor accounts:**

Minor shall be the sole Unitholder in an account. Joint holders will not be registered.

- Guardian in the folio on behalf of the minor should either be a natural guardian (i.e. father or mother) or a court appointed legal guardian, and should mandatorily submit requisite documentation to the AMC evidencing the relationship/status of the guardian.
- Date of birth of the minor along with photocopies of the supporting documents (viz. birth certificate, school leaving certificate/ Mark sheet issued by Higher Secondary Board of respective states, ICSE, CBSE etc., or, passport or any other document evidencing the date of birth of the minor) should be mandatorily provided while opening the account.

However, in terms of Clause 17.6.1 of Master Circular No. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2023/74 dated May 19, 2023, read with SEBI circular SEBI/HO/IMD/DF3/CIR/P/201916624 Dt.24/12/2019 & SEBI circular SEBI/HO/IMD/POD-II/CIR/P/2023/0069 dated May 12, 2023 the following process shall be applicable for Investments made in the name of a Minor through a Guardian -

- i. Payment for investment by means of Cheque, Demand Draft or any other mode shall be accepted from the bank account of the minor, parent, or legal guardian of the minor or from a joint account of the minor with parent or legal guardian only.
- ii. Upon the minor attaining the status of major, the minor in whose name the investment was made, shall be required to provide all the KYC details, updated bank account details including cancelled original cheque leaf of the new account. No further transactions shall be allowed till the status of the minor is changed to major.
- iii. In case of existing systematic transactions, system controls are built at the account set up stage of Systematic Investment Plan (SIP), Systematic Transfer Plan (STP) and Systematic Withdrawal Plan (SWP) on the basis of which, the standing instruction is suspended when the minor attains majority, till the status is changed to major.

Further AMFI vide best practice guidelines dated March 28, 2022 clarified that - Wherever the minor's PAN has been provided in the MF folio:

- Where Guardian in the folio is a natural guardian, TDS should be paid against / quoting the PAN of Guardian.
- Where Guardian in the folio is a court appointed guardian (other than one of the parents), TDS should be paid against / quoting the minor's PAN

#### Change in guardian

In case of change of natural parent / legal guardian of a minor Unitholder, the new parent/ legal guardian must submit the documents prescribed by the AMC/Mutual Fund, including the following:

- a. No Objection Certificate (NoC) or Consent Letter from existing parent or Court Order appointing new legal guardian for the benefit of the minor Unitholder.
- b. KYC Acknowledgement Letter of new parent / legal guardian

#### **Change of Status from Minor to Major:**

Prior to the minor unit holder attaining the age of majority, the AMC/ Mutual Fund will send a notice to the minor unit holder at the registered correspondence address /email id advising such minor unit holder to submit, on attaining the age of majority, an application form along with prescribed documents to change the status of the folio/s from 'minor' to 'major'. Upon attainment of majority by the minor unit holder, the folio/s should be regularized forthwith. The AMC may specify such procedures for regularisation of the Folio/s, as it may deem appropriate from time to time. Till the receipt of such intimation/information from the minor turned major Unit holder, existing contract as signed by the parent/legal guardian of the minor Unit holder will continue. However, from the date of attainment of majority, Folio/s of the minor unit holder will be frozen for operation by the representing guardian and all transactions will be suspended. No transactions will be permitted in the Folio(s) till the regularization of the Folio/s in a manner prescribed by the AMC / Mutual Fund. The AMC/ Mutual Fund will register standing instructions like SIP/ STP etc. for a folio held by a minor unit holder from the parent/ legal guardian only till the date when the minor unit holder attains the age of majority, even though the instructions may be for a period beyond that date.

#### **Application under Power of Attorney /Body Corporate/ Registered Society/ Partnership/ Sole Proprietorship Account.**

Every investor, depending on the category under which he/she/ it falls, is required to provide the relevant documents along with the application form as may be prescribed by AMC.

In case of an application under the Power of Attorney or by a limited company, body corporate, registered society or partnership etc., the relevant Power of Attorney or the relevant resolution or authority to make the application as the case may be, or duly certified copy thereof, along with the memorandum and articles of association/bye-laws must be lodged at the Registrar's Office at the time of submission of application.

In case an investor has issued Power of Attorney (POA) for making investments, switches, redemptions etc. under his/her folio, both the signature of the investor and the POA holder have to be clearly captured in the POA document to be accepted as a valid document. At the time of making redemption / switches the fund would not be in a position to process the transaction unless, POA holder's signature is available in the POA.

Original or certified true copies of the following documents should be submitted by Companies/Bodies Corporate/PSUs/Banks and Financial Institutions along-with the application form:

- Board resolution authorizing the investment.
- List of authorized officials to make such investment along with the specimen signature of such authorized officials.
- KNOW YOUR CLIENT(KYC), FATCA, CRS & Ultimate Beneficial Ownership (UBO) Self Certification

The onus of authentication of the documents shall be on the Investors and the AMC/Fund will accept and act on these in good faith wherever the documents are not expressly authenticated. Submission of these documents by such Investors shall be full and final proof of the corporate investors' authority to invest and the AMC/Fund shall not be liable under any circumstances for any defects in the documents so submitted.

In case of fresh/additional purchases from the sole proprietorship account, the AMC shall process the application after matching the name and signature of the applicant on the application form/transaction slip and the payment instrument/cheque. In case the name of an applicant mentioned in the application form/transaction slip differs from the name on payment instrument/cheque, then the AMC may process the application and allot units at the applicable Net Asset Value, after obtaining self-declaration certificate from the applicant, as prescribed by the AMC. In case the self-declaration is not furnished by the applicant, the AMC reserves the right to process/reject the application form without any reference to the applicant after carrying out necessary diligence, as deemed appropriate by the AMC.

#### **Restriction on Acceptance of Third-Party Payments for Subscription of Units**

- i. When payment is made through instruments issued from an account other than that of the beneficiary investor, the same is referred to as Third-Party payment. In case of payments from a joint bank account, the first holder of the mutual fund folio has to be one of the joint holders of the bank account from which payment is made.
- ii. The Asset Management Company shall not accept subscriptions with Third-Party payments except in the following exceptional situations:
  - a. Payment by Employer on behalf of employee under Systematic Investment Plans or lump sum / one-time subscription through Payroll deductions or deduction out of expense reimbursements.
  - b. Custodian on behalf of a Foreign Portfolio Investor (FPI) or a client.
  - c. Payment by a Corporate to its Agent/Distributor/Dealer (similar arrangement with Principal agent relationship), on account of commission or incentive payable for sale of its goods/ services, in the form of the Mutual Fund Units through SIP or lump sum/one-time subscription.

- d. Payment by an AMC to an empanelled Distributor on account of commission/incentive etc. in the form of the Mutual Fund units of the schemes managed by such AMC through SIP or lump sum/ one-time subscription, subject to compliance with SEBI Regulations and Guidelines issued by AMFI, from time to time

Documents to be obtained for exceptional cases:

Investors submitting their applications through the above mentioned 'exceptional cases' are required to comply with the following, without which applications for subscriptions for units will be rejected / not processed / refunded.

- i. Mandatory KYC for all investors (guardian in case of minor) and the person making the payment i.e. third party. In order for an application to be considered as valid, investors and the person making the payment should attach their valid KYC Acknowledgement Letter to the application form.
- ii. Submission of a separate, complete and valid 'Third Party Payment Declaration Form' from the investors (guardian in case of minor) and the person making the payment i.e. third party. The said Declaration Form shall, *inter-alia*, contain the details of the bank account from which the payment is made and the relationship with the investor(s). Please contact the nearest OPA/ISC of Old Bridge Mutual Fund or visit our website [www.oldbridgemf.com](http://www.oldbridgemf.com) for the said Declaration Form.

The application for third party payments based on above cases is at the sole discretion of the AMC and is subject to change.

In addition, AMC reserves the right to ask for cancelled cheque leaf or copy of bank statement / pass book page mentioning bank account number, account holders' name and address or such other document as AMC may require for verifying the source of funds to ensure that funds have come from the drawer's account only.

Adoption of a safe mode of writing a cheque

In order to avoid fraud, the investors shall make the payment instrument (cheque, demand draft, pay order, etc) favouring "XYZ Scheme A/c First Investor name" or "XYZ Scheme A/c Permanent Account Number".

Process to identify Third-Party payments:

The following process shall be followed for identifying Third-Party Cheques:

An investor at the time of his/her purchase must provide the details of his pay-in bank account (i.e. account from which a subscription payment is made) and his pay-out bank account (i.e. account into which redemption / IDCW proceeds are to be paid).

Identification of third-party cheques by the AMC / Mutual Fund / Registrar and Transfer Agent (RTA) will be on the basis of either matching of pay-in bank account details with pay-out bank account details or by matching the bank account number / name / signature of the first named applicant / investor with the name / account number / signature available on the cheque. If the name is not pre-printed on the cheque or signature on the cheque does not match, then the first named applicant / investor should submit any one of the following documents:

- i. a copy<sup>#</sup> of the bank passbook or a statement of bank account having the name and address of the account holder and account number;
- ii. a letter (in original) from the bank on its letterhead certifying that the investor maintains an account with the bank, along with information like bank account number, bank branch, account type, the MICR code of the branch & IFSC Code (where available).

In respect of (ii) above, it should be certified by the authorized signatory of the bank with his / her full signature, name, employee code, bank seal and contact number.

# Investors should also bring the original documents along with the documents mentioned in (i) above to the ISCs / Official Points of Acceptance of Old Bridge Mutual Fund. The copy of such documents will be verified with the original documents to the satisfaction of the AMC / Mutual Fund / R&TA. The original documents will be returned across the counter to the investor after due verification.

Investors should note that where the bank account numbers have changed on account of the implementation of core banking system at their banks, any related communication from the bank towards a change in bank account number should accompany the application form for subscription of units.

- a. If the subscription is settled with pre-funded instruments such as Pay Order, Demand Draft issued against debit to investor's bank account, Banker's cheque, etc., the AMC will accept any one of following as a valid supporting document:
  - i. a proof of debit to the investor's bank account in the form of a bank manager's certificate with details of account holder's Name, bank account number and PAN as per bank records, if available.
  - ii. a copy of the acknowledgement from the bank, wherein the instructions to debit carry the bank account details and name of the investor as an account holder are available.
  - iii. a copy of the pass book/bank statement evidencing the debit for issuance of a DD
- b. A pre-funded instrument issued by the Bank against Cash shall not be accepted for investments of Rs.50,000/- or more. This also should be accompanied by a certificate from the banker giving name, bank account number, address and PAN (if available) of the person who has requested for the demand draft.
- c. If payment is made by RTGS, NEFT, bank transfer, etc., a copy of the instruction to the bank stating the account number debited must accompany the purchase application.

The above broadly covers the various modes of payment for mutual fund subscriptions. The above list is not a complete list and is only indicative in nature and not exhaustive. Any other method of payment, as introduced by the Mutual Fund, will also be covered under these provisions.

In case the application for subscription does not comply with the above provisions, the AMC /Trustee retains the sole and absolute discretion to reject / not process such application and refund the subscription money and shall not be liable for any such rejection.

### **Mode of Holding**

An application can be made by up to a maximum of three applicants. Applicants must specify the 'mode of holding' in the Application Form.

If an application is made by one Unit Holder only, then the mode of holding will be considered as 'Single'. If an application is made by more than one investor, they have an option to specify the mode of holding as either 'Jointly' or 'Anyone or Survivor'.

In either of the cases referred above i.e. application made by one investor/more than one investor, the Fund shall not entertain requests for including any other person as a joint holder once the application has been accepted.

If the mode of holding is specified as 'Jointly', all instructions to the Fund would have to be signed by all the Unit Holders, jointly. The Fund will not be empowered to act on the instruction of any one of the

Unit Holders in such cases. If the mode of holding is specified as 'Anyone or Survivor', an instruction signed by any one of the Unit Holders will be acted upon by the Fund. It will not be necessary for all the Unit Holders to sign. If an application is made by more than one investor and the mode of holding is not specified, the mode of holding would be treated as joint. The Fund will not be empowered to act on the instruction of any one of the Unit Holders in such cases.

In all cases, all communication to Unit Holders (including account statements, statutory notices and communication, etc.) will be addressed to the first-named Unit Holder. All payments, whether for redemptions, IDCWs, etc will be made favouring the first-named Unit Holder. The first named Unit Holder shall have the right to exercise the voting rights associated with such Units as per the applicable guidelines.

Investors should carefully study the paragraphs on "Transfer and Transmission" and "Nomination Facility" before ticking the relevant box pertaining to the mode of holding in the Application Form.

### **Option to hold Units in Dematerialized (demat) form**

Investors shall have an option to receive allotment of Mutual Fund units in their demat account while subscribing to the Units of the Scheme in terms of the guidelines/ procedural requirements as laid by the Depositories from time to time.

Investors desirous of having the Units of the Scheme in dematerialized form should contact the ISCs of the AMC/Registrar.

Where units are held by investor in dematerialized form, the demat statement issued by the Depository Participant would be deemed adequate compliance with the requirements in respect of dispatch of statements of account.

In case investors desire to convert their existing physical units (represented by statement of account) into dematerialized form or vice versa, the request for conversion of units held in physical form into Demat (electronic) form or vice versa should be submitted along with a Demat/Remat Request Form to their Depository Participants. In case the units are desired to be held by investor in dematerialized form, the KYC performed by Depository Participant shall be considered compliance of the applicable SEBI norms.

Units held in Demat form are freely transferable in accordance with the provisions of SEBI (Depositories and Participants) Regulations, as may be amended from time to time. Transfer can be made only in favour of transferees who are capable of holding units and having a Demat Account. The delivery instructions for transfer of units will have to be lodged with the Depository Participant in requisite form as may be required from time to time and transfer will be affected in accordance with such rules / regulations as may be in force governing transfer of securities in dematerialized mode.

For details, Investors may contact any of the Investor Service Centres of the AMC.

### **Account Statements**

The Account Statement is non-transferable. Dispatch of account statements to NRIs/FPI will be subject to applicable regulations, if required. In case of Unit holder who have provided their e-mail address the Fund will provide the Account Statement only through e-mail message, subject to Regulations and unless otherwise required. In cases where the email does not reach the Unit holder, the Fund / its Registrar & Transfer Agents will not be responsible, but the Unit holder can request for fresh statement.

The Unit holder shall from time to time intimate the Fund / its Registrar & Transfer Agent about any changes in his e-mail address. In case of Unit Holders holding units in the dematerialized mode, the Fund will not send the account statement to the Unit Holders. The statement provided by the Depository Participant will be equivalent to the account statement. The Unit holder may request for a physical account statement by writing/calling the AMC/ISC/Registrar. In case of specific request received from the Unit Holders, the AMC/Fund will provide the Account Statement to the Investors within 5 business days from the receipt of such request.

### **Consolidated Account Statement**

Consolidated is an account statement detailing all the transactions and holding at the end of the month including transaction charges paid to the distributor, across all schemes of all mutual funds, CAS issued to investors shall also provide the total purchase value/cost of investment in each scheme.

Further, CAS issued for the half-year (September/ March) shall also provide

1. The amount of actual commission paid by AMC/Mutual Fund to distributors (in absolute terms) during the half-year period against the concerned investor's total investments in each scheme.
2. The scheme's average Total Expense Ratio (in percentage terms) along with the break up between Investment and Advisory fees, Commission paid to the distributor and Other expenses for the period for each scheme's applicable plan (regular or direct or both) where the concerned investor has actually invested in.

Further, whenever distributable surplus is distributed, a clear segregation between income distribution (appreciation on NAV) and capital distribution (Equalization Reserve) shall be suitably disclosed in the CAS.

The word transaction will include purchase, redemption, switch, IDCW pay-out, IDCW reinvestment, systematic investment plan, systematic withdrawal plan and systematic transfer plan.

#### **a. For Unitholders not holding Demat Account:**

CAS for each calendar month shall be issued, on or before 15<sup>th</sup> day of succeeding month by the AMC.

The AMC shall ensure that a CAS for every half yearly (September/ March) is issued, on or before 21<sup>st</sup> day of succeeding month, detailing holding at the end of the six months, across all schemes of all mutual funds, to all such investors in whose folios no transaction has taken place during that period.

The AMC shall identify common investors across fund houses by their Permanent Account Number (PAN) for the purposes of sending CAS. In the event the account has more than one registered holder, the first named Unit Holder shall receive the Account Statement.

The AMC will send statement of accounts by e-mail where the Investor has provided the e-mail id. Additionally, the AMC may at its discretion send Account Statements individually to the investors.

#### **b. For Unitholders holding Demat Account:**

SEBI vide its circular no. CIR/MRD/DP/31/2014 dated November 12, 2014 read with other applicable circulars issued by SEBI from time to time, in order to enable a single consolidated view of all the investments of an investor in Mutual Fund and securities held in demat form with Depositories, has

required Depositories to generate and dispatch a single CAS for investors having mutual fund investments and holding demat accounts.

In view of the aforesaid requirement, for investors who hold demat account, for transactions in the schemes of Old Bridge Mutual Fund, a CAS, based on PAN of the holders, will be sent by Depositories to investors holding demat account, for each calendar month within 15<sup>th</sup> day of the succeeding month to the investors in whose folios transactions have taken place during that month.

CAS will be sent by Depositories every half yearly (September/March), on or before 21<sup>st</sup> day of succeeding month, detailing holding at the end of the six months, to all such investors in whose folios and demat accounts there have been no transactions during that period.

CAS sent by Depositories is a statement containing details relating to all financial transactions made by an investor across all mutual funds viz. purchase, redemption, switch, IDCW pay-out, IDCW reinvestment, systematic investment plan, systematic withdrawal plan, systematic transfer plan (including transaction charges paid to the distributor) and transaction in dematerialized securities across demat accounts of the investors and holding at the end of the month.

In case of demat accounts with nil balance and no transactions in securities and in mutual fund folios, the depository shall send account statement in terms of regulations applicable to the depositories. Investors whose folio(s)/demat account(s) are not updated with PAN shall not receive CAS.

Consolidation of account statement is done on the basis of PAN. Investors are therefore requested to ensure that their folio(s)/demat account(s) are updated with PAN. In case of multiple holding, it shall be PAN of the first holder and pattern of holding.

For Unit Holders who have provided an e-mail address to the Mutual Fund or in KYC records, the CAS is sent by e-mail. However, where an investor does not wish to receive CAS through email, option is given to the investor to receive the CAS in physical form at the address registered in the Depository system.

Investors who do not wish to receive CAS sent by depositories have an option to indicate their negative consent. Such investors may contact the depositories to opt out. Investors who do not hold demat account continue to receive Consolidated Account Statement sent by RTA/AMC, based on the PAN, covering transactions across all mutual funds as per the current practice.

In case an investor has multiple accounts across two depositories; the depository with whom the account has been opened earlier will be the default depository.

The dispatch of CAS by the depositories constitute compliance by the AMC/ the Fund with the requirement under Regulation 36(4) of SEBI (Mutual Funds) Regulations. However, the AMC reserves the right to furnish the account statement in addition to the CAS, if deemed fit in the interest of investor(s).

Investors whose folio(s)/demat account(s) are not updated with PAN shall not receive CAS. Investors are therefore requested to ensure that their folio(s)/demat account(s) are updated with PAN.

For folios not included in the CAS (due to non-availability of PAN), the AMC shall issue monthly account statement to such Unit holder(s), for any financial transaction undertaken during the month on or before 15<sup>th</sup> of succeeding month by mail or email.



For folios not eligible to receive CAS (due to non-availability of PAN), the AMC shall issue an account statement detailing holding across all schemes at the end of every six months (i.e. September/March), on or before 21<sup>st</sup> day of succeeding month, to all such Unit holders in whose folios no transaction has taken place during that period shall be sent by mail/e-mail.

### **Additional facilities for Subscription/Redemption/Switch of Units**

#### Transactions through Electronic Mode

The Mutual Fund may allow subscriptions of Units by electronic mode including through the various web sites with which the AMC would have an arrangement from time to time.

Subject to the investor fulfilling certain terms and conditions as stipulated by AMC from time to time, the AMC, Mutual Fund, Registrar or any other agent or representative of the AMC, Mutual Fund, the Registrar may accept transactions through any electronic mode as permitted by SEBI or other regulatory authorities.

For details investors are advised to refer to the SID of the respective Scheme(s) of the Mutual Fund.

#### Online Transactions

Investors can avail of the online facility which enables them to transact online on [www.oldbridgemf.com](http://www.oldbridgemf.com) / Mobile application. For details and applicable terms and conditions for such transactions investors are advised to refer to 'SID' of the respective Scheme(s) of the Mutual Fund and the website of the Asset Management Company i.e. [www.oldbridgemf.com](http://www.oldbridgemf.com).

#### Additional mode of payment through Applications Supported by Blocked Amount (ASBA) facility:

Pursuant to SEBI Master Circular for Mutual Funds dated May 19, 2023 as amended from time to time (Master Circular) clause 14.8, an investor can subscribe to the New Fund Offer (NFO) through ASBA facility by applying for the Units offered under the Option(s)/Plan(s) of the Scheme(s) in the ASBA Application Form and following the procedure as prescribed in the form. ASBA is an application containing an authorization given by the Investor to block the application money in his specified bank account towards the subscription of Units offered during the NFO of the Scheme of Old Bridge Mutual Fund. Thus, for an investor who applies through ASBA facility, the application money towards the subscription of Units shall be debited from his specified bank account only if his/her application is selected for allotment of Units.

#### *Benefits of Applying through ASBA facility:*

1. Writing cheques and demand drafts is not required, as investor needs to submit ASBA application Form accompanying an authorization to block the account to the extent of application money towards subscription of Units. The balance money, if any, in the account can be used for other purposes by the investors.
2. Release/Unblocking of blocked funds after allotment is done instantaneously.
3. Unlike other modes of payment, ASBA facility prevents the loss of interest income on the application money towards subscription of Units as it remains in the bank account of the investor till the allotment is made.
4. Refunds of money to the investors do not arise as the application money towards subscription of Units gets blocked only on the allotment of Units.
5. The investor deals with the known intermediary i.e. his/her own bank.

6. The application form is simpler as the application form for ASBA will be different from the NFO application form.

*ASBA Procedure:*

1. An Investor intending to subscribe to the Units of the NFO through ASBA, shall submit a duly completed ASBA Application Form to a Self-Certified Syndicate Bank (SCSB), with whom his/her bank account is maintained.
2. The ASBA Application Form towards the subscription of Units can be submitted through one of the following modes
  - i. Submit the form physically with the Designated Branches (DBs) of the SCSB ("Physical ASBA"); or
  - ii. Submit the form electronically through the internet banking facility offered by the SCSB ("Electronic ASBA").
3. An acknowledgement will be given by the SCSB in the form of the counter foil or specifying the application number for reference. Such acknowledgement does not guarantee, in any manner that the investors will be allotted the Units applied for.
4. If the bank account specified in the ASBA Application Form does not have sufficient credit balance to meet the application money towards the subscription of Units, the Bank shall reject the ASBA Application form.
5. On acceptance of Physical or Electronic ASBA, the SCSB shall block funds available in the bank account specified to the extent of the application money specified in the ASBA Application Form.
6. The application money towards the Subscription of Units shall be blocked in the account until (i) Allotment of Units is made or (ii) Rejection of the application or (iii) Winding up of the Scheme, as the case may be.
7. SCSBs shall unblock the bank accounts for (i) Transfer of requisite money to the Mutual Fund / Scheme bank account against each valid application on allotment or (ii) in case the application is rejected.
8. The list of SCSBs and their DBs where ASBA application form can be submitted is available on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)), NSE ([www.nseindia.com](http://www.nseindia.com)) and SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and shall also be given in the ASBA application form of respective schemes.

Note: No request for withdrawal of ASBA application form made during the NFO Period will be allowed.

*Grounds for Technical Rejections of ASBA application forms:*

ASBA Application Forms can be rejected, at the discretion of Registrar and Transfer Agent of Old Bridge Mutual Fund or SCSBs including but not limited on the following grounds-:

1. Applications by persons not competent to contract under the Indian Contract Act, 1872, including but not limited to minors, insane persons etc.
2. Mode of ASBA i.e. either Physical ASBA or Electronic ASBA, not selected or ticked.
3. ASBA Application Form without the stamp of the SCSB.
4. Application by any person outside India if not in compliance with applicable foreign and Indian laws.
5. Bank account details not given/incorrect details given.
6. Duly certified Power of Attorney, if applicable, not submitted along with the ASBA application form.
7. No corresponding records available with the Depositories matching the parameters namely (a) Names of the ASBA applicants (including the order of names of joint holders) (b) DP ID (c) Beneficiary account number or any other relevant details pertaining to the Depository Account.

#### *Mechanism for Redressal of Investor Grievances:*

All grievances relating to the ASBA facility may be addressed to the respective SCSBs, giving full details such as name, address of the applicant, number of Units applied for, counterfoil or the application reference given by the SCSBs, DBs or CBs, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Investor. If the SCSB is unable to resolve the grievance, it shall be addressed to Investor Relations Officer of Old Bridge Mutual Fund

#### **MF CENTRAL**

As Official Points Of Acceptance (OPA) For Transactions. As per SEBI circular no SEBI/HO/IMD/ IMD- II DOF3/P/CIR/2021/604 dated July 26, 2021, Kfin Technologies Private Limited ("K-Fintech") and Computer Age Management Services Limited ("CAMS") have jointly developed MF Central - A digital platform for transactions/ service requests by Mutual Fund investors. Accordingly, MF Central will be considered as an Official Point of Acceptance (OPA) for transactions in the Scheme.

#### **Transaction through Stock Exchange infrastructure using services of Distributor/ SEBI Registered Investment Advisor:**

Investors may enter into an agreement with certain distributors/ Registered Investment Advisers (RIAs) / Portfolio Managers (with whom AMC also has a tie up) referred to as "Channel Distributors" who provide the facility to investors to transact in units of mutual funds through various modes such as their website/ other electronic means or through Power of Attorney/agreement/ any such arrangement in favour of the Channel Distributor, as the case may be.

MF Distributor registered with AMFI or RIAs, will be eligible to use NMF-II platform of NSE (in addition to other intermediaries) and / or of BSE StAR MF platform of BSE and/ or platform of to purchase and redeem units of schemes of the Fund.

In addition to the guidelines specified for transacting through MFSS/BSE StAR MF / Platform above, following guidelines shall be applicable for transactions executed through MF Distributors/ RIAs on NMF-II / BSE StAR MF / Platform:

1. MF distributors/RIAs shall not handle pay out/pay in of funds as well as units on behalf of investor. Pay in will be directly received by recognized clearing corporation and pay-out will be directly made to investor account. In the same manner, units shall be credited and debited directly from the demat account of investors.
2. Transactions only in physical (non-demat) transactions will be permitted through NMF-II / BSE StAR MF / Platform.

The facility of transacting in mutual fund schemes through stock exchange infrastructure is available subject to such operating guidelines, terms and conditions as may be prescribed by the respective Stock Exchanges from time to time.

### **III. RIGHTS OF UNIT HOLDERS OF THE SCHEME**

1. Unit holders of the Scheme have a proportionate right in the beneficial ownership of the assets of the Scheme.
2. When the Mutual Fund declares Income Distribution cum Capital Withdrawal (IDCW) under the Scheme/ Plan, the IDCW payment shall be dispatched to the Unitholders within 7 working days of the record date of the record date of such declaration of IDCW or such other timelines as may be prescribed by SEBI from time to time. In the event of failure of despatch of IDCW within the stipulated seven working days period, the AMC shall be liable to pay interest @ 15% per annum to

the Unit holders for the delay in payment as computed from the Record Date or from such other date or for such period as may be advised by SEBI from time to time.

3. On acceptance of a valid application/transaction request for subscription, an allotment confirmation specifying the number of units allotted by way of email and/or SMS within 5 Business Days from the date of receipt of application / transaction request/ closure of New Fund Offer shall be sent to the Unit holders registered e-mail address and/ or mobile number.
  - a. For unit holders having any security in dematerialised form and having Mutual Fund (MF) folios:
    - i. The depositories shall dispatch the Securities Consolidated Account Statement (SCAS) within ten days from the month end where there are transactions either in MF or Demat account based on the data provided by MF Registrar & Transfer Agent (RTA) in respect of MF units;
    - ii. In case of no transactions in either MF or demat accounts, SCAS shall be sent on a Half-yearly basis showing the holding details by the Depositories.
  - b. For investors having only mutual fund folios and no demat account a Consolidated Account Statement (CAS) shall be sent within ten days from the month end where there are transactions by mail/e-mail by the AMC/RTA
  - c. Half-yearly CAS shall be issued at the end of every six months (i.e. September/ March) on or before 10th day of succeeding month, to all investors providing the prescribed details across all schemes of mutual funds and securities held in dematerialized form across demat accounts, if applicable.
  - d. Half yearly CAS will not be sent to those Unit holders who do not have any holdings in the schemes of mutual fund and where no commission against their investment has been paid to distributors, during the concerned half-year period.

In case of non-availability of PAN, AMC send monthly account statement for any financial transactions undertaken during the month on or before 10<sup>th</sup> day of the succeeding month by mail/email and Half Yearly Statement of holding, if there are no transaction in the folio. Units held in demat are freely transferable. If an applicant desires to transfer Units held in physical mode for e.g. in statement of account form, the AMC shall, upon receipt of valid and complete request for transfer together with the relevant documents, register the transfer within 30 days. Provided that the transferor(s) and the transferee(s) will have to comply with the procedure for transfer as may be laid down by the AMC or as required under the prevailing law from time to time including payment of stamp duty for transfer of Units, etc. Units held in Demat form are transferable in accordance with the provisions of Depositories Act, 1996 and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as may be amended from time to time. In case of Unit holders holding units in demat (electronic) mode, a demat statement will be sent by Depository Participant to the Unit holders. For more details, please refer to section 'Account Statements' in 'Scheme Information Document' of respective scheme(s) of Old Bridge Mutual Fund. The first-named Unit holder shall receive the account statements, all notices and correspondence with respect to the account, as well as the proceeds of any Redemption requests or IDCW or other distributions. In addition, such holder shall have the voting rights, as permitted, associated with such Units as per the applicable guidelines.

4. As per SEBI (MF) Regulations, the Mutual Fund shall dispatch Redemption proceeds within 3 Business Days from the date of redemption. For schemes investing at least 80% of total assets in such permissible overseas investments, the transfer of redemption or repurchase proceeds to the unitholders shall be made within 5 Business Days from the date of redemption or repurchase. A penal interest of 15% p.a. or such other rate as may be prescribed by SEBI from

time to time, will be paid in case the Redemption proceeds are not made within 3/5 Business Days (as the case may be) of the date of Redemption request. For more details please refer to section 'Redemption' in 'Scheme Information Document' of respective scheme(s) of Old Bridge Mutual Fund.

5. The Trustee is bound to make such disclosures to the Unit holders as are essential in order to keep the unitholders informed about any information known to the Trustee which may have a material adverse bearing on their investments.
6. The appointment of the AMC for the Mutual Fund can be terminated by majority of the Directors of the Trustee Company or by 75% of the Unit holders of the Scheme.
7. 75% of the Unit holders of a Scheme can pass a resolution to wind- up a Scheme.
8. The Trustee shall obtain the consent of the Unit holders:
  - o whenever required to do so by SEBI, in the interest of the Unit holders.
  - o whenever required to do so if a requisition is made by three- fourths of the Unit holders of the Scheme.
  - o when the Trustee decides to wind up the Scheme or prematurely redeem the Units.
9. The Trustee shall ensure that no change in the fundamental attributes of any Scheme or the trust or fees and expenses payable or any other change which would modify the Scheme and affects the interest of Unit holders, shall be carried out unless:
  - (i) An application has been made with SEBI and views/comments of SEBI are sought on the proposal for fundamental attribute changes;
  - (ii) an addendum to the existing SID shall be issued and displayed on AMC website;
  - (iii) a written communication about the proposed change is sent to each Unit holder and an advertisement is given in one English daily newspaper having nationwide circulation as well as in a newspaper published in the language of the region where the Head Office of the Mutual Fund is situated;
  - (iv) the Unit holders are given an option to exit at the prevailing Net Asset Value without any Exit Load; and
  - (v) SID shall be revised and updated immediately after completion of duration of the exit option (not less than 30 days from date of notice); In specific circumstances, where the approval of unit holders is sought on any matter, the same shall be obtained by way of a postal ballot or such other means as may be approved by SEBI.

#### **UNCLAIMED REDEMPTION/IDCW AMOUNT**

The unclaimed Redemption amount and IDCW amounts may be deployed by the Mutual Fund in money market instruments and separate plan of Liquid scheme / Overnight scheme / Money Market Scheme floated by Mutual Funds specifically for deployment of the unclaimed amounts only. Investors who claim the unclaimed amounts during a period of three years from the due date shall be paid initial unclaimed amount along-with the income earned on its deployment. Investors, who claim these amounts after 3 years, shall be paid initial unclaimed amount along-with the income earned on its deployment till the end of the third year. After the third year, the income earned on such unclaimed amounts shall be used for the purpose of investor education. The AMC will make a continuous effort to remind the investors through letters to take their unclaimed amounts. The details of such unclaimed redemption/IDCW amounts are made available to investors upon them providing proper credentials, on website of Mutual Funds and AMFI along with the information on the process of claiming the unclaimed amount and the necessary forms / documents required for the same.

Further, the information on unclaimed amount along-with its prevailing value (based on income earned on deployment of such unclaimed amount), will be separately disclosed to investors through the periodic statement of accounts / Consolidated Account Statement sent to the investors. Further, the investment management fee charged by the AMC for managing the said unclaimed amounts shall not exceed 50 basis points.

#### **IV. INVESTMENT VALUATION NORMS FOR SECURITIES AND OTHER ASSETS**

The Securities and Exchange Board of India (SEBI) has established Investment Valuation Norms and Accounting Policies in accordance with the SEBI (Mutual Funds) Regulations, 1996, which have been amended over time. The Eighth Schedule of the regulations (regulation 47) and circulars issued by SEBI describe the norms, methodology, and guiding principles for determining the value of investments held by Mutual Fund schemes. These Valuation Norms must be adhered to when evaluating securities.

As per Clause 6.1.3 of Master Circular No. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2023/74 dated May 19, 2023, the AMC has constituted an in-house valuation committee to review the systems and practices of valuation of securities.

Every year, the Valuation Committee review the investment policies. The Head – Compliance documents the results and conversations of the gathering. If there is a change to the current valuation policies, it should be suggested by the Valuation Committee and approved by the Board of Old Bridge Asset Management Private Limited (OBAMPL) and Old Bridge Mutual Fund Trustee Private Limited (OBMFTPL).

This policy outlines the procedures and manner to be used for determining the value of instruments and investments by OBAMPL. It further sets out the criteria to be utilized for accounting valuation., and it is subject to review and revision as needed.

#### **I. EQUITY AND EQUITY RELATED SECURITIES**

##### **A. TRADED SECURITIES**

##### **1. Equity and Equity related securities:**

OBAMPL has selected National Stock Exchange (NSE) will act as the Principal Stock Exchange for all of its equity and equity related securities held by the schemes. The Stock Exchange to be utilized for valuation is specified in the scheme offer document. When it comes to Index Funds, the Principal Stock Exchange will be the Exchange on which the benchmark index has been created.

- a) Traded securities shall be valued at the day's closing price on the NSE.
- b) When, on a particular day a security is not traded on NSE, the closing price of the security on the Bombay Stock Exchange Limited (BSE). Will be considered for valuation. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the National Stock Exchange or the Bombay Stock Exchange, as the case may be, on the earliest previous day may be used, provided such date is not more than thirty days prior to the valuation date
- c) If the equity securities are not traded on any stock exchange for a period of thirty days prior to the valuation date, the scrip must be treated as 'non-traded' scrip and should be valued as non-traded security as per the norms given separately by us in Equity Section Non-Traded and also in case of equity securities not listed on any stock exchange, the scrip is to be valued as per the norms given separately in Equity Section Non-Traded.
- d) For Index Funds, valuation shall be done at the closing prices of the underlying index.

## 2. Derivatives – Equity/Index Options and Futures:

- a) Equity/Index Options
  - i. Market values of traded option contracts shall be determined with respect to the exchange on which it is contracted originally, i.e., if an option contracted on the NSE would be valued at the closing price on the NSE.
  - ii. The Exchanges give daily settlement prices in respect of all derivatives positions. These settlements prices would be adopted for valuing the positions, which are not traded.
- b) Equity/Index Futures
  - i. Market values of traded futures contracts shall be determined with respect to the exchange on which contracted originally, i.e., if futures position contracted on the NSE would be valued at the Settlement price on the NSE.
  - ii. The Exchanges give daily settlement prices in respect of all derivatives positions. These settlements prices would be adopted for valuing the positions, which are not traded.

## B. NON-TRADED/THINLY TRADED SECURITIES

### 1. Application Money for Primary Market Issue:

Application money should be valued at cost up to 30 days from the closure of the issue or traded price whichever is earlier. If the security is not allotted / traded within 30 days from the closure of the issue, application money is to be valued as per the directives of valuation committee, which shall be ratified in the next board meeting. Rationale of valuing such application money should also be recorded.

### 2. Thinly Traded Equity/Non-Traded:

#### ***Thinly Traded:***

When trading in an equity/equity related security (such as convertible debentures, equity warrants, etc.) in a month is both less than ₹ 5,00,000 and the total volume is less than 50,000 shares, it shall be considered as a thinly traded security and valued accordingly. In order to consider a security as a thinly traded security, the volumes traded only on the NSE and the BSE shall be considered.

If the share is not listed on the stock exchanges which provide such information, then it will be obligatory on the part of the Fund to make its own analysis in line with the above criteria to check whether such securities are thinly traded which would then be valued accordingly.

Further, thinly traded securities would be monitored on calendar month basis and not on rolling basis. i.e., If a security in holding has been classified as thinly traded according to the criteria mentioned above, it would be fairly valued ignoring the primary and secondary stock exchange prices. This fair valuation would continue for the entire month even though, the volumes and value might have exceeded the limit in the current month.

In case trading in an equity security is suspended for trading on the stock exchange up to 30 days, then the last traded price would be considered for valuation of that security. If an equity security is suspended for trading for more than 30 days, then it would be considered as non-Traded and valued accordingly.

**Non-Traded:**

If the equity securities are not traded on NSE and BSE for a period of thirty days prior to the valuation date, the scrip must be treated as 'non-traded' scrip.

**Equity Shares:**

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

- i. Net Worth per share = [Share Capital + Reserves (excluding Revaluation Reserves) – Misc. expenditure and Debit Balance in P&L A/c] / No. of Paid-up Shares. This shall be computed based on the latest available audited balance sheet.
- ii. Average capitalization rate (P/E ratio) for the industry based upon either NSE or BSE data (which should be followed consistently and changes, if any noted with proper justification thereof) shall be taken and discounted by 75% i.e., only 25% of the industry average P/E shall be taken as capitalization rate (P/E ratio). Earnings per share (EPS) of the latest audited annual accounts will be considered for this purpose.
- iii. The value as per the net worth value per share and the capital earning value calculated as above shall be averaged and further discounted by 10% for thinly so as to arrive at the fair value per share.
- iv. In case the EPS is negative, EPS value for that year shall be taken as zero for arriving at capitalized earning.
- v. In case where the latest balance sheet of the company is not available within nine months from the close of the year, unless the accounting year is changed, the shares of such companies shall be valued at zero.
- vi. In case an individual security accounts for more than 5% of the total assets of the scheme, an independent valuer shall be appointed for the valuation of the said security.
- vii. To determine if a security accounts for more than 5% of the total assets of the scheme, it should be valued by the procedure above and the proportion which it bears to the total net assets of the scheme to which it belongs would be compared on the date of valuation.

**Convertible Debentures:**

In respect of convertible debentures and bonds, the non-convertible and convertible portion would be valued separately. The non-convertible portion would be valued on the same basis as is applicable to a debt instrument. The convertible component would be valued based on the same basis as would be applicable to an equity instrument.

If after conversion, the resultant equity instrument would be traded pari-passu with an existing equity instrument which is traded, the value of the later instrument can be adopted after an appropriate discount for the non-tradability of the instrument during the period preceding the conversion while valuing such instruments, the fact whether conversion is optional should also be factored in. The appropriate discount applied should be approved and factored in.

The value of the optional conversion shall be determined as follows:

- If the option to exercise rests with the issuer, the lower of the value when exercised or value when not exercised shall be taken.
- If the option to exercise rests with the investor, the higher of the value when exercised or value when not exercised shall be taken. The valuation shall be approved by the Valuation Committee.

**3. Unlisted Equity:**

These guidelines are similar to the guidelines issued by SEBI for non-traded / thinly traded securities mentioned above only except the following:



Computation of Net worth per share as lower of (a) and (b):

a)

- Net worth of the company = Paid up share capital + Reserves other than Revaluation reserve – Miscellaneous expenditure not written off or deferred revenue expenditure, intangible assets and accumulated losses.
- Net worth per share = (Net worth of the company / Number of paid-up shares).

b)

- Net worth of the company = Paid up capital + Consideration on exercise of Option/Warrants received/receivable by the company + free reserves other than Revaluation reserve – Miscellaneous expenditure not written off or deferred revenue expenditure, intangible assets and accumulated losses.
- Net worth per share = (Net worth of the company / {Number of paid-up shares + number of shares that would be obtained on conversion/exercise of outstanding warrants and options}). If the net worth of the company is negative, the share should be marked down to Zero.
  - c. The lower of (1) and (2) above shall be used for calculation of Net Worth per share and for further calculation in (c) below.
  - d. Average capitalisation rate (P/E ratio) for the industry based upon either BSE or NSE data (which shall be followed consistently and changes, if any, noted with proper justification thereof) shall be taken and discounted by 75 per cent. i.e. only 25 per cent of the industry average P/E shall be taken as capitalisation rate (P/E ratio). Earnings per share (EPS) of the latest audited annual accounts will be considered for this purpose.

- Computation of fair value per share to be considered for valuation at 15 % discount for unlisted security  

$$[(\text{Net worth per share} + \text{Capitalised value of EPS}) / 2] * 0.85$$

All calculations shall be based on audited accounts.

- In case the latest balance sheet i.e., balance sheet prepared within nine months from the close of the accounting year of the company, is not available (unless the accounting year is changed) the shares should be valued as zero.
- If the Net Worth of the company is negative, the share would be marked down to zero
- At the discretion of the AMC/valuation committee and with the approval of the trustees, unlisted equity scrip may be valued at a price lower than the value derived using the aforesaid methodology.

#### **4. Suspended Security:**

- In case trading in an equity security is suspended for trading on the stock exchange, the last traded price would be considered for valuation of that security upto 30 days.
- If an equity security remains suspended for trading on the stock exchange for more than 30 days, then it would be considered as non-traded and valued accordingly.

## 5. Non-Traded Rights Entitlements:

- a) Until they are traded, post the rights renunciation period, the value of the “rights” entitlement would be calculated as per the SEBI prescribed formula stated below:

$$V_r = n/m * (P_{ex} - P_{of})$$

where

$V_r$  = Value of Rights

$n$  = Number of rights offered

$m$  = Number of original shares held

$P_{ex}$  = Ex-right price

$P_{of}$  = Rights Offer price

*Ratio of Rights i.e. (n/m where n = No. of Rights offered and m = No. of original shares held) will be adjusted in the quantity directly while booking the Rights and hence not considered again for valuation.*

- b) Where the rights are not treated pari-passu with the existing shares, suitable adjustments would be made to the value of rights. Where it is decided not to subscribe for the rights but to renounce them and renunciations are being traded, the rights would be valued at the renunciation value.
- c) In case original shares on which the right entitlement accrues are not traded on the Stock Exchange on an ex-right basis, right entitlement should not be recognised as investments.
- d) Where right entitlements are not traded and it was decided not to subscribe the rights, the right entitlements have to be valued at zero.
- e) In case the rights offer price is greater than the ex-rights price, the value of the rights share is to be taken as zero.
- f) Post Allotment of the rights entitlement, it will be valued in line with the normal valuation methodology for valuation of equities.

## 6. Non-Traded Warrants:

Warrants can be valued at the value of the share which would be obtained on exercise of the Warrant after applying appropriate discount as decided by valuation committee prorated on a monthly basis after reducing the exercise price / issuance price from the closing price of the underlying cash equity security.

If the amount payable on exercise of the warrants is higher than the value of the share, the value of the warrants should be taken as zero.

Value of warrant = (Value of underlying shares – exercise price).

## 7. Non-Traded Preference Shares:

Non-traded preference shares shall be valued in good faith depending upon the type of the preference Share and after considering illiquidity discount, if any. Valuation of non-traded preference shares would depend on the terms of issue of preference shares. i.e., convertible/non-convertible.

- Convertible preference shares should be valued like convertible debentures
- Non-convertible preference shares should be valued like non-convertible debentures.
- In case, dividend is not received, it would be treated as NPA.

## 8. Shares on De-merger

### **On de-merger following possibilities arise which influence valuation:**

Both the shares are traded immediately on de-merger: In this case, shares of both the Companies are valued at respective traded prices.

Shares of only one company continued to be traded on de-merger: In case one entity is demerged into two or more entities and one of those entities continues to be listed, the value of unlisted entity(ies) will be difference between the closing price of the security on the ex-date (after demerger) and closing price of the security on previous trading day (before demerger) that continues to be listed. The difference in price of two dates will be the valuation price of the unlisted entity(ies) proportionately, till they are listed and traded on a stock exchange. The cost price of new entity/entities would be derived proportionately from the cost price of parent entity.

In case the value of the traded security of de-merged entity is equal to or in excess of the value of that entity before de-merger, then the security of the non-traded entity will be valued at zero.

In case an unlisted security is not listed within a period of 30 days from the ex-date, the valuation price derived for the demerged security will be reviewed on expiry of 30 days.

Both the shares are not traded on de-merger: The price of the shares of the Company one day prior to ex-date of de-merger will be bifurcated over the de-merged shares in the ratio of cost of shares of each demerged entity or on the basis of net assets transferred if the same is available from the Company and any other relevant factors.

In case shares of both the companies are not traded for more than 30 days, these are to be treated as unlisted security and valued accordingly.

On merger/demerger, in case the company specifies any regulations/ method for cost bifurcation or valuation the same will be adopted. In case the above methodology does not derive the fair valuation of de-merged entities; the same may be determined by the Valuation Committee on case-to-case basis.

### **Merger/ Amalgamation:**

Valuation of resulting company would be determined by valuation of merging / amalgamating company immediately prior to the ex-date of merger / amalgamation

- In case merging / amalgamating companies being listed, valuation of resulting companies would be summation of valuation of entities immediately prior to merger date. Further if listed company merges into an unlisted surviving company, then the surviving company should be valued at the traded value of merging company immediately before merger.
- Example:
  1. If Company A and Company B merge to form a new Company C then Company C would be valued at the price equals to A+B
  2. If Company A which is a listed company merges into Company B which is an unlisted company would be valued at traded price of A immediately before merger.
- In case, one of the merging / amalgamating companies being unlisted, valuation of resulting companies would be valued on the principles of fair valuation as guided by the valuation committee.

- If the above companies remained unlisted for more than 3 months, illiquidity discount on the derived prices may be applied on the basis of the market capitalization of the issuer viz. at 5% ,10% and 15%, for Large cap, Mid cap, Small cap respectively.
- In case of the above listed, Valuation committee may decide fair value other than guided above, post considering facts on a case to case basis. Further guidance from valuation committee would be sought for any exceptional cases not covered above.

#### **9. Partly Paid-up Equity Shares:**

*Non-traded:* Uncalled liability per share shall be reduced from the value of fully paid share, if traded, to derive price of non-traded partly paid shares.

If the fully paid-up shares are not traded, the valuation principles for valuing non- traded equity shares shall be followed for valuing the fully paid up on-traded shares (with suitable illiquidity discounts) and then reduced by the uncalled liability per share to arrive at the value of non-traded partly paid shares

*Thinly Traded:* Partly paid shares should be valued at the lower of the following two prices:

- Current closing price per share of fully paid-up shares less uncalled amount per share of partly paid shares, and,
- Closing price of the partly paid share if it has not been traded on any particular valuation day (not exceeding the last 30 days).

#### **10. Infrastructure Investment Trust (InvIT) and Real Estate Investment (REIT):**

- When units of InvITs and REITs are not traded on any stock exchange on a particular valuation day, the value at which these were traded on the selected stock exchange or any other stock exchange, as the case may be, on any day immediately prior to valuation day, shall be considered for valuation provided that such date is not more than thirty days prior to the valuation date.
- Where units of InvITs and REITs are not traded on any stock exchange for a continuous period of 30 days then the valuation for such units of InvITs and REITs will be determined by the Valuation Committee in consultation with the Internal Auditors or independent valuation agencies as deemed appropriate by the Valuation Committee from time to time.
- In addition to the above, if the valuation of units of InvITs and REITs is provided by the independent agency as approved by AMFI, AMC may get into an arrangement with such agency to provide security level price for Valuation.

#### **11. To be listed equity shares and equity related instruments (pre-public offering):**

Pending listing Such securities shall be valued as below:

- At cost, up to 2 months from the date of allotment.
- Valued as unlisted equity shares after 2 months

#### **12. Security Lending & Borrowing (SLB):**

Security Lending & Borrowing (SLB) will be valued on the basis of cost-plus amortization.

#### **13. Other Instruments:**

In case of any other type of capital corporate action event, the same shall be valued at fair price on case-to-case basis after obtaining necessary approval from board/valuation committee.

## II. INVESTMENT GRADE MONEY MARKET AND DEBT SECURITIES

### A. MONEY MARKET AND DEBT SECURITIES

Money Market and Debt instruments include CP, CD, Fixed Coupon Bonds, Zero Coupon Bonds and Pass-Through Certificates, Floating rate security (FRN), BRDS, etc.

Money Market and Debt Instruments shall be valued at average of security level prices obtained from valuation agencies.

- In case security level prices given by valuation agencies are not available for a new security (which is currently not held by any Mutual Fund), then such security may be valued at purchase yield on the date of allotment / purchase.
- Abnormal situations and market disruptions where current market information may not be obtainable / adequate for valuation of securities, valuation Committee shall be responsible for monitoring these kinds of events. Abnormal situations and market disruptions cases shall be reported to the board from time to time.
- Any change in the policy on account of clarification or communication from AMFI or internal shall be communicated to the board from time to time.

### B. OTHER MONEY MARKET AND DEBT SECURITIES

#### 1. Government Securities

Central Government Securities (CGs), State Development Loans (SDLs), Treasury Bill, Cash Management Bill, etc. shall be valued on the basis of security level prices obtained from valuation agencies.

#### 2. Deposits

Deposits with banks shall be valued at cost plus accrual basis. In case of any prepayment penalty, accrual rate would be the rate applicable for that period less any prepayment penalty.

#### 3. Tri-Party Repo (TREPS)/Reverse Repo/Corporate Bond Repo with Residual Maturity (tenure of repo) of upto 30 days:

Securities shall be valued at cost plus accrual basis. Whenever a security moves from 31 days' residual maturity to 30 days' residual maturity, the price as on 31st day shall be used for amortization from 30th day.

#### 4. Tri-Party Repo (TREPS)/Reverse Repo/Corporate Bond Repo with Residual Maturity (tenure of repo) of above 30 days:

Securities shall be valued at average of security level prices obtained from valuation agencies.

In case security level prices given by valuation agencies are not available (which is currently not held by any Mutual Fund), then such securities will be valued at purchase yield on the date of purchase.

## 5. **Securities purchased on Private Placement Basis:**

In case of securities purchased on private placement basis, if the security prices are provided by valuation agencies it should be valued or prices accordingly

In case the security is purchased on private placement basis, the same would be valued at Purchase Yield on the date of purchase. Subsequently valuation would be carried out at average of security level prices obtained from valuation agencies.

## 6. **Securities with Put/Call Options:**

The option embedded securities would be valued as follows:

### a) *Securities with call option:*

The securities with call option shall be valued at the lower of the value as obtained by valuing the security to final maturity and valuing the security to call option. In case there are multiple call options, the lowest value obtained by valuing to the various call dates and valuing to the maturity date is to be taken as the value of the instrument.

### b) *Securities with Put option:*

The securities with put option shall be valued at the higher of the value as obtained by valuing the security to final maturity and valuing the security to put option. In case there are multiple put options, the highest value obtained by valuing to the various put dates and valuing to the maturity date is to be taken as the value of the instrument.

### c) *Securities with multiple put options present ab-initio*

In respect of valuation of securities with multiple put options present ab-initio wherein put option is factored into valuation of the security by the valuation agency. If put option is not exercised by the Fund, while exercising put option would have been in favour of the scheme:

- i. Justification for not exercising put option shall be provided by the MF to valuation agencies, OBAMPL and Trustee Board on or before last date of notice period.
- ii. Valuation agencies shall not take into account remaining put options for the purpose of valuation of security.

Put option shall be considered in favour of the scheme if the yield of valuation price ignoring put option is more than contractual yield/coupon rate by 30 bps.

### d) *Securities with both Put and Call option on the same day:*

Only securities with put / call options on the same day and having the same put and call option price, shall be deemed to mature on such put / call date and shall be valued accordingly. In all other cases, the cash flow of each put / call option shall be evaluated and the security shall be valued on the following basis:

- i. Identify a 'Put Trigger Date', a date on which 'price to put option' is the highest when compared with price to other put options and maturity price.
- ii. Identify a 'Call Trigger Date', a date on which 'price to call option' is the lowest when compared with price to other call options and maturity price.
- iii. In case no Put Trigger Date or Call Trigger Date ("Trigger Date") is available, then valuation would be done to maturity price. In case one Trigger Date is available, then valuation would be done as to the said Trigger Date. In case both Trigger Dates are available, then valuation would be done to the earliest date.

If the put option is not exercised by a Mutual Fund, while exercising the put option would have been in favour of the scheme;

- i. A justification for not exercising the put option shall be provided by the Mutual Fund to the Valuation Agencies, Board of OBAMPL and OBMFTPL on or before the last date of the notice period.

- ii. The Valuation Agencies shall not take into account the remaining put options for the purpose of valuation of the security.

The put option shall be considered as 'in favour of the scheme' if the yield of the valuation price ignoring the put option under evaluation is more than the contractual yield/coupon rate by 30 basis points.

#### **7. AT-1 Bonds and Tier-2 Bonds:**

SEBI, vide para 2 of SEBI circular No. SEBI/HO/IMD/DF4/CIR/P/2021/034 March 22, 2021, has specified the glide path for the purpose of valuation of existing as well as new bonds issued under Basel III framework w.r.t. implementation of para 8 of SEBI circular No. SEBI/HO/IMD/DF4/CIR/P/2021/032 dated March 10, 2021.

Further, AMFI, vide its letter No. 135/BP/91/2020-21, has issued the detailed guidelines under the directive of SEBI for being uniformly followed and implemented by all Mutual Funds.

### **III. OTHER SECURITIES**

#### **1. Mutual Fund Units**

- Mutual Fund Units listed and traded would be valued at the closing traded price as on the valuation date.
- Unlisted Mutual Fund Units and listed but not traded Mutual Fund Units would be valued at the last declared NAV on AMFI website as on the valuation date

#### **2. Interest Rate Futures (IRF)**

- Market values of traded futures contracts shall be determined with respect to the exchange on which contracted originally, i.e., if futures position contracted on the NSE would be valued at the settlement price on the NSE. The price of the same futures contract on the BSE cannot be considered for the purpose of valuation, unless the futures contract itself has been contracted on the BSE.
- The Exchanges give daily settlement prices in respect of all derivatives positions. These settlements prices would be adopted for valuing the positions, which are not traded.

#### **3. Commodities in case of Exchange Traded Fund:**

##### **Valuation of Gold as prescribed by SEBI Regulations:**

The gold held by a gold exchange traded fund scheme shall be valued at the AM fixing price of London Bullion Market Association (LBMA) in US dollars per troy ounce for gold having a fineness of 995.0 parts per thousand, subject to the following:

- i. Adjustment for conversion to metric measures as per standard conversion rates;
- ii. Adjustment for conversion of US dollars into Indian rupees as per the RBI reference rate declared by the Financial Benchmarks India Limited (FBIL); and
- iii. Addition of –
  - a. Transportation and other charges that may be normally incurred in bringing such gold from London to the place where it is actually stored on behalf of the mutual fund; and

- b. Notional customs duty and other applicable taxes and levies that may be normally incurred to bring the gold from London to the place where it is actually stored on behalf of the mutual fund:

Provided that the adjustment under clause (iii) above may be made on the basis of a notional premium that is usually charged for delivery of gold to the place where it is stored on behalf of the mutual fund:

Provided further that where the gold held by a gold exchange traded fund scheme has a greater fineness, the relevant LBMA prices of AM fixing shall be taken as the reference price under this sub-paragraph.

If the gold acquired by the gold exchange traded fund scheme is not in the form of standard bars, it shall be assayed and converted into standard bars which comply with the good delivery norms of the LBMA and thereafter valued in terms of paragraph (l)

**Valuation process flow shall be as below:**

- i. The process of valuing Gold shall be carried out in accordance with the guidelines set out by SEBI, with the fixing price available on the LBMA site.
- ii. The Valuation Committee of the AMC shall review and determine the Premium/Discount and fixing charges for the valuation of Gold on an ongoing basis.
- iii. The LBMA Gold price is quoted in USD/Oz for 999 fineness and must be converted to Troy Ounces per kilogram for 995 purity using the NYMEX conversion factor. The fineness quotient must also be adjusted using the factor 0.995996 (0.995/0.999) if the gold is of 999 fineness.
- iv. The adjustment or conversion factor for ounce to kg is as below:
  - \*for 995 purity it is 31.99
  - \*for 999 purity it is 32.12
- v. To convert USD into INR, it must be multiplied by the INR reference rate provided by Financial Benchmarks India Pvt. Ltd. or a similar agency.
- vi. Custom duty is applied per Kg.
- vii. GST is excluded from the Valuation.

**Valuation of Silver as prescribed by SEBI Regulations:**

The Silver held by a Silver exchange traded fund scheme shall be valued at the AM fixing price of London Bullion Market Association (LBMA) in US dollars per troy ounce for Silver having a fineness of 999.0 parts per thousand, subject to the following:

- a. Adjustment for conversion to metric measures as per standard conversion rates;
- b. Adjustment for conversion of US dollars into Indian rupees as per the RBI reference rate declared by the Foreign Exchange Dealers Association of India (FEDAI); and
- c. Addition of –
  - i. Transportation and other charges that may be normally incurred in bringing such Silver from London to the place where it is actually stored on behalf of the mutual fund; and
  - ii. Notional customs duty and other applicable taxes and levies that may be normally incurred to bring the Silver from London to the place where it is actually stored on behalf of the mutual fund:



Provided that the adjustment under clause (iii) above may be made on the basis of a notional premium that is usually charged for delivery of Silver to the place where it is stored on behalf of the mutual fund:

Provided further that where the Silver held by a Silver exchange traded fund scheme has a greater fineness, the relevant LBMA prices of AM fixing shall be taken as the reference price under this sub-paragraph.

If the Silver acquired by the Silver exchange traded fund scheme is not in the form of standard bars, it shall be assayed and converted into standard bars which comply with the good delivery norms of the LBMA and thereafter valued in terms of paragraph (I)

**Valuation process flow shall be as follows:**

- i. The LBMA Silver Fixing for the day available on the LBMA site will be used for valuation.
- ii. The premium/discount and fixing charges for such valuation shall be reviewed and determined by the Valuation Committee of the AMC.
- iii. The quoted LBMA Silver price is in USD/Oz for 999 fineness, and Troy ounces per kilogram shall be used for conversion to Kilograms, the applicable conversion factor of Troy ounces per kilogram shall be used for 999 purity.
- iv. The conversion or adjustment of ounce to kg will be as below  
\*for 999 purity it is 32.1507
- v. This USD amount will be multiplied with the INR reference rate provided by Financial Benchmarks India Pvt. Ltd. or any other similar agency.
- vi. Custom duty shall be fixed on a per kilogram basis
- vii. GST shall be excluded from the valuation.

If the LBMA AM fixing or FBIL reference rate is not published on any given day, the most recently available rate shall be utilized to compute the value of goods such as Silver and Gold.

#### **4. Foreign Equity**

##### **Valuation of Investment made in Foreign Equity**

On the Valuation Day, the securities issued outside India and listed on the stock exchanges outside India shall be valued at the closing price on the stock exchange at which it is listed or at the last available traded price. However, in case a security is listed on more than one stock exchange, the AMC reserves the right to determine the stock exchange, the price of which would be used for the purpose of valuation of that security. The stock exchange once selected would be used consistently till changed by recording the reasons in writing by Board of AMC.

In case a security is not traded on valuation day, the last traded price/last available price would be used for valuation till T – 30 days. In case security is not traded for more than 30 days, the same would be valued on a fair value basis by the Valuation Committee of the AMC.

On the Valuation Day, all assets and liabilities denominated in foreign currency will be valued. The source for the price will be taken in the following order of preference: (a) FBIL, (b) Reuters, or (c) any other standard reference rate. In case any exchange rate is not available on the valuation day, the last available rate would be used for valuation.

The Trustees reserve the right to change the source for determining the exchange rate. The exchange gain / loss resulting from the aforesaid conversion shall be recognized as unrealized exchange gain / loss in the books of the Scheme on the day of valuation. Further, the exchange gain / loss resulting from the settlement of assets / liabilities denominated in foreign currency shall be recognized as realized exchange gain / loss in the books of the scheme on the settlement of such assets / liabilities.

**The procedure for valuing investments in foreign equities is outlined as follows:**

1. Select the most appropriate stock exchange for all equity and equity-related securities held by the schemes.
2. The closing prices of securities available will be taken for valuation. If these prices are unavailable, the last traded price will be considered
3. The following will be source for prices (a) Reuters, and for FX rate it will be FBIL / Reuters

In addition to the above the accounting / valuation for currency rates is given below:

1. When investing a certain portion of the fund overseas, the purchase of foreign currency will be accounted for as the cost of purchase, thus creating an FX position in the portfolio.
2. When investing in or selling securities, the record of the purchase or sale will be logged in the portfolio currency of Indian Rupees (INR). The cost of the purchase or sale, including brokerage and other fees, will be converted to INR at the agreed exchange rate.
3. At the time of settlement, the difference between the FX reference rate on the trade date and the actual FX rate used for settlement will be classified as a gain or loss due to fluctuation in foreign exchange.
4. Every day, when the closing prices and the currency rates are received, they will be applied to the portfolio, and the unrealized capital gain and FX gain will be calculated separately. The closing time for the currency rate will be 5.00 p.m., and the source for the price will be determined in the following order of preference: (a) RBI, (b) Reuters, or (c) any other standard reference rate.

**Valuation of ADR/GDR**

Mutual Fund can invest in ADRs/GDRs in line with the SEBI Circular dated September 1, 1999 and September 30, 1999. Exchange to be considered for valuation of ADRs/GDRs is to be approved by the AMC Board. Process of valuation would be as follows:

**i. Receiving last quoted price**

The closing prices of securities available will be taken for valuation. If these prices are unavailable, the last traded price will be considered

If the security is not traded on those days, the price of the previous day should be used, provided that the price is not more than 30 days old.

Thus, the closing prices of securities available will be taken for valuation. If these prices are unavailable, the last traded price from the following sources will be used: (a) FBIL, (b) Reuters, or (c) any other standard reference rate. In the event that no price is available on the valuation day, the last closing price will be used

## **ii. Converting the price in Indian Rupees (INR)**

Conversion of ADR/GDR prices from foreign currency to Indian Rupees should be undertaken using the closing exchange rate of the date of valuation. The closing price in INR should then be used for valuation. As an alternative, the closing price of the security can be converted to INR at the closing exchange rate of the day on which the prices are considered. The source for the price will be the RBI, Reuters, or any other standard reference rate, in that order of preference.

## **5. Market Linked Debenture and all OTC Derivatives including Interest Rate SWAPS (IRS)/Forward Rate Agreements (FRA):**

Irrespective of the residual maturity, securities shall be valued at average of security level prices obtained from valuation agencies.

## **6. Convertible Debentures and Bonds:**

As per Eighth Schedule of SEBI (Mutual Fund) Regulation method of valuation of convertible debentures is prescribed and will be followed by Old Bridge Mutual Fund In respect of convertible debentures and bonds, the non-convertible and convertible components shall be valued separately. The non-convertible component should be valued on the same basis as would be applicable to a debt instrument. The convertible component should be valued on the same basis as would be applicable to an equity instrument. If, after conversion the resultant equity instrument would be traded pari passu with an existing instrument which is traded, the value of the latter instrument can be adopted after an appropriate discount of the non-tradability of the instrument during the period preceding the conversion while valuing such instruments, the fact whether the conversion is optional should also be factored in.

## **7. Illiquid Securities**

- Aggregate value of "illiquid securities" of scheme, which are defined as nontraded, thinly traded and unlisted equity shares, shall not exceed 15% of the total assets of the scheme and any illiquid securities held above 15% of the total assets shall be assigned zero value.
- All funds shall disclose as on March 31 and September 30 the scheme-wise total illiquid securities in value and percentage of the net assets while making disclosures of half yearly portfolios to the unit holders. In the list of investments, an asterisk mark shall also be given against all such investments, which are recognized as illiquid securities.

## **8. Deviation from valuation guidelines**

- As per the Principles of Fair Valuation specified in Eighth Schedule of SEBI (Mutual Funds) Regulations, 1996, AMCs are responsible for true and fairness of valuation and correct NAV. Considering the same, in case an AMC decides to deviate from the valuation price given by the valuation agencies, the detailed rationale for each instance of deviation shall be recorded by the AMC.
- The rationale for deviation along-with details such as information about the security (ISIN, issuer name, rating etc.), price at which the security was valued I the price as per the valuation agencies

and the impact of such deviation on scheme NAV (in amount and percentage terms) shall be reported to the Board of AMC and Trustees.

- The rationale for deviation along-with details shall also be disclosed immediately and prominently, under a separate head on the website of AMC.
- Further, while disclosing the total number of instances of deviation in the monthly and half-yearly portfolio statements, AMCs shall also provide the exact link to their website for accessing the information.

## 9. Money Market and Debt securities rated below Investment Grade/Default

- A money market or debt security shall be classified as “below investment grade” if the long-term rating of the security issued by a SEBI registered Credit Rating Agency (CRA) is below BBB- or if the short-term rating of the security is below A3.
- A money market or debt security shall be classified as “Default” if the interest and / or principal amount has not been received, on the day such amount was due or when such security has been downgraded to “Default” grade by a CRA. In this respect, Mutual Funds shall promptly inform to the valuation agencies and the CRAs, any instance of non-receipt of payment of interest and / or principal amount (part or full) in any security.

*Para 2.0 of SEBI Circular No. SEBI/HO/IMD/DF4/CIR/P/2019/41 dated March 22, 2019 provides for valuation of money market and debt securities at prices provided by the valuation agencies notified by AMFI. Till the time scrip level valuation is not available from the agency's securities are to be valued on the basis of indicative haircuts provided by the agencies. These haircuts shall be updated and refined as and when there is availability of material information which impacts the haircuts. During this period if there are trades in the security it may be considered for valuation if it is lower than the price post standard haircut. The minimum trade size in such cases will be determined by the valuation agencies.*

The current indicative haircuts as determined by the valuation agencies and communicated by AMFI are:

### For senior, secured securities

<b>Rating/ sector</b>	<b>Infrastructure, Regal Estate, Hotels, Loan against shares and Hospitals</b>	<b>Other Manufacturing and Financial Institutions</b>	<b>Trading, Gems Jewellery and Others</b>
<b>BB</b>	15%	20%	25%
<b>B</b>	25%	40%	50%
<b>C</b>	35%	55%	70%
<b>D</b>	50%	75%	100%

### For subordinated, unsecured or both

<b>Rating/ sector</b>	<b>Infrastructure, Regal Estate, Hotels, Loan against shares and Hospitals</b>	<b>Other Manufacturing and Financial Institutions</b>	<b>Trading, Gems Jewellery and Others</b>
<b>BB</b>	25%	25%	25%
<b>B</b>	50%	50%	50%
<b>C</b>	70%	70%	70%
<b>D</b>	100%	100%	100%

In terms of the above circular, the determination of whether the rating is below investment grade will be performed by considering the most conservative rating on the instrument if it is rated by more than one rating agency.

The AMC may deviate from the indicative haircuts and/or the valuation price for money market and debt securities rated below investment grade provided by the valuation agencies subject to the following:

- i. The detailed rationale for deviation from the price post haircuts or the price provided by the valuation agencies shall be recorded by the AMC.
- ii. The rationale for deviation along with details such as information about the security (ISIN, issuer name, rating etc.), price at which the security was valued I the price post haircuts or the average of the price provided by the valuation agencies (as applicable) and the impact of such deviation on scheme NAV (in amount and percentage terms) shall be reported to the Board of AMC and Trustees.
- iii. The rationale for deviation along with details shall also be disclosed to investors under a separate head on the website. Further, the total number of such instances shall also be disclosed in the monthly and half-yearly portfolio statements for the relevant period along with an exact link to the website wherein the details of all such instances of deviation are available.

#### **10. Changes in terms of Investment**

While making any change to terms of an investment, Mutual Funds shall adhere to the following conditions:

- Any changes to the terms of investment, including extension in the maturity of a money market or debt security, shall be reported to valuation agencies and SEBI registered Credit Rating Agencies (CRAs) immediately, along with reasons for such changes.
- Any extension in the maturity of a money market or debt security shall result in the security being treated as "Default", for the purpose of valuation.
- If the maturity date of a money market or debt security is shortened and then subsequently extended, the security shall be treated as "Default" for the purpose of valuation.
- Any put option inserted subsequent to the issuance of the security shall not be considered for the purpose of valuation and original terms of the issue will be considered for valuation.

#### **11. Approach for traded and non-traded money market and debt securities**

SEBI, vide circular no. SEBI/HO/IMD/DF4/CIR/P/2019/102 dated September 24, 2019 on Valuation of money market and debt securities, has laid down the broad principles for considering traded yields for the purpose of valuation of money market and debt securities. In this regard, the following are the areas identified for issuing standard guidelines.

- a. Waterfall mechanism for valuation of money market and debt securities
- b. Definition of tenure buckets for similar maturity
- c. Process for determination of similar issuer
- d. Recognition of trades and outlier criteria
- e. Process for construction of spread matrix

## **Part A: Valuation of Money Market and Debt Securities other than G-Secs**

### *a) Waterfall Mechanism for valuation of money market and debt securities:*

The following shall be the broad sequence of the waterfall for valuation of money market and debt securities:

- i. Volume Weighted Average Yield (VWAY) of primary reissuances of the same ISIN (whether through book building or fixed price) and secondary trades in the same ISIN
- ii. VWAY of primary issuances through book building of same issuer, similar maturity (Refer Note 1 below)
- iii. VWAY of secondary trades of same issuer, similar maturity
- iv. VWAY of primary issuances through fixed price auction of same issuer, similar maturity
- v. VWAY of primary issuances through book building of similar issuer, similar maturity (Refer Note 1 below)
- vi. VWAY of secondary trades of similar issuer, similar maturity.
- vii. VWAY of primary issuance through fixed price auction of similar issuer, similar maturity
- viii. Construction of matrix (polling may also be used for matrix construction)
- ix. In case of exceptional circumstances, polling for security level valuation (Refer Note 2 below)

#### Note 1

Except for primary issuance through book building, polling shall be conducted to identify outlier trades. However, in case of any issuance through book building which is less than INR 100 Cr, polling shall be conducted to identify outlier trades.

#### Note 2

Some examples of exceptional circumstance would be stale spreads, any event/news in particular sector/issuer, rating changes, high volatility, corporate action or such other event as may be considered by valuation agencies. Here stale spreads are defined as spreads of issuer which were not reviewed/updated through trades/primary/polls in same or similar security/issuers of same/similar maturities in waterfall approach in last 6 months.

Further, the exact details and reasons for the exceptional circumstances which led to polling shall be documented and reported to AMCs. Further, a record of all such instances shall be maintained by AMCs and shall be subject to verification during SEBI inspections.

#### Note 3

All trades on stock exchanges and trades reported on trade reporting platforms till end of trade reporting time (excluding Inter-scheme transfers) should be considered for valuation on that day.

#### Note 4

It is understood that there are certain exceptional events, occurrence of which during market hours may lead to significant change in the yield of the debt securities. Hence, such exceptional events need to be factored in while calculating the price of the securities. Thus, for the purpose of calculation of VWAY of trades and identification of outliers, on the day of such exceptional events, rather than considering whole day trades, only those trades shall be considered which have occurred post the event (on the same day).

The following events would be considered exceptional events:

- i. Monetary/ Credit Policy
- ii. Union Budget
- iii. Government Borrowing/ Auction Days
- iv. Material Statements on Sovereign Rating
- v. Issuer or Sector Specific events which have a material impact on yields
- vi. Central Government Election Days
- vii. Quarter end days

In addition to the above, valuation agencies may determine any other event as an exceptional event. All exceptional events along-with valuation carried out on such dates shall be documented with adequate justification.

*b) Definition of tenure buckets for Similar Maturity*

When a trade in the same ISIN has not taken place, reference should be taken to trades of either the same issuer or a similar issuer, where the residual tenure matches the tenure of the bond to be priced. However, as it may not be possible to match the exact tenure, it is proposed that tenure buckets are created and trades falling within such similar maturity be used as per table below.

<b>Residual Tenure of Bond to be priced</b>	<b>Criteria of similar maturity</b>
Upto 1 month	Calendar Weekly Bucket
< 1 month to 3 months	Calendar Fortnightly Bucket
< 3 months to 1 year	Calendar Monthly Bucket
< 1 year to 3 years	Calendar Quarterly Budget
< 3 years	Calendar Half-yearly or Greater Bucket

In addition to the above:

- i. In case of market events, or to account for specific market nuances, valuation agencies may be permitted to vary the bucket in which the trade is matched or to split buckets to finer time periods as necessary. Such changes shall be auditable. Some examples of market events / nuances include cases where traded yields for securities with residual tenure of less than 90 days and more than 90 days are markedly different even though both may fall within the same maturity bucket, similarly for less than 30 days and more than 30 days or cases where yields for the last week v/s second last week of certain months such as calendar quarter ends can differ.
- ii. In the case of illiquid/ semi liquid bonds, it is proposed that traded spreads be permitted to be used for longer maturity buckets (1 year and above). However, the yield should be adjusted to account for steepness of the yield curve across maturities.
- iii. The changes/ deviations mentioned in clauses a and b, above, should be documented, along with the detailed rationale for the same. Process for making any such deviations shall also be recorded. Such records shall be preserved for verification.

*c) Process for determination of similar issuer*

Valuation agencies shall determine similar issuers using one or a combination of the following criteria. Similar issuer does not always refer to issuers which trade at same yields, but may carry spreads amongst themselves & move in tandem or they are sensitive to specific market factor/s hence warrant review of spreads when such factors are triggered.

- Issuers within same sector/industry and/or
- Issuers within same rating band and/or
- Issuers with same parent/ within same group and/or
- Issuers with debt securities having same guarantors and/or
- Issuers with securities having similar terms like Loan Against Shares (LAS)/ Loan Against Property (LAP)

The above criteria are stated as principles and the final determination on criteria, and whether in combination or isolation shall be determined by the valuation agencies. The criteria used for such determination should be documented along with the detailed rationale for the same in each instance. Such records shall be

preserved for verification. Similar issuers which trade at same level or replicate each other's movements are used in waterfall approach for valuations. However, similar issuer may also be used just to trigger the review of spreads for other securities in the similar issuer category basis the trade/news/action in any security/ies within the similar issuer group.

*d) Recognition of trades and outlier criteria*

*i. Volume criteria for recognition of trades (marketable lot)*

The following volume criteria shall be used for recognition of trades by valuation agencies:

<b>Parameter</b>	<b>Minimum Volume Criteria for marketable lot</b>
Primary	₹ 25 Cr for both Bonds/NCD/CP/CD and other money market instruments
Secondary	₹ 25 Cr for CP/CD, T-Bills and other money market instruments
Secondary	₹ 5 Cr for Bonds/NCO/G-Secs

*ii. Outlier criteria*

It is critical to identify and disregard trades which are aberrations, do not reflect market levels and may potentially lead to mispricing of a security or group of securities. Hence, the following broad principles would be followed by valuation agencies for determining outlier criteria.

- a. Outlier trades shall be classified on the basis of liquidity buckets (Liquid, Semi-liquid, Illiquid). Price discovery for liquid issuers is generally easier than that of illiquid issuers and hence a tighter pricing band as compared to illiquid issuers would be appropriate.
- b. The outlier trades shall be determined basis the yield movement of the trade, over and above the yield movement of the matrix. Relative movement ensures that general market movements are accounted for in determining trades that are outliers. Hence, relative movement over and above benchmark movement shall be used to identify outlier trades.
- c. Potential outlier trades which are identified through objective criteria defined above will be validated through polling from market participants. Potential outlier trades that are not validated through polling shall be ignored for the purpose of valuation.
- d. The following criteria shall be used by valuation agencies in determining Outlier Trades

<b>Liquidity Classification</b>	<b>Bps Criteria (Yield movement over Previous Day yield after accounting for yield movement of matrix)</b>
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	Upto 15 days	15-30 days	< 30 days
Liquid	30 bps	20 bps	10 bps
Semi-liquid	45 bps	35 bps	20 bps
Illiquid	70 bps	50 bps	35 bps

The above criteria shall be followed consistently and would be subject to review on a periodic basis by valuation agencies and any change would be carried in consultation with AMFI.

- e. In order to ensure uniform process in determination of outlier trades the criteria for liquidity classification shall be as detailed below:

***Liquidity classification criteria – liquid, semi-Liquid and Illiquid definition***

Valuation agencies shall use standard criteria for classifying trades as Liquid, Semi-Liquid and illiquid basis the following two criteria

- Trading Volume
- Spread over reference yield

Such criteria shall be reviewed on periodic basis in consultation with AMFI.

***Trading Volume (Traded days) based criteria:***

Number of unique days an issuer trades in the secondary market or issues a new security in the primary market in a calendar quarter

- Liquid  $\geq 50\%$  of trade days
- Semi liquid  $\geq 10\%$  to  $50\%$  trade days
- Illiquid  $< 10\%$  of trade days

**Spread based criteria:**

Spread over the matrix shall be computed and based on thresholds defined, issuers shall be classified as liquid, semi liquid and illiquid. For bonds thresholds are defined as upto 15 bps for liquid;  $> 15-75$  bps for semi-liquid;  $> 75$  bps for illiquid. (Here, spread is computed as average spread of issuer over AAA Public Sector Undertakings/Financial Institutions/Banks matrix), For CP/ CD- upto 25 bps for liquid;  $> 25- 50$  bps for semiliquid;  $> 50$  bps for illiquid. (Here, spread is computed as average spread of issuer over AI+/AAA CD Bank matrix).

The thresholds shall be periodically reviewed and updated having regard to the market.

The best classification (liquid being the best) from the above two criteria (trading volume and spread based) shall be considered as the final liquidity classification of the issuer. The above classification shall be carried out separately for money market instruments (CP/ CDs) and bonds.

e) *Process for construction of spread matrix*

Valuation agencies shall follow the below process in terms of calculating spreads and constructing the matrix:

Steps	Detailed Process
Step 1	Segmentation of corporates: The entire corporate sector is first categorised across following four sectors i.e., all the corporates will be catalogued under one of the below mentioned bucket: 1) Public Sector Undertakings/Financial Institutions/Banks; 2) Non-Banking Finance Companies -except Housing Finance Companies; 3) Housing Finance Companies; 4) Other Corporates
Step 2	Representative issuers – For the aforesaid 4 sectors, representative issuers (Benchmark Issuers) shall be chosen by the valuation agencies for only higher rating (I.e., "AAA" or AA+). Benchmark/Representative Issuers will be identified basis high liquidity, availability across tenure in AAA/AA+ category and having lower credit/liquidity premium. Benchmark Issuers can be single or multiple for each sector. It may not be possible to find representative issuers in the lower rated segments however, in case of any change in spread in a particular rating segment, the spreads in lower rated segments should be suitably adjusted to reflect the market conditions. In this respect, in case spreads over benchmark are widening at a better rated segment, then adjustments should be made across lower rated segments, such that compression of spreads is not seen at any step. For instance, if there is widening of spread of AA segment over the AAA benchmark, then there should not be any compression in spreads between AA and A rated segment and so on.
Step 3	Calculation of benchmark curve and calculation of spread – 1) Yield curve to be calculated for representative issuers for each sector for maturities ranging from 1 month till 20 years and above. 2) Waterfall approach as defined in Part A (1) above will be used for construction of yield curve of each sector. 3) In the event of no data related to trades/primary issuances in the securities of the representative issuer is available, polling shall be conducted from market participants 4) Yield curve for Representative Issuers will be created on daily basis for all 4 sectors. All other issuers will be pegged to the respective benchmark issuers depending on the sector, parentage and characteristics. Spread over the benchmark curve for each security is computed using latest available trades/primaries/polls for respective maturity bucket over the Benchmark Issuer. 5) Spreads will be carried forward in case no data points in terms of trades/primaries/polls are available for any issuer and respective benchmark movement will be given
Step 4	1) The principles of VWAY, outlier trades and exceptional events shall be applicable while constructing the benchmark curve on the basis of trades/primary issuances. 2) In case of rating downgrade/credit event/change in liquidity or any other material event in Representative Issuers, new Representative Issuers will be identified. Also, in case there are two credit ratings, the lower rating to be considered. 3) 3. Residual tenure of the securities of representative issuers shall be used for construction of yield curve.

## **Part B: Valuation of G-Secs (T-Bill, Cash management bills, G-Sec and SOL)**

The following is the waterfall mechanism for valuation of Government securities:

- VWAY of last one hour, subject to outlier validation
- VWAY for the day (including a two quote, not wider than 5 bps on NDSOM), subject to outlier validation
- Two quotes, not wider than 5 bps on NDSOM, subject to outlier validation
- Carry forward of spreads over the benchmark
- Polling etc.

Note:

1. VWAY shall be computed from trades which meet the marketable lot criteria stated in Part A of these Guidelines.
2. Outlier criteria: Any trade deviating by more than +/- 5 bps post factoring the movement of benchmark security shall be identified as outlier. Such outlier shall be validated through polling for inclusion in valuations. If the trades are not validated, such trades shall be ignored.

The aforesaid provisions related to Waterfall approach for valuation of debt and money market securities prescribed by SEBI circular dated September 24, 2019 and AMFI circular dated November 18, 2019 shall be effective from the date of implementation of the requirements of the circular by the Valuation agencies.

### **12. Treatment of upfront fees on trades**

- Upfront fees on all trades (including primary market trades), by whatever name and manner called, shall be considered by the valuation agencies for the purpose of valuation of the security.
- Details of such upfront fees shall be shared by the AMCs on the trade date to the valuation agencies as part of the trade reporting to enable them to arrive at the fair valuation for that date.
- For the purpose of accounting, such upfront fees shall be reduced from the cost of the investment in the scheme that made the investment.
- In case upfront fees are received across multiple schemes, then such upfront fees shall be shared on a pro-rata basis across such schemes.

### **13. Investment in partly paid debentures**

- a) Mutual Fund schemes shall make investment in partly paid debentures only when payment of the remaining amount is linked to clear, pre-defined events (i.e., is subject to conditions precedent). For avoidance of doubt any event which is purely time based shall not be considered as a pre-defined event. Such conditions precedent should be clearly outlined in the Agreement for subscription of the debentures/ Offer Document for the issue, as the case may be. Conditions precedent mean the clearly defined obligations/ events that need to be fulfilled before calling upon the investor to make payment for the remaining portion of the subscription. Such obligations/ events, to name a few, could include achievement of certain milestones linked with the object for which the debentures were issued or linked to the enhancement of credit rating of the Issuer or linked to other financial or operating parameters of the Issuer or linked

to the happening of an event. AMCs shall not resort to the practice of investing in partly paid debentures without any condition precedent.

- There should not be any linkages across schemes while investing in partly paid debentures. For example: if the agreement for partly paid debentures also envisages investment in any other type of instrument such as a commercial paper, then the AMC should ensure that subscription to the residual part of the issue/ the investment in the other instrument is made by the scheme which made the original investment in partly paid debentures.
  - While investing in partly paid debentures, AMCs shall ensure that interest of one set of unitholders/ schemes is not compromised at the cost of another.
  - All regulatory limits have to be complied with at the time of each such part payment.
  - In order to avoid a situation where a MF scheme is unable to honor future part payments, AMCs should avoid excessive concentration in partly paid debentures.
- b) Any investment in partly paid debentures has to be disclosed in the monthly portfolio disclosures of the scheme. This should include, inter-alia, the amount that has been contracted but not yet paid by the scheme, the dates of such future pay-ins, triggers for future pay-ins as well as any other detail that in the fund house's view may be of material interest to its investors.

#### **14. Valuation of stressed issuers and perpetual bonds**

Financial stress on the issuer and capability to repay borrowings shall be reflected in valuation of securities from trigger date.

Maturity of all perpetual bonds shall be treated as 100 years from the date of issuance for the purpose of valuation.

#### **15. Securities not covered under the current valuation policy**

In case of securities purchased by mutual fund does not fall within the current framework of the valuation of securities then the mutual fund shall report immediately to AMFI regarding the same. Further, at the time of investment AMCs shall ensure that the total exposure in such securities does not exceed 5% of the total AUM of the scheme.

AMFI has been advised that the valuation agencies should ensure that the valuation of such securities gets covered in the valuation framework within six weeks from the date of receipt of such intimation from mutual fund.

In the interim period, till AMFI makes provisions to cover such securities in the valuation of securities framework, the mutual funds shall value such securities using their proprietary model which has been approved by their independent trustees and the statutory auditors.

#### **16. Investment in new type of securities**

Investment in new type of securities/assets by the Old Bridge MF scheme shall be made only after establishment of the valuation methodologies for such securities with the approval of the Board of the OBAMPL.

## 17. Inter-scheme transfers

### a) Debt Securities:

- AMCs shall seek prices for IST of any money market or debt security (irrespective of maturity), from the valuation agencies.
- AMFI, in consultation with valuation agencies shall decide a turn-around-time (TAT), within which IST prices shall be provided by the agencies.
- If prices from the valuation agencies are received within the pre-agreed TAT, an average of the prices so received shall be used for IST pricing.
- If price from only one valuation agency is received within the agreed TAT, that price may be used for IST pricing.
- If prices are not received from any of the valuation agencies within the agreed TAT, AMCs may determine the price for the IST, in accordance with Clause 3 (a) of Seventh Schedule of SEBI (Mutual Funds) Regulations, 1996.

Clause 3 (a) - such transfers are done at the prevailing market price for quoted instruments on spot basis.

### b) Equity Securities:

Inter-scheme transfer of equity securities would be affected at the prevailing spot market price of the security at the time the transfer is affected. For this purpose, at the time of affecting the inter-scheme transfer, a record of the prices for the security quoted in the relative stock exchange (i.e., NSE/BSE) or through the Bloomberg Terminal would be obtained, which would indicate the date, time and the currently quoted price. The price given in the quotation of the stock exchange would be the effective price for the inter-scheme transfer.

## 18. Review of valuation policies

The implemented valuation policies and procedures shall be regularly reviewed (at least once in a Financial Year) by an independent auditor to seek to ensure their continued appropriateness.

## 19. Consideration of price of same/similar securities

CRISIL and ICRA shall consider the price of same/similar securities under Scrip Level Valuation as per the methodology discussed and agreed with the AMFI.

## 20. Inter-day NAV computation methodology in case of debt ETF

SEBI, vide circular no. SEBI/HO/IMD/IMD-I/DOF5/P/CIR/2021/0606 dated 30 July 2021 has clarified that for transactions by Authorised Participants / Large investors, directly with AMCs, intra-day NAV, based on the executed price at which the securities representing the underlying index or underlying commodity(ies) are purchased / sold, shall be applicable.

Refer Annexure-1 for detailed Intra-day NAV computation methodology in case of Debt ETF.

## 21. Abnormal Events

Following are the illustrative types of events which could be classified as Abnormal situations and market disruptions where current market information may not be obtainable / adequate for valuation of securities: -

- Significant volatility in the capital markets.
- Natural disasters or public disturbances that force the markets to close unexpectedly.
- Major policy announcements by the Central Bank, the Government or the Regulator.
- Large redemptions.

Valuation Committee shall be responsible for monitoring abnormal situations. Under above mentioned abnormal situations and market disruptions, Valuation Committee shall seek the guidance of the OBAMPL Board/committee of the Board of Directors appointed for this purpose in deciding the appropriate methodology for Valuation of affected securities. Any such abnormal situations shall be reported to the board of the AMC at the subsequent meeting.

If the above-mentioned policies and procedures of valuation do not result in fair/ appropriate valuation, the Old Bridge Asset Management Private Limited shall deviate from the above-mentioned policies and procedures in order to value the assets/securities at fair value.

Any deviation from the disclosed valuation policy and procedures may be with appropriate reporting to Board of Trustees and the Board of the Asset Management Company and appropriate disclosures to investors.

## ANNEXURE - 1

### INTRA-DAY NAV COMPUTATION METHODOLOGY IN CASE OF DEBT ETF

OBAMPL shall follow the following procedure to compute the intra-day NAV of Debt ETF as per aforesaid circular. The same will be applicable for all ongoing subscription/redemption transactions received through Authorized Participants and Large Investors.

1. OBAMPL will execute the trade in index/similar securities (subject to regulatory limits) for valid large investor / Authorised participant transactions.
2. Trade shall be executed for the entire basket subscribed/redeemed by investor.
3. Executed trade value (at clean price) (brokerage and other transaction charges shall be appropriately adjusted) will be considered to compute the Intra-day NAV for the transaction.
4. In case of executed trade settlement at T+1 or more, the interest accrual amount shall be recovered/paid from/to investor from the trade date to settlement date.
5. Cash component will be the difference of number of basket subscribed/redeemed by investor, multiplied by value of per unit creation size as per previous day's NAV and total market value of securities (as per previous day's valuation prices) executed on the date of transaction.
6. The sum of amounts as mentioned in point 3, 4 and 5 will be divided by number of units subscribed/redeemed by investor to arrive at Intra-day NAV applicable for the transaction.
7. Additionally, Old Bridge Mutual Fund shall also recover the statutory levy and incidental charges, if any pertain to transaction from the investor.
8. In case of trade execution in new security (new in Mutual Fund universe) where previous day's SLV prices are not available, shall be obtained from valuation agencies to compute previous day's market value for executed securities. In case price is received from one valuation agency only, such price will be considered. Trade executed price will be used in case if previous day's valuation prices are not received from both the valuation agencies.

#### V. TAX & LEGAL & GENERAL INFORMATION

The information furnished below outlines briefly the key income-tax implications applicable to the unit holders of the Scheme and to the Mutual Fund based on relevant provisions of the Income-tax Act, 1961 [as amended by the Finance Act, 2023 (FA 2023)] (collectively called 'the relevant provisions').

The information given is included only for general purpose and is based on advise received by the Asset Management Company (AMC) regarding the law and practice currently in force in India and the Investors / Unit holders should be aware that the relevant fiscal rules or their explanation may change. As is the case with any investment, there can be no assurance that the tax position or the proposed tax position prevailing at the time of an investment in the Scheme will endure indefinitely.

In view of the individual nature of tax consequences, each Investor / Unit holder is advised to consult his / her own professional tax advisor. The tax information contained in SAI alone is not sufficient and should not be used for the development or implementation of an investment strategy or construed as investment advice.

#### A. INCOME-TAX BENEFITS TO THE MUTUAL FUND

Old Bridge Mutual Fund is a Mutual Fund registered with the Securities & Exchange Board of India (SEBI) and, hence, the entire income of the Mutual Fund is exempt from income-tax in accordance with the provisions of Section 10(23D) of the Income-tax Act, 1961 (the Act).

The Mutual Fund will receive all income without any deduction of tax at source under the provisions of Section 196(iv) of the Act.

However, the Mutual Fund shall be liable to pay securities transaction tax (STT) in respect of certain transactions (refer Note 1).

## B. INCOME-TAX BENEFITS TO THE UNIT HOLDERS

Tax on Income Distribution Cum Capital Withdrawal (IDCW)<sup>1</sup> [also known as dividend income] distributed by the Mutual Fund

Currently, the IDCW (also known as dividend income) is taxable in the hands of the unitholders at the applicable tax slab rates (Refer Note 2 for tax rates) and also, subject to withholding of taxes at source by Mutual Fund:

Particulars	Tax implications in IDCW received by unit holders	Withholding of Taxes by Mutual Fund
Resident (Individuals / Non-corporates / Corporates)	Taxed in the hands of unitholders at applicable rate under the provisions of the Act	10% under section 194K of the Act*
Non-residents (Individuals / Non-corporates / Corporates/ Foreign Portfolio Investors) **	Taxed in the hands of unitholders at the rate of 20% under section 115A/115AD of the Act (plus applicable surcharge and cess)	20% (plus applicable surcharge and cess) under section 196A/196D <sup>^</sup> of the Act

\* As per provision of section 194K of the Act, where the amount of income credited or paid in a financial year, in aggregate, does not exceed INR 5,000, no withholding is required to be carried out.

\*\* As per the provisions of section 196A of the Act which is specifically applicable in case of non-resident unitholders, the Mutual Fund shall have to deduct TDS at the rate of 20% (plus applicable surcharge and cess) on IDCW (i.e. also known as dividend income) credited or paid or at a lower tax rate, if any, specified under the provisions of the Double Taxation Avoidance Agreement ('DTAA') between India and the country of residence of the unitholder. In order to avail the lower tax rate under the DTAA, the unit holder shall be required to furnish a tax residency certificate issued by the Revenue Authorities of the country of which the unit-holder is resident along with Form 10-F and such other information and documents as may be prescribed.

<sup>^</sup> Section 196D of the Act provides for deduction of tax on income of FPI from securities as referred to in section 115AD(1)(a) of the Act (other than interest referred in section 194LD of the Act) at the rate of 20 percent. Section 196D of the Act also provides that tax shall be deducted on the above income, at the rate of 20 percent or the rates provided in the relevant DTAA, whichever is lower, provided the FPI furnishes a tax residency certificate and such other information and documents as may be prescribed.

### Categories of Mutual Fund as per the provisions of the Act

Explanation to section 112A of the Act provides that:

*“(a) **equity-oriented fund** means a fund set up under a scheme of a mutual fund specified under clause (23D) of section 10 and, —*



(i) in a case where the fund invests in the units of another fund which is traded on a recognised stock exchange<sup>1</sup>,—

(a) a minimum of ninety per cent of the total proceeds of such fund is invested in the units of such other fund; and

(b) such other fund also invests a minimum of ninety per cent of its total proceeds in the equity shares of domestic companies listed on a recognised stock exchange; and

(ii) in any other case, a minimum of sixty-five per cent of the total proceeds of such fund is invested in the equity shares of domestic companies listed on a recognized stock exchange.

*Provided that the percentage of equity shareholding or unit held in respect of the fund, as the case may be, shall be computed with reference to the annual average of the monthly averages of the opening and closing figures."*

The mutual funds schemes other than the one defined above are collectively referred to as 'other than equity-oriented mutual funds' which *inter-alia* include the following:

- Liquid Funds /Money Market Funds / Income Funds (Debt Funds) / Gilt Funds
- Hybrid Fund (Equity exposure < 65%)
- Gold ETFs / Bond ETF / Liquid ETF
- Fund Of Funds (Domestic) other than Fund of funds as defined under the "Equity Oriented Fund" as defined above
- Fund Of Funds Investing Overseas
- Infrastructure Debt Funds
- Specified mutual funds as defined under section 50AA of the Act (Equity exposure < 35%)

### **Tax on Capital Gains on transfer of Mutual Fund Units**

As per the provisions of section 2(42A) of the Act, a unit of an equity oriented Mutual Fund, held by the investor as a capital asset, is considered to be a short-term capital asset, if it is held for 12 months or less from the date of its acquisition by the unit holder. A unit of other than equity-oriented Mutual Fund is considered to be a short-term capital asset, if it is held for 36 months or less from the date of its acquisition by the unit holder.

Accordingly, if the unit of the equity-oriented Mutual Fund or other than equity-oriented mutual fund is held for a period of more than 12 months or 36 months respectively, it is treated as a long-term capital asset.

### **Long Term Capital Gains - Equity-oriented Mutual Fund All Unit Holders**

With effect from 1 April 2018, the exemption on long term capital gains on sale of Units as provided in clause (38) of section 10 of the Act has been withdrawn and section 112A of the Act for taxability of long-term capital gain arising from transfer of a long-term capital asset being a unit of equity- oriented fund has been introduced.

Under the provisions of section 112A of the Act, long term capital gain arising from transfer of a long-term capital asset shall be taxed @10% on entire capital gains exceeding Rs. 1,00,000. The said tax rate shall be increased by applicable surcharge and cess (Refer Note 3). The tax rate of 10% will be applicable

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<sup>1</sup> Popularly known as "Fund of Funds"

to such long-term capital gains, if long term capital asset is in the nature of a unit of an equity-oriented fund and STT has been paid on transfer of such capital asset.

Further, the third proviso to section 48 of the Act, provides that the:

1. The long-term capital gains will be computed without giving effect to the first and second provisos to section 48, i.e. inflation indexation in respect of cost of acquisition and cost of improvement, if any, and the benefit of computation of capital gains in foreign currency in the case of a non-resident, will not be allowed.
2. Section 55(2) (ac) of the Act provides the mode of computation of cost of acquisition in respect of the long-term capital asset being an equity share in a company or unit of an equity-oriented fund or unit of business trust acquired by the assesses before the 1st day of February, 2018, shall be deemed to be the higher of –
  - a. the actual cost of acquisition of such asset; and
  - b. the lower of –
    - i. the fair market value of such asset; \*and
    - ii. the full value of consideration received or accruing as a result of the transfer of the capital asset.

\*Fair market value has been defined to mean –

1. in a case where the capital asset is listed on any recognized stock exchange, the highest price of the capital asset quoted on such exchange on the 31st day of January, 2018. However, where there is no trading in such asset on such exchange on the 31st day of January, 2018, the highest price of such asset on such exchange on a date immediately preceding the 31st day of January, 2018 when such asset was traded on such exchange shall be the fair market value.
2. in a case where the capital asset is a unit of an equity oriented mutual fund and is not listed on recognized stock exchange, the net asset value of such asset as on the 31st day of January, 2018.

In case of individuals/ HUFs, being residents, where the total taxable income excluding long-term capital gains is below the maximum amount not chargeable to tax (refer note 2), then the difference between the current maximum amount not chargeable to tax and total income excluding long-term capital gains, shall be adjusted from long-term capital gains. Therefore, only the balance long term capital gains will be liable to income-tax at the rate of 10 percent, plus health and education cess.

STT is not deductible while computing capital gains.

## **Long Term Capital Gains - Other than equity-oriented Mutual Fund**

### **Taxability in the hands of FPI unit holders**

Long-term capital gains arising on sale / repurchase of other than equity-oriented mutual fund units shall be taxed at the rate of 10% under Section 115AD of the Act. The said tax rate shall be increased by applicable surcharge and health and education cess (refer Note 3). Such gains shall be calculated without inflation index and currency fluctuations.

### **Taxability in the hands of Specified overseas financial organisations ('offshore funds')**

As per the provisions of section 115AB of the Act, long-term capital gains arising on sale / repurchase of units of other than equity-oriented mutual fund purchased in foreign currency shall be liable to tax

at the concessional rate of 10%. The said tax rate shall be increased by applicable surcharge and health and education cess (refer Note 3). However, such gains shall be computed without the benefit of cost indexation where the gross total income of the offshore fund consists only of income from units or income by way of long-term capital gains arising from the transfer of units.

#### **Taxability in the hands of Unit holders other than FPI and offshore funds**

Long-term capital gains arising on sale / repurchase of units of other than equity-oriented mutual fund shall be chargeable under Section 112 of the Act, at concessional rate of tax, at 20%. The said tax rate shall be increased by applicable surcharge and health and education cess (refer note 3).

The following amounts shall be deductible from the full value of consideration, to arrive at the amount of capital gains:

- Cost of acquisition of Units as adjusted by Cost Inflation Index notified by the Central Government, and
- Expenditure incurred wholly and exclusively in connection with such transfer.

In case of individuals/ HUFs, being residents, where the total taxable income excluding long-term capital gains is below the maximum amount not chargeable to tax (refer note 2), then the difference between the current maximum amount not chargeable to tax and total income excluding long-term capital gains, shall be adjusted from long-term capital gains. Therefore, only the balance long term capital gains will be liable to income-tax at the rate of 20 percent, plus health and education cess.

In case of Unlisted units of mutual funds:

Further, long-term capital gains arising out of the transfer of unlisted units of mutual funds in case of non-resident unit holders, shall be subject to tax at the rate of 10% (plus applicable surcharge and health and education cess – Refer Note 3) without giving effect to indexation and foreign exchange fluctuation benefit.

#### **Short-term Capital Gains - Equity-oriented Mutual Fund**

##### **Taxability in the hands of All unit holders**

As per Section 111A of the Act, short-term capital gains arising from the sale of a unit of an equity-oriented fund is taxed at 15% provided such transaction of sale is chargeable to STT.

The said tax rate shall be increased by applicable surcharge and cess (Refer Note 3).

In case of individuals/ HUFs, being residents, where the total taxable income excluding short-term capital gains is below the maximum amount not chargeable to tax (refer note 2), then the difference between the current maximum amount not chargeable to tax and total income excluding short-term capital gains, shall be adjusted from short-term capital gains. Therefore, only the balance short term capital gains will be liable to income-tax at the rate of 15 percent, plus health and education cess.

#### **Short-term Capital Gains - Other than equity-oriented mutual fund**

##### **Taxability in the hands of FPI unit holders**

Short-term capital gains arising on sale / repurchase of units of other than equity-oriented mutual fund shall be taxed at the rate of 30% (as increased by applicable surcharge and education cess, if any (refer Note 3)).

### **Taxability in the hands of unitholders other than FPI**

Short-term capital gains arising on sale / repurchase of units of other than equity-oriented mutual fund shall be taxed at following rates (as increased by applicable surcharge and education cess, if any (refer Note 3)).

<b>Investors</b>	<b>Tax rate (refer note 2)</b>
Individual, HUF, AOP, BOI	Slab rate
Firm	30%
Resident company	30%/25%/22%/15% (detail in Note 2)
Foreign company	40%

In case of individuals/ HUFs, being residents, where the total taxable income excluding short-term capital gains is below the maximum amount not chargeable to tax (refer note 2), then the difference between the current maximum amount not chargeable to tax and total income excluding short-term capital gains, shall be adjusted from short-term capital gains. Therefore, only the balance short term capital gains will be liable to income-tax at the slab rates, plus health and education cess.

### **Relief under double taxation avoidance agreement (DTAA)**

Section 90 of the Act provides that where a double taxation avoidance agreement (DTAA) has been executed between the Government of India and the Government of any other country, the provisions of the Act will apply to the extent they are more beneficial to the non-resident unit holder. Section 90(4) of the Act provides that a tax payer, not being a resident, to whom a DTAA applies, shall not be entitled to claim any relief under such DTAA unless a certificate of it being a resident in a country outside India i.e. a Tax Residency Certificate ('TRC') is obtained from the Government / Revenue Authorities of that country. Further, in addition to the TRC, in order to claim the benefit of lower tax rate specified under the Article of the DTAA, information as per Form 10F or such other specified Form / document as may be required under the Act is to be furnished.

### **Capital gains in respect of Specified mutual funds as defined under section 50AA of the Act**

As per Finance Act, 2023, new Section 50AA of the Act is introduced which states that the gains from transfer or redemption or maturity of unit of a Specified Mutual Fund acquired on or after 1 April 2023, will be taxed as **deemed short-term capital gains** at applicable rates irrespective of the period of holding. Accordingly, even if the units of such specified mutual fund are held for a period of more than 36 months, upon transfer or redemption or maturity of such units, short term capital gains tax would apply.

Specified Mutual Fund means a Mutual Fund, **where not more than 35% of its total proceeds is invested in the equity shares of domestic companies**. The percentage of equity shareholding held in respect of the Specified Mutual Fund shall be computed with reference to the annual average of the daily closing figures.

### **Tax Deduction at Source on capital gains**

#### **Resident Unit holders**

No tax is required to be deducted at source from capital gains arising to resident investors at the time of repurchase or redemption of the units. Please note that withholding under section 194K of the Act is not applicable on capital gains arising on redemption of units of mutual fund.

#### **Foreign Portfolio Investors ('FPI')**

Under Section 196D of the Act, no deduction shall be made from any income by way of capital gains, in respect of transfer of units referred to in Section 115AD of the Act.

#### **Specified overseas financial organizations ('offshore funds')**

As per section 196B of the Act, income-tax is deductible on long-term capital gains arising on sale / repurchase of units of other than equity oriented mutual fund purchased in foreign currency, at the rate of 10 per cent. The said tax rate shall be increased by applicable surcharge and cess (refer Note 3). Income-tax is deductible on short-term capital gains arising on sale / repurchase of such units at the rate of 40 per cent plus applicable surcharge and cess (refer Note 3) in case of foreign companies; and 30 per cent plus applicable surcharge and cess (refer Note 3) in case of non-corporate Unit holders.

#### **Non-resident Unit holders other than FPI and Offshore Funds**

Income-tax is deductible at source on short-term capital gains arising on sale / repurchase of units of equity oriented mutual fund at the rate of 15% plus applicable surcharge and health and education cess (refer Note 3).

Income-tax is deductible on long-term capital gains arising on sale / repurchase of unit of equity-oriented fund referred to above at the rate of 10 % plus applicable surcharge and cess (refer Note 3).

Tax at source on long-term capital gains arising on sale / repurchase of units of other than equity-oriented mutual fund it shall be deducted at the rate of 20 per cent in case of listed units (capital gains to be calculated with indexation) and 10 per cent in case of unlisted units (capital gains to be calculated without indexation). Surcharge on income-tax will be levied as applicable and cess (refer Note 3).

Tax is deductible on short-term capital gains arising on sale / repurchase of units at the marginal rates, viz. at 30 per cent in case of individuals (assuming the individual falls in the highest tax bracket) and other non-corporate Unit holders; and at 40 per cent in case of corporate Unit holders (being non-resident). Surcharge on income-tax will be levied as applicable and cess (refer Note 3).

However, in case of such other non-resident unit holder who is a resident of a country with which India has signed a DTAA (which is in force), income-tax is payable at the rate provided in the Act or the rate provided in the said agreement, whichever is more beneficial to such other non-resident unit holder which can be claimed in the return of income to be filed by such investors. In order to avail the lower tax rate under the DTAA, the unit holder shall be required to furnish a tax residency certificate issued by the Revenue Authorities of the country of which the unit-holder is resident along with Form 10-F and such other information and documents as may be prescribed.

If the non-resident unit holder produces a nil or lower withholding certificate from the income tax authorities, then tax shall be deducted at such rates mentioned in the certificate during the validity of the certificate.

## **Other Benefits and Important concerns**

### **Exemption of long-term capital gain from income tax by investing in residential house property**

As per the provisions of Section 54F of the Act and subject to the conditions specified therein, in case of an individual or a HUF, capital gains arising on transfer of a long-term capital asset (not being a residential house) shall not chargeable to tax, if the entire consideration received on such transfer is invested within the prescribed period in one residential house property. Thus, if the consideration on transfer / redemption of mutual funds is invested within the prescribed period in one residential house, then long term capital gains arising from such transfer / redemption (subject to upper ceiling of Rs 10 crores) would not be chargeable to tax. Each Investor is advised to consult his / her or its own professional tax advisor before taking the benefit under this provision.

### **Certain deductions available under Chapter VI-A of the Act (Equity Linked Savings Schemes)**

Equity Linked Savings Schemes (ELSS) are schemes formulated under the Equity Linked Savings Scheme (ELSS), 2005, issued by the Central Government.

Accordingly, any investment made by an assessee in the ELSS of the Fund up to a sum of Rs. 150,000/- in a financial year would qualify for deduction under Section 80C of the Act.

An "assessee" as per ELSS 2005 means:—

- (i) an individual; or
- (ii) a Hindu undivided family; or
- (iii) an association of persons or a body of individuals consisting, in either case, only of husband and wife governed by the system of community of property in force in the State of Goa and Union Territories of Dadra and Nagar Haveli and Daman and Diu by whom, or on whose behalf, investment is made;

Note-

Section 115BAC of the Act provides an optional tax regime for the taxpayers like individual and HUF, where taxpayers are given an option to pay taxes at a concessional rate (slab rates) from Financial year (FY) 2020-21 onwards. Any individual/ HUF opting to be taxed under such tax regime from FY 2020-21 onwards will have to forgo certain exemptions and deductions. Since, individuals/ HUF opting for the optional tax regime are not eligible for Chapter VI-A deductions, the investment in ELSS Funds cannot be claimed as deduction from the total income.

### **Minimum Alternate Tax (All Corporate investors)**

Section 115JB(1) of the Act provides that, if the tax payable by a company on the total income computed as per the provisions of the Act is less than 15 per cent of its 'book profit', then notwithstanding anything contained in any other provision of the Act, the 'book profit' shall be deemed to be the total income of the tax payer, and the amount of tax payable shall be the amount of income-tax at the rate of 15 per cent (plus applicable surcharge and health and education cess) on such total income. This tax prescribed on book profits under section 115JB is commonly referred to as MAT.

MAT provisions shall not be applicable and shall be deemed to have never been applicable to a foreign company:

- i. if such foreign company is a resident of a country or specified territory with which the Government of India has entered into a DTAA or such other agreement as specified in Section 90 A (1) of the Act, and the foreign company does not have a permanent establishment in India in accordance with the provisions of such agreement; or
- ii. if the foreign company is a resident of a country with which India does not have an agreement as stated above and the foreign company is not required to seek registration under any law for the time being in force relating to companies.

Further, the provisions of this aforementioned section shall not be applicable and shall be deemed never to have been applicable to an assessee being a foreign company where its total income comprises solely of profits and gains from business referred to in section 44B, 44BB, 44BBA or 44BBB of the Act and such income has been offered to tax at the rates specified in those sections.

Further, MAT shall not be applicable to resident companies opting taxation under section 115BAA and section 115BAB (Refer Note 2).

### **Deduction for the Securities Transaction Tax**

As per the Finance Act, 2008 deduction in respect of STT paid is allowed in the computation of business income. This is subject to the condition that such income from taxable securities transaction is included under the head "profit and gains from business and profession".

### **Religious and Charitable Trusts**

Investments in Units of the Mutual Fund will rank as an eligible form of investment under Section 11(5) of the Act read with Rule 17C of the Income-tax Rules, 1962 (Rules), for Religious and Charitable Trusts.

### **Set off of Capital losses**

The long-term capital loss suffered on sale / repurchase of units shall be available for set off against long-term capital gains arising on sale of other assets and balance unabsorbed long-term capital loss shall be carried forward for set off only against long-term capital gains in subsequent years.

Short-term capital loss suffered on sale / repurchase of units shall be available for set off against both long-term and short-term capital gains arising on sale of other assets and balance unabsorbed short-term capital loss shall be carried forward for set off against capital gains in subsequent years.

Such carry forward is admissible maximum upto eight assessment years.

Each Investor is advised to consult his / her or its own professional tax advisor before claiming set off of long-term capital loss arising on sale of units of an equity-oriented fund/ other than equity-oriented fund referred to above, against long-term capital gains arising on sale of other assets.

### **Bonus stripping**

Additionally, as per section 94(8) of the Act, wherein in case of securities and units purchased within a period of three months prior to the record date for entitlement of bonus and sold within nine months after the record date, the loss arising on transfer of original securities and units shall be ignored for the purpose of computing the income chargeable to tax. The loss so ignored shall be treated as cost of acquisition of such bonus units.

### **Furnishing of Permanent Account Number (PAN)**

As per the provisions of the section 206AA of the Income-tax Act, 1961, any person whose receipts are subject to deduction of tax at source shall mandatorily furnish his PAN to the deductor failing which the deductor shall deduct tax at source at higher of the following rates:

- a. the rate prescribed in the Act;
- b. at the rates in force (this takes into account the rates as per the DTAA)
- c. at the rate of 20%

The provisions of Section 206AA of the Act shall not apply to anon-resident investor if he receives income in the nature of interest, royalty, fees for technical services, dividend or transfer of any capital asset and provides a copy of a tax residency certificate obtained from the Revenue Authorities / Government of its country along with such other information as prescribed under Rule 37BC of the Income-tax Rules instead of the PAN. In view of the same, a non-resident is technically required to have a PAN or such other document as may be prescribed under the provisions of the Act and non-availability of the same may result in withholding tax at higher rate. However, if PAN or such other document prescribed as stated above is available, then the beneficial rates as per DTAA (if applicable) can be availed subject to deductee being eligible for DTAA benefits.

### **Manner of making Permanent Account Number (PAN) inoperative**

Rule 114AAA of the Rules provides that where a taxpayer does not link his PAN with his Aadhaar number, then PAN of such a taxpayer shall become inoperative and consequences for not furnishing, intimating or quoting of PAN under the Act shall be applicable. However, PAN will again become operative as and when the taxpayer links it with the Aadhaar number.

In this regard, Central Board of Direct Taxes (CBDT) vide Notification No. 37/2017, F. No. 370133/6/2017-TPL, dated 11 May 2017 has clarified that provisions of section 139AA of the IT Act shall not apply to an individual who does not possess the Aadhaar number or the Enrolment ID and is a non-resident as per the Act.

Given that provisions of section 139AA of the Act does not apply to a non-resident, consequently, the provisions of Rule 114AAA of the Rules shall also not apply in respect of such non-resident.

### **Wealth-tax**

The provisions of Wealth Tax Act cease to apply from A.Y 2016-17 i.e. there will be no wealth tax liability for F.Y 2015-16 onwards.

### **Gift Tax**

Since the provision of Gift Tax Act, 1958 have ceased to apply with effect from October 1,1998, gift of units of mutual funds made on or after October 1,1998 will not be liable to Gift Tax under the Gift Tax Act, 1958. However, pursuant to the Finance Act, 2009, Section 56 of the Income Tax Act has been amended to provide that value of any property, including units of mutual funds, received without consideration or for inadequate consideration on or after October 1, 2009 (from the person or in situations other than those exempted under Section 56(2)(vii) of the Act) will be included in the computation of total income of the recipient and be subject to tax on the difference between the fair market value of such units and the consideration at which it is acquired. With effect from 1 April 2017, section 56(2)(vii) of the Act has now been replaced with section 56(2)(x) of the Act.



**Note 1: Rates of STT in respect of Units equity-oriented mutual fund Schemes**

Nature of Transaction	Payable by	Value on which tax shall be levied	Rates (%)
Delivery based sale transaction in units of equity-oriented fund entered in a recognized stock exchange	Seller	Value at which units are sold	0.001
Non-delivery-based sale transaction in equity shares or units of equity-oriented fund entered in a recognised stock exchange.	Seller	Value at which shares/units are sold	0.025
Sale of units of an equity-oriented fund to the mutual fund	Seller	Value at which units are sold	0.001
Purchase of units of equity-oriented mutual fund	Not Applicable	Not Applicable	NIL

Value of taxable securities transaction in case of units shall be the price at which such purchased or sold.

**Note 2:**
**Rates of income-tax**

Individuals, Hindu Undivided Families, Association of Persons, Body of individuals, Non-Resident Indian and PIOs*	Total income for a tax year	Tax
	<= Rs. 2.50 lacs	Nil (basic exemption limit#)
	> Rs. 2.5 lacs and <=Rs 5 lacs	5% of total income exceeding Rs 2.5 lacs
	> Rs 5 lacs and <=Rs 10 lacs	Rs. 12,500 /- plus 20% of amount exceeding Rs 5 lacs
	> Rs 10 lacs	Rs.1,12,500 /- plus 30% of amount exceeding Rs 10 lacs
# Basic exemption limit for resident individuals of the age of 60 years or more but less than 80 years is Rs. 3 lacs, for individuals of the age of 80 years or more (very senior citizens) is Rs. 5 lacs. An additional rebate upto Rs 12,500 /- is being provided for residential individuals whose income doesn't exceed Rs 5,00,000 /-		
Partnerships (including LLPs)		30%
Domestic company (adopting the new taxation regime provided under Section 115BAA) <sup>2</sup>		22%
Domestic manufacturing company <sup>3</sup> (adopting the new taxation regime provided under Section 115BAB)		15%
Domestic company having turnover/ gross receipt not exceeding Rs 400 crores in financial		25%

<sup>2</sup> Such companies would not be entitled to certain tax exemptions and deductions viz. 80G. Such companies would also not be subject to MAT. Such option once exercised, cannot be subsequently withdrawn.

<sup>3</sup> Companies engaged in manufacturing of any article or thing incorporated on or before from 31st March 2024. Also, subject to other conditions stipulated under section 115BAB. Such companies would not be entitled to certain tax exemptions and deductions viz. section 80G. Such companies would also not be subject to MAT. Such option once exercised, cannot be subsequently withdrawn.

year 2021-22 [if it does not exercise to adopt the new taxation regime which has the basic tax rate of 22% / 15%]	
Domestic Company (having turnover / gross receipt exceeding Rs 400 crores in FY 2019-20) [if it does not exercise to adopt the new taxation regime which has the basic tax rate of 22% / 15%]	30%
Resident companies	30%/25%/ 22%/15%
Foreign companies other than FPIs	40%

\*Section 115BAC of the Act provide individuals and HUFs for an option to pay taxes as per concessional tax slabs which are as follows:

Total income for a tax year	Tax Rate
<= Rs. 3 lacs	Nil (basic exemption limit)
> Rs. 3 lacs and <=Rs 6 lacs	5% of total income exceeding Rs 3 lacs
> Rs. 6 lacs and <=Rs 9 lacs	Rs 15,000 plus 10% of the amount by which the total income exceeds Rs 6 lacs
> Rs. 9 lacs and <=Rs 12 lacs	Rs 45,000 plus 15% of the amount by which the total income exceeds Rs 9 lacs
> Rs. 12 lacs and <=Rs 15 lacs	Rs 90,000 plus 20% of the amount by which the total income exceeds Rs 12 lacs
> Rs. 15 lacs	Rs 150,000 plus 30% of the amount by which the total income exceeds Rs 15 lacs

Rebate of lower of actual tax liability or Rs. 25,000 available in case of resident individuals having total income not exceeding Rs. 7 lacs. Further, marginal relief available, to the extent the income-tax payable on total income exceeds the total income above INR 7 lakhs.

Note - Any individual/ HUFs opting to be taxed under the above tax regime from FY 2023-24 onwards will have to forgo certain exemptions and deductions. Further, individuals and HUF who do not have business income or income from profession can opt for new tax regime on a year on year basis. However, taxpayers earning business income or income from profession can opt into the regime only once on irrevocable basis. Such option will apply to all subsequent tax years and in a case where such option is withdrawn by the taxpayer, he shall not be eligible to avail the concessional slab rates in subsequent years until he ceases to have business income or income from profession.

### Note 3: Surcharge rate

#### Individual/ HUF/ AOP/ BOI (Residents and non-residents)

Income	Surcharge rate	Cess
(a) Rs.50 lakh to 1 crore (including dividend and capital gains income)	10%	4% on tax plus Surcharge, applicable in all cases
(b) Above Rs 1 crore upto Rs 2 crores (including dividend and capital gains income)	15%	
(c) Above Rs 2 crores upto Rs 5 crores (excluding dividend (dividend received from domestic companies only) and short capital gains income)	25%	

under section 111A and long-term capital gains under section 112 and 112A of the Act)		
(d) Above Rs 5 crores (excluding dividend (dividend received from domestic companies only) and short-term capital gains income under section 111A and long-term capital gains under section 112 and 112A of the Act)	37%*	
(e) Above 2 crores [comprising of dividend income (dividend received from domestic companies only) and short-term capital gains income under section 111A and long-term capital gains under section 112 and 112A of the Act)] but not covered in point (c) and (d) above	15%	

\*Please note that where the Assessee has opted for taxation under the new tax regime under section 115BAC of the Act, the surcharge rate shall not exceed 25%.

### Companies

Income	Resident companies*	Foreign Company/ Corporate FPIs	Cess
Above Rs 1 crore upto Rs 10 crores	7%	2%	4% on tax plus Surcharge, applicable in all cases
Above Rs 10 crores	12%	5%	

\*Surcharge rate shall be 10% in case resident companies opting taxation under section 115BAA and section 115BAB on any income earned.

In case of firm with total income exceeding Rs.1 crore, surcharge rate shall be 12%.

## C. LEGAL INFORMATION

### 1. Nomination Facility

- i. Pursuant to Regulation 29A of the SEBI Regulations, the AMC provides an option to the Unit holder to nominate (in the manner prescribed under the SEBI Regulations), a person(s) in whom the Units held by him shall vest in the event of his death. Where the Units are held by more than one person jointly, the joint Unit holders may together nominate a person(s) in whom all the rights in the Units shall vest in the event of death of all the joint Unit holders. By provision of this facility the AMC is not in any way attempting to grant any rights other than those granted by law to the nominee(s).
- ii. A nomination in respect of the Units does not create an interest in the property after the death of the Unit holder. The nominee(s) shall receive the Units only as an agent and trustee for the legal heirs or legatees as the case may be. It is hereby clarified that the nominees(s) under the nomination facility provided herein shall not necessarily acquire any title or beneficial interest in the property by virtue of this nomination.
- iii. Nomination can be made only by individuals on their own behalf, either singly or jointly. Non- individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate.
- iv. Only the following categories of Indian Residents can be nominated: (a) individuals (b) minors through parent/legal guardian (c) religious and charitable trusts and (d) Central

- Government, State Government, a local authority or any person designated by virtue of his office.
- v. The Nominee shall not be a trust other than a religious or charitable trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a Power of Attorney holder.
  - vi. A non-resident Indian can be a Nominee subject to the exchange controls in force from time to time.
  - vii. Minor(s) can be nominated and in that event, the name and address of the guardian of the minor nominee shall be provided by the Unit holder. Nomination can also be in favour of the Central Government, State Government, a local authority, any person designated by virtue of his office or a religious or charitable trust.
  - viii. Nomination can be made for maximum of 3 nominees. In case of multiple nominees, the percentage of allocation / share in favour of each of the nominees should be indicated against their name and such allocation / share should be in whole numbers without any decimals making a total of 100 percent. In the event of Unit holders not indicating the percentage of allocation / share for each of the nominees, the Mutual Fund /the AMC, by invoking default option shall settle the claim equally amongst all the nominees.
  - ix. Nomination in respect of the Units stands rescinded upon the Redemption of Units.
  - x. Cancellation of nomination can be made only by those individuals who hold Units on their own behalf singly or jointly and who made the original nomination. On cancellation of the nomination the nomination shall stand rescinded and the Mutual Fund / AMC shall not be under any obligation to transfer the Units in favour of the nominee(s).
  - xi. The nomination facility extended under the Scheme is subject to existing laws. The AMC shall, subject to production of such evidence which in their opinion is sufficient, proceed to effect the payment/transfer to the Nominee(s). Transfer of Units / payment to the nominee(s) of the sums shall discharge the Mutual Fund / AMC of all liability towards the estate of the deceased Unit holder and his/her/their successors/legal heirs.
  - xii. The Fund, the AMC and the Trustee are entitled to be indemnified from the deceased Unit Holder's estate against any liabilities whatsoever that any of them may suffer or incur in connection with a nomination.
  - xiii. Nomination will be mandatory for new folios/accounts opened by individuals especially with sole/single holding.
  - xiv. Investors who do not wish to nominate must sign separately confirming their non-intention to nominate.
  - xv. In case of joint holdings in a folio, all joint holders will be required to sign the request for nomination/cancellation of nomination, even if the mode of holding is not joint. The facility to nominate will not be available in a folio held on behalf of a minor. Nomination form cannot be signed by Power of Attorney (PoA) holders.
  - xvi. The facility to nominate will not be available in a folio held on behalf of a minor.
  - xvii. Nomination shall be maintained at the folio or account level and shall be applicable for investments in all schemes in the folio or account.
  - xviii. Every new nomination in a folio will over write the existing nomination.
  - xix. In terms clause 17.16 of Master Circular, Investors subscribing to mutual fund units, will have the choice of:
    - Providing nomination in the format specified in fourth schedule of SEBI (Mutual Funds) Regulations, 1996 (or)
    - In case investor wishes to opt- out of nomination need to submit a signed Declaration form as provided by AMC.

AMC shall provide an option to the unit holder(s) to submit either the nomination form or the declaration form for opting out of nomination in physical or online as per the choice of the unit holder(s). In case of physical option, the forms shall carry the wet signature of all the unit holder(s). In case of online option, instead of wet signature(s) of all the unit holder(s), AMCs shall validate the forms:

- a) Using e-Sign facility recognized under Information Technology Act, 2000; or
- b) Through two factor authentication (2FA) in which one of the factor shall be a One-Time Password sent to the unit holder at his/her email/phone number registered with the AMC.

AMC shall provide an option to unit holders to submit either nomination form or declaration to opt out of nomination. This shall be provided either in physical or online mode as per choice of unit holder. For physical form, the form shall carry wet signature of all unit holders. For online option, the form shall be signed using e-Sign facility as recognised under Information Technology Act, 2000, instead of wet signature.

AMC to ensure adequate systems in place for providing e-Sign facility and take all necessary steps to maintain confidentiality and safety of client records.

After January 01, 2024, all existing individual unit holders holding units solely or joint mode the folios that have not complied with the above requirement shall be frozen for debit transaction.

Investors may note that where the Units are transferred in favour of the nominee, the "Know Your Customer" norms, where applicable will have to be fulfilled by the nominee.

## **2. Prevention of Money Laundering - Know Your Customer (KYC) Compliance**

- i. Prevention of Money Laundering Act, 2002 (hereinafter referred to as "Act") came into effect from July 1, 2005 vide Notification No. GSR 436(E) dated July 1, 2005 issued by Department of Revenue, Ministry of Finance, Government of India. Further, SEBI vide its circular reference number ISD/CIR/RR/AML/1/06 dated January 18, 2006 including amendments thereto mandated that all intermediaries including mutual funds should formulate and implement a proper policy framework as per the guidelines on anti-money laundering measures and also to adopt a Know Your Customer (KYC) policy. The intermediaries may, according to their requirements specify additional disclosures to be made by clients for the purpose of identifying, monitoring and reporting incidents of money laundering and suspicious transactions Undertaken by clients. SEBI also issued another circular reference no. ISD/CIR/RR/AML/2/06 dated March 20, 2006 advising all intermediaries to take necessary steps to ensure compliance with the requirement of section 12 of the Act inter-alia maintenance and preservation of records and reporting of information relating to cash and suspicious transactions to Financial Intelligence Unit-India (FIU-IND), New Delhi.
- ii. All investors shall complete a one-time process of KYC, which is mandatory for any amount of investment for the New / Additional Purchases, Switch Transactions, New SIP Registration, New STP Registrations.
- iii. The investor(s) should ensure that the amount invested in the scheme is through legitimate sources only and does not involve and is not designated for the purpose of any contravention or evasion of the provisions of the Income Tax Act, Prevention of Money Laundering Act, Prevention of Corruption Act and / or any other applicable law in force and also any laws enacted by the Government of India from time to time or any rules, regulations, notifications or directions issued thereunder.
- iv. Investors should note that it is mandatory for all applications for subscription of any amount to quote the KYC Compliance Status of each applicant (guardian in case of minor) in the application for subscription and attach proof of KYC Compliance viz. KYC Acknowledgement Letter Printout of KYC Compliance Status downloaded from KRA website using the PAN Number.

\*Valid only where investors who have already obtained the erstwhile Mutual Fund Identification Number (MIN) by submitting the PAN copy as the proof of identity.

- v. Applicants intending to apply for units through a Power of Attorney (PoA) must ensure that the issuer of the PoA and the holder of the PoA must mention their KYC Compliance Status and attach proof of KYC Compliance at the time of investment. In the event of non-compliance of KYC requirements, the Trustee / AMC reserves the right to freeze the folio of the investor(s) folio.
- vi. To ensure appropriate identification of the investor(s) under its KYC policy and with a view to monitor transactions for the prevention of money laundering, the AMC / the Mutual Fund reserves the right to seek information, record investor's telephonic calls and / or obtain and retain documentation for establishing the identity of the investor, proof of residence, source of funds, etc. It may re-verify identity and obtain any incomplete or additional information for this purpose.
- vii. The investor(s) and their attorney, if any, shall produce reliable, independent source documents such as photographs, certified copies of ration card/ passport/ driving license/PAN card, etc. and/or such documents or produce such information as may be required from time to time for verification of the identity, residential address and financial information of the investor(s) by the AMC/Mutual Fund.
- viii. If the investor(s) or the person making payment on behalf of the investor(s), refuses / fails to provide the required documents/ information within the period specified in the communication(s) sent by the AMC to the investor(s) then the AMC, after applying appropriate due diligence measures, believes that the transaction is suspicious in nature within the purview of the Act and SEBI circulars issued from time to time and/or on account of deficiencies in the documentation, shall have absolute discretion to report suspicious transactions to FIU-IND and / or to freeze the folios of the investor(s), reject any application(s) / allotment of units.
- ix. The KYC documentation shall also be mandatorily complied with by the holders entering the Register of Unitholders by virtue of operation of law e.g. transmission, etc. The Mutual Fund, AMC, Trustee and their Directors, employees and agents shall not be liable in any manner for any claims arising whatsoever on account of freezing the folios / rejection of any application / allotment of units due to non-compliance with the provisions of the Act, SEBI circular(s) and KYC policy and / or where the AMC believes that transaction is suspicious in nature within the purview of the Act and SEBI circular(s) and reporting the same to FIU-IND.

### **Know Your Customer (KYC) Procedure - KYC Registration Agency (KRA)**

Investors may note that pursuant to SEBI Circular no. MIRSD/ Cir-26/ 2011 dated December 23, 2011, SEBI (KYC Registration Agency) Regulations, 2011 and SEBI Circular no. MIRSD/SE/Cir-21/2011 dated October 5, 2011, regarding uniformity in the Know Your Customer (KYC) process in the securities market and development of a mechanism for centralization of the KYC records to avoid duplication of KYC Process across the intermediaries in the securities market, with effect from January 1, 2012.

- a. SEBI has introduced a common KYC Application Form for all the SEBI registered intermediaries viz. Mutual Funds, Portfolio Managers, Depository Participants, Stock Brokers, Venture Capital Funds, Collective Investment Schemes, etc. New Investors are therefore requested to use the common KYC Application Form and carry out the KYC process including In-Person Verification (IPV) with any SEBI registered intermediaries including mutual funds.
- b. The Mutual Fund shall perform the initial KYC of its new investors and may undertake enhanced KYC measures commensurate with the risk profile of its investors. The Mutual Fund shall upload the details of the investors on the system of the KYC Registration Agency (KRA). Registrar & Transfer Agent (RTA) of the Mutual Fund may also undertake the KYC of the investors on behalf of the Mutual Fund. KRA shall send a letter to the investor within 10 working days of the receipt of the initial/updated KYC documents from the Mutual Fund, confirming the details thereof.

- c. Once the investor has done KYC with a SEBI registered intermediary, the investor need not undergo the same process again with another intermediary including mutual funds. However, the Mutual Fund reserves the right to carry out fresh KYC/additional KYC of the investor.
- d. It is mandatory for intermediaries including mutual funds to carry out In-Person Verification (IPV) of its new investors from January 1, 2012. The IPV carried out by any SEBI registered intermediary can be relied upon by the Mutual Fund. Old Bridge Asset Management Private Limited and NISM / AMFI certified distributors who are KYD compliant are authorised to undertake the IPV for Mutual Fund investors. Further, in case of any applications received directly (i.e. without being routed through the distributors) from the investors, the Mutual Fund may rely upon the IPV (on the KYC Application Form) performed by the scheduled commercial banks.
- e. Existing KYC compliant investors of the Mutual Fund can continue to invest as per the current practice.

Please refer to the paragraph "How to apply" for the process to complete KYC formalities.

### **Operationalisation of Central KYC Records Registry (CKYCR)**

Central Registry of Securitisation and Asset Reconstruction and Security interest of India ("CERSAI") has been authorised by Government of India to act as Central KYC Records Registry under Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 ("PMLA Rules").

SEBI vide its circular no. CIR/MIRSD/66/2016 dated July 21, 2016 and circular no. CIR/MIRSD/120/2016 dated November 10, 2016 has prescribed that the Mutual Fund/ AMC should capture KYC information for sharing with CKYCR as per the KYC template prescribed by CERSAI.

In accordance with the aforesaid SEBI circulars and AMFI best practice guidelines for implementation of CKYC norms with effect from February 1, 2017:

- a. Individual investors who have never done KYC process under KRA regime i.e. a new investor who is new to KRA system and whose KYC is not registered or verified in the KRA system shall be required to provide KYC details in the CKYC Form to the Mutual Fund/ AMC. The said form is available on Old Bridge Mutual Fund website [www.oldbridgemf.com](http://www.oldbridgemf.com).
- b. Individual investor who fills old KRA KYC Form, should provide additional / missing information using Supplementary KYC Form or fill CKYC Form.
- c. Details of investors shall be uploaded on the system of CKYCR and a 14 digit unique KYC identifier ('KIN') will be generated for such customer.
- d. New investors, who have completed CKYC process & have obtained KIN may quote their KIN in the application form instead of submitting CKYC Form/ Supplementary KYC Form.
- e. AMC/ Mutual Fund shall use the KIN of the investor to download the KYC information from CKYCR system and update its records.
- f. If the PAN of investor is not updated on CKYCR system, the investor should submit self-certified copy of PAN card to the Mutual Fund/ AMC.

The AMC reserves the right to reject transaction application in case the investor(s) fails to submit information and/or documentation as mentioned above. In the event of non-compliance of KYC requirements, the Trustee / AMC reserves the right to freeze the folio of the investor(s).

### **Implementation of the Prevention of Money-laundering (Maintenance of Records) Second Amendment Rules, 2017 with respect to seeding of Aadhaar number:**

Pursuant to requirement under Prevention of Money Laundering (Maintenance of Records) Rules, 2005, as amended from time to time, proof of possession of Aadhaar can be accepted as a valid document for proof of address or proof of identity of investors, provided the investor redact or blackout his Aadhaar number while submitting the applications for investments.

The aforesaid guidelines will be subject to change as per the directives issued by the concerned regulatory/ government authority from time to time.

### **3. Transfer and Transmission Facility**

- i. Units unless otherwise restricted or prohibited under the scheme shall be freely transferable by act of parties or by operation of law. Units held in demat form shall be freely transferable under the depository system and in accordance with the provisions of the SEBI (Depositories and Participants) Regulations, 1996. However, restrictions on transfer of Units of ELSS scheme during the lock in period shall continue to be applicable as per the ELSS guidelines. Further, transfer of units shall be subject to lock in period, as applicable to the respective scheme. If a person becomes a holder of the units consequent to operation of law, or upon enforcement of a pledge, the Mutual Fund will, subject to production of satisfactory evidence, effect the transfer, if the transferee is otherwise eligible to hold the units.
- ii. In case units are held in a single name by a unit holder, units shall be transmitted in favour of the nominee, where the unit holder has appointed a nominee, upon production of death certificate and other document to the satisfaction of the Mutual Fund, AMC/Trustee or Registrar.
- iii. If the unit holder has not appointed a nominee, the units shall be transmitted in favour of the unit holder's executor / administrator of estate / legal heir(s), as the case may be, on production of death certificate and other document to the satisfaction of the Mutual Fund, AMC/Trustee or Registrar.
- iv. In case units are held by more than one registered unit holder, then upon death of first unit holder, units shall be transmitted in favour of the second named holder on production of a death certificate and other document to the satisfaction of the Mutual Fund, AMC/Trustee or Registrar.
- v. The rights in the units will vest in the nominee upon the death of all joint unit holders upon the nominee producing a death certificate and other document to the satisfaction of the Mutual Fund, AMC/Trustee or Registrar.

#### **Transmission Process:**

- a. In case of transmission of Units, the transferee will have to comply with the applicable "Know Your Customer" Norms.
- b. In case of transmission of Units, the claimant(s) of Units will be required to submit the prescribed documents as may be applicable. Investors may refer to our website ([www.oldbridgemf.com](http://www.oldbridgemf.com)) or contact any of our investor service centres for the various documents required under different transmission scenarios.
- c. In case of transmission of Units to a claimant who is a minor, the prescribed documents like PAN, KYC, bank details, indemnity, etc. of the guardian will be required.
- d. If the amount involved in transmission exceeds Rs. 2 lakhs, the AMC/Mutual Fund may, on a case to case basis, seek additional documents from the claimant(s) of Units.
- e. Requests for redemption will not be accepted from a claimant pending completion of the transmission of units in his / her favour.



#### 4. Duration of the Scheme and Winding Up

- i. Each closed-ended Scheme/ Plan will have a Maturity Date / Final Redemption Date and will be compulsorily and without any act by the unit holder(s) redeemed on Maturity Date / Final Redemption Date. On Maturity / Final Redemption Date of the Scheme/ Plan, the units will be redeemed at the Applicable NAV.
- ii. The Mutual Fund may convert the Scheme/ Plans under the Scheme after the Maturity Date / Final Redemption Date into an open-end Scheme/ Plan and this shall be in accordance with the SEBI Regulations.
- iii. The Units of close-ended Scheme/ Plan may be converted into open-ended scheme, a) If the SID of such scheme discloses the option and the period of such conversion; or b) The Unit holders are provided with an option to redeem their units in full.
- iv. A close-ended scheme shall be fully redeemed at the end of the maturity period. Provided that a close ended scheme may be allowed to be rolled over if the purpose, period and other terms of the roll over and all other material details of the scheme including the likely composition of assets immediately before the roll over, the net assets and net asset value of the scheme, are disclosed to the Unit holders and a copy of the same has been filed with SEBI. Provided further, that such roll over will be permitted only in case of those Unit holders who express their consent in writing and the Unit holders who do not opt for the roll over or have not given written consent shall be allowed to redeem their holdings in full at net asset value based price.
- v. A closed-ended Scheme/ Plan shall be wound up on the expiry of duration fixed in the Scheme/ Plan on the redemption of the Units unless it is rolled-over for a further period under sub-regulation (4) of regulation 33.
- vi. An Open-ended / Interval Scheme has a perpetual life.
- vii. Where the Scheme is a Close - Ended Schemes with automatic conversion into Open-Ended Scheme upon Maturity, such schemes will remain close - ended for the period mentioned in the SID and subsequently the scheme will automatically be converted into an open-ended scheme without any further reference from the Mutual Fund/ Trustee/ AMC/ Unit holders. Thereafter, the duration of the Scheme is perpetual.
- viii. However, in terms of the Regulations, an open-ended scheme may be wound up anytime, and close-ended scheme may be wound up at any time prior to the maturity date, after repaying the amount due to the unit holders under the following circumstances:
  - a. On happening of any event, which in the opinion of the Trustee, requires the Scheme concerned to be wound up, OR
  - b. If 75% of the unit holders of the Scheme concerned pass a resolution that the Scheme be wound up, OR
  - c. If SEBI so directs in the interests of unit holders.
  - d. In addition to the above, an open- ended scheme may also be wound up if the scheme/investment Plan fails to fulfil the condition of a minimum of 20 investors on an ongoing basis for each calendar quarter.

Where a Scheme is to be wound up pursuant to SEBI MF Regulation 39(2) the Trustees shall give notice within one day, disclosing of the circumstances leading to the winding up of the Scheme:

- to SEBI; and
- in two daily newspapers having circulation all over India, a vernacular newspaper circulating at the place where the mutual fund is formed.

Where a scheme is to be wound up pursuant to SEBI MF regulation 39(2) (a), the trustees shall obtain consent of the unit holders participating in the voting by simple majority on the basis of one vote per unit and publish the results of voting within forty-five days from the publication of notice under SEBI MF Regulation 39(3).

In case the trustees fail to obtain the required consent of the unitholders pursuant to SEBI MF Regulation 39(2)(a), the schemes shall be reopened for business activities from the second business day after publication of results of the voting.

### **Effect of winding up**

On and from the date of the publication of the notice as stated above, the Trustees or the AMC as the case may be, shall (a) cease to carry on any business activities in respect of the Scheme(s) so wound up; (b) cease to create and/or cancel Units in the Scheme(s); (c) cease to issue and/or redeem Units in the Scheme(s).

## **5. Procedure and Manner of Winding Up**

- i. The Trustee shall call a meeting of the Unit holders of the Scheme to consider and pass necessary resolutions by simple majority of Unit holders present and voting at the meeting for authorising the AMC or any other person / agency to take the steps for winding up of the Scheme.
- ii. Provided that a meeting shall not be necessary if the Scheme is wound up at the end of the maturity period.
- iii. The Trustee or the person authorised as above, shall dispose the assets of the Scheme concerned in the best interests of the Unit holders of the Scheme.
- iv. The proceeds of the sale made in pursuance of the above, shall in the first instance be utilised towards discharge of such liabilities as are properly due under the Scheme and after making appropriate provision for meeting the expenses connected with such winding up, the balance shall be paid to the Unit holders in proportion to their respective interests in the assets of the Scheme as on the date when the decision for the winding up was taken.
- v. On the completion of the winding up, the Trustee shall forward to SEBI and the Unit holders, a report on the winding up containing particulars such as circumstances leading to the winding up, the steps taken for disposal of assets of the Scheme before winding up, expenses of the Scheme for winding up, net assets available for distribution to the Unit holders and a certificate from the Auditors of the Mutual Fund.
- vi. Notwithstanding anything contained herein, the application of the provisions of SEBI Regulations in respect of disclosures of half-yearly reports and annual reports shall continue to be applicable until the winding up is completed or the Scheme ceases to exist.
- vii. After the receipt of report referred to the above under "Procedure and Manner of Winding up" if SEBI is satisfied that all measures for winding up of the Scheme have been complied with, the Scheme shall cease to exist.

## **6. Consolidation of Folios**

In case an investor has multiple folios, the AMC reserves the right to consolidate all the folios into one folio, based on such criteria as may be determined by the AMC from time to time. In case of additional purchases in same scheme / fresh purchase in new scheme, if the investor fails to provide the folio number, the AMC reserves the right to allot the units in the existing folio, based on such integrity checks as may be determined by the AMC from time to time.

## **7. Miscellaneous**

Investors may note that in case of fresh/additional purchases, if the name of the Scheme on the application form/transaction slip differs with the name on the Cheque/Demand Draft/payment instrument/transfer letter, then the AMC will allot units under the Scheme mentioned on the application form. In case of fresh/additional purchases, if the Scheme name is not mentioned on the application

form/transaction slip, then the units will be allotted under the Scheme mentioned on the Cheque/Demand Draft/payment instrument/transfer letter. The Plan/Option that will be considered in such cases if not specified by the customer will be the default option of the Scheme as per the SID. However, in case additional purchase is under the same scheme as fresh purchase, then the AMC reserves the right to allot units in the option under which units were allotted at the time of fresh purchase.

## **8. Investor Having Multiple Accounts**

The Mutual Fund has also provided a facility to the investors to register multiple bank accounts. By registering multiple bank accounts, the investors can use any of the registered bank accounts to receive redemption / IDCW proceeds. These account details will be used by the AMC / Mutual Fund / RTA for verification of instrument used for subscription to ensure that third party payments are not used for mutual fund subscription, except where permitted above. Investors are requested to avail the facility of registering multiple bank accounts by filling in the Application Form for Registration of Multiple Bank Accounts available at our ISCs/OPAs or on our website [www.oldbridgemf.com](http://www.oldbridgemf.com). For details, please refer to the 'Multiple Bank Account Registration Form'.

## **9. Change in Bank Mandate**

The process for change in bank mandate/address to be followed by unitholders is as follows:

- i. Updation of Bank Account in Customer's Folio shall be either through "Multiple Bank Account Registration Form" or a standalone separate "Change of Bank Mandate Form";
- ii. In case of standalone change of bank details, documents as entailed below should be submitted as a proof of new bank account details. Based on Old Bridge AMC's internal risk assessment, Old Bridge AMC may also consider collecting proof of old bank account and proof of identity of the clients, while effecting the change of bank account;
- iii. Customers are advised to register multiple bank accounts and choose any of such registered bank accounts for receipt of redemption proceeds;
- iv. Any unregistered bank account or new bank account forming part of redemption request shall not be entertained or processed;
- v. Such Investors, who have not already provided bank mandate at the time of making investment, are required to submit proof of new bank account details as entailed here below. Such investors are also required to submit valid Proof of Identity as prescribed under KYC guidelines along with Proof of Investment; and
- vi. Any change of Bank Mandate request received/processed few days prior to submission of a redemption request or on the same day as a standalone change request, Old Bridge AMC will continue to follow cooling period of 10 calendar days for validation of the same.

Investors are required to submit any one of the following documents in Original or produce originals for verification or copy attested by the Bank –

### **New Bank Account/Bank details Registration**

- Cancelled original cheque of new bank mandate with first unit holder name and bank account number printed on the face of the cheque; OR
- Self - attested copy of bank statement; OR
- Bank Passbook with current entries not older than 3 months; OR
- Letter from the bank on its letterhead confirming the bank account holder with the account details, duly signed by the Branch Manager/authorised personnel.

AND Proof of Identity as prescribed under KYC guidelines along with Proof of Investment - only for such investors who have not registered their bank mandate at the time of making investment.

Change in Existing Bank Mandate:

- Cancelled original cheque with first unitholder name and bank account number printed on the face of the cheque; OR
- Original bank account statement or pass book; OR
- Original letter issued by the Bank on the letterhead confirming the bank account holder with the account details, duly signed by the Branch Manager; OR
- In case such Bank account is already closed, a duly signed and stamped original letter from such bank on the letter head of bank, confirming the closure of said account.

## 10. Change in Address

Investors / unit holders are requested to note that self- attested copies of the below mentioned documents shall be submitted along with a duly filled in 'Change of Address Form'.

- I. KYC not complied folios
  - Proof of new Address
  - Proof of Identity (in case of PAN updated folios - only PAN card copy shall be accepted, and in other case PAN/other valid proof of identity shall be accepted)
  - Based on Old Bridge AMC's internal risk assessment, Old Bridge AMC may also consider collecting proof of old address, while effecting change of address
- II. KYC complied folios:
  - Proof of new Address
  - Any other document/form that the KYC Registration Agency (KRA) may specify from time to time or may be required under CKYCR process.

Copies of all documents submitted by the Investors should be self-attested and accompanied by originals for verification.

In case the original of any document is not produced for verification, then the copies should be properly attested/ verified by entities authorised for attesting / verification of the documents as per KYC guidelines.

## 11. Application with/without broker

Investors may note and follow the below-mentioned directions while applying for the units of the schemes of the Mutual Fund:

- i. In case where the Broker code is already printed in Application form / Transaction form / Purchase request form by the AMC / Registrar / Distributor: Where the Investor wishes to apply directly (i.e. not through existing broker / distributor), then the investor should strike off the broker code (printed) and should write "Direct Applications" or "Not Applicable (N.A.)" and countersign the same.
- ii. In case where the Broker code is not printed in Application form / Transaction form / Purchase request form:  
In case of direct applications, the Investor should write in the space provided for the broker code "Direct Application" or "Not Applicable (N.A.)".

- iii. In case of change in broker, the investor will be required to strike off the old broker code and countersign near the new broker code, before submitting the application form / transaction form / purchase form to the designated ISC's/ OPA (Official points of Acceptance).
  - iv. The Registrar and the AMC shall effect the application for changes in the broker code within the reasonable period of time from the time of receipt of written request from the investor at the designated ISC's / OPA. Decision of the Registrar/AMC in this regard shall be final and acceptable to all.
  - v. All Unitholders who have invested/may invest through channel distributors and intend to make their future investments through the direct route, are advised to complete the procedural formalities prescribed by AMC from time to time.
  - vi. Investors applying for units of the Schemes in Direct Plans of MF using advise of their stock-brokers and their stockbroker code must place trades via the Stock Exchange infrastructure if the stock broker does not have SEBI RIA registration.
  - vii. Investors applying for units of the Schemes in Direct Plans of MF using advise of their stock-brokers and their stockbroker code can transact directly with MF or through any other platform if the stock broker has SEBI RIA registration.

## **12. Gift Facility**

The Unitholder can, at any time after the allotment of Units, write to the ISC, requesting for a Gift Form to gift his/her Units by way of a transfer of Units to the extent permitted under the SEBI (MF) Regulations, 1996/applicable law(s) to a person eligible to be an investor as per the terms of the SID. The Mutual Fund may arrange to transfer the Units in accordance with the terms of the Gift Deed executed by the donor Unit holder out of his/her Unit balance in accordance with applicable law(s) and subject to the compliance with such documentary requirements by the donor Unitholder to the satisfaction of the Mutual Fund/AMC if the donee is otherwise eligible to hold units of mutual funds. Gift in favour of a NRI/PIO/OCI/QFI will be subject to permission, general or specific, as per the applicable laws under the Foreign Exchange Management Act, 1999. The transfer of unitholdings to the donee in accordance with the terms of the Gift Deed and a receipt thereof shall be a valid discharge of the AMC/Mutual Fund of its obligations towards the donor Unitholder. The donor Unitholder agrees to be liable/responsible for any loss that may result from a transfer of Units thereof made in good faith by the AMC/ Mutual Fund at the request of the Donor Unitholder/s. The facility of gifting of Units is not permitted if the Units are held in electronic/demat mode.

## **13. Pledge/Lien of Units**

The Units standing to the credit of the Unit holder under the Scheme(s) (subject to completion of Lock-in Period, if any) may be offered by the Unitholder as security in favour of scheduled banks, financial institutions, nonbanking finance companies (NBFC's) or any other persons ("Lender") subject to applicable SEBI Regulations and other laws, provided such Lenders are eligible to hold the Units. Upon a specific authorisation request made by the Unitholder (to be signed by all Unitholders, in case the mode of holding is joint or either-or survivor) and completion of necessary documentary formalities, the Mutual Fund/AMC will instruct the Registrar to mark a pledge/lien on the Units in favour of the Lender on the Units as may be requested by the Unitholder. A standard form for this purpose is available on request from any of the ISCs. Disbursement/sanctioning of loans/facilities will be at the sole discretion of the Lender and the Mutual Fund/AMC assumes no responsibility thereof. The Unitholder will not be able to redeem/switch-out the Units that are pledged/lien marked in favour of the Lender until the Mutual Fund/AMC receives a written authorization from the Lender that the Unitholder has been absolved of the financial obligations and that the pledge/lien may be removed/vacated. As long as the Units are pledged/lien marked, the Lender will have complete authority to redeem/transact in respect of such Units. If by enforcing the pledge/lien, the Lender seeks to transfer the Units in its own

name, then in such event the Mutual Fund/AMC shall be obliged to comply with the said request, provided the Lender or such other entity, as the case may be, is eligible to hold the units and all the necessary documentary evidence is made available to the satisfaction of the Mutual Fund/AMC. Upon such transfer, the Mutual Fund/ AMC shall be discharged of all its liabilities in respect of the Units towards the Unitholder. An intimation of the invocation of the pledge/lien will be sent to the Unitholder. The Mutual Fund/AMC thereafter shall not be responsible for any claims made and/or losses incurred by the Unitholder and/or any third party in this regard. In case the Units of close-ended scheme are under pledge/lien, then at the time of maturity of the scheme if the Units are still under pledge/lien, then on the failure to receive any instructions from the Lender and the Unitholder, the Mutual Fund/AMC reserves the right to pay the maturity proceeds to the Unitholder, post intimation of such payment to the Lender, and AMC/Mutual Fund shall not be liable/responsible for any loss incurred by the Lender and/or the Unitholder on account of such payment. The AMC/Mutual Fund shall also not be liable/responsible for any delay in payment of the maturity proceeds in such an event. Upon such payment, the Mutual Fund/AMC will be discharged of all its liabilities towards such Unitholder. The distribution of income in the nature of IDCW payouts declared on Units under pledge/lien shall always be paid to the Unitholder. The Mutual Fund/AMC reserves the right to change the operational guidelines for this facility offered by the AMC from time to time.

#### **D. GENERAL INFORMATION**

##### **1. Inter-Scheme Transfer of Investments**

Transfers of investments from one scheme to another scheme in the Mutual Fund shall be allowed only if:

- a. Such transfers are done at the prevailing market price for quoted instruments on spot basis.
- b. The securities so transferred are in conformity with the investment objective of the scheme to which such transfer has been made.

Pursuant to SEBI circular dated September 24, 2019 mutual funds shall not use their own trades for ISTs. Further, in accordance with the aforesaid circular prices for ISTs is provided by the valuation agencies and the average of the prices so received is used for IST pricing. If the prices are not received from any valuation agencies within the agreed TAT, the AMC may determine IST prices in accordance with clause 3(a) of Seventh Schedule of SEBI (MF) Regulation.

Inter Scheme Transfers are also required to comply with the guidelines specified by SEBI circular dated October 08, 2020. The guidelines prescribe additional safeguards to be ensured for ISTs of securities between schemes.

##### **2. Stock Lending by the Mutual Fund**

Subject to the SEBI Regulations as applicable from time to time, the Mutual Fund may, engage in Stock Lending. Stock Lending means the lending of stock to another person or entity for a fixed period of time, at a negotiated compensation. The securities lent will be returned by the borrower on the expiry of the stipulated period.

Subject to the SEBI Regulations, Old Bridge Mutual Fund may engage in securities lending. Such lending shall be made when, in view of the fund manager, it could provide reasonable returns commensurate with risks associated with such lending and shall be made in accordance with the investment objective of the Scheme(s)

The Scheme(s) may lend securities from its portfolio in accordance with the Regulations and applicable SEBI guidelines. Securities lending shall enable the Scheme(s) to earn income in the form

of lending fees that may partially offset its expenses and thereby reduce the effect these expenses have on the Scheme's ability to provide investment returns that correspond generally to the performance of its Benchmark Index. The Scheme(s) will pay administrative and other expenses fees in connection with the lending of securities. The Scheme(s) will comply with the guidelines for securities lending specified by SEBI/ Clearing House of stock exchange(s).

Percentage (%) of net assets upto which the Scheme can lend securities and limit for lending to any single counterparty will be disclosed in the Scheme Information Document of respective scheme(s).

The AMC will comply with limits on securities lending as mentioned in respective SIDs and will also comply with all reporting requirements. Further, the Trustee shall carry out periodic review as required by SEBI guidelines. Various risk associated with securities lending, such as counter - party risks, liquidity and other market risks are described under risk factors of Scheme Information Document(s). In accordance with the Mutual Fund Regulations and guidelines issued by SEBI, the scheme may also engage in stock borrowing as may be permitted from time to time. The Scheme may also enter into 'Repo/Reverse Repo' transactions, as may be permitted from time to time. AMC may participate in repo in corporate debt securities by ensuring necessary compliance with SEBI circular dated November 11, 2011 and November 15, 2012. Stock borrowing means the borrowing of stock from another person or entity for a fixed period of time, at a negotiated compensation. The securities borrowed will be returned to the lender on expiry of the stipulated period.

The AMC in the interests of the investors, may increase exposure in stock lending activities as deemed fit from time to time.

### **3. Borrowing by the Mutual Fund**

The Mutual Fund is allowed to borrow to meet the temporary liquidity needs of the schemes for the purpose of repurchase, redemption of units or payment of interest or IDCW to the unit holders, provided that the Mutual Fund shall not borrow more than 20% of the net assets of each scheme and the duration of such borrowing shall not exceed a period of six months. The Mutual Fund may enter into necessary arrangements for raising of such borrowings from any of its Sponsor/Associate/Group companies/Commercial Banks in India or any other entity at market related rates prevailing at the time and applicable to similar borrowings after approval by the Trustee. The security for such borrowings, if required, will be as determined by the Trustee, subject to permissible Regulations. Borrowing cost shall be adjusted against the portfolio yield of the Scheme(s) and borrowing costs in excess of portfolio yield, if any, shall be borne by the AMC.

### **4. Unclaimed Redemption and Dividend Amount**

The unclaimed Redemption amount and IDCW amounts (the funds) may be deployed by the Mutual Fund in money market instruments and separate plan of Liquid scheme/Money Market Mutual Fund scheme floated by Mutual Funds specifically for deployment of the unclaimed amounts only. Investors who claim the unclaimed amounts during a period of three years from the due date shall be paid initial unclaimed amount along-with the income earned on its deployment. Investors, who claim these amounts after 3 years, shall be paid initial unclaimed amount along-with the income earned on its deployment till the end of the third year. After the third year, the income earned on such unclaimed amounts shall be used for the purpose of investor education. The AMC will make a continuous effort to remind the investors through letters to take their unclaimed amounts. The details of such unclaimed redemption/IDCW amounts are made available to investors upon them providing proper credentials, on website of Mutual Funds and AMFI along with the information on the process of claiming the unclaimed amount and the necessary forms/documents required for the same.

Further, the information on unclaimed amount along-with its prevailing value (based on income earned on deployment of such unclaimed amount), will be separately disclosed to investors through the periodic statement of accounts/Consolidated Account Statement sent to the investors. Further, the investment management fee charged by the AMC for managing the said unclaimed amounts shall not exceed 50 basis points.

#### **5. Suspension/Restriction of the Subscription / repurchase/ redemption facility of Units of Scheme(s)**

Subject to the approval of the Boards of the AMC and of the Trustee and subject also to necessary communication of the same to SEBI, the determination of the NAV of the Units of a Scheme and the Subscription of / Switch-into the Units of Scheme(s) of the Fund, may be temporarily suspended in any of the conditions described below:

- i. When one or more stock exchanges or markets which provide the basis of valuation for a substantial portion of the assets of the Scheme is closed otherwise than for ordinary holidays.
- ii. When, as a result of political, economic or monetary events or any other circumstances outside the control of the Trustee and the AMC, the disposal of the assets of the Scheme is not considered to be reasonably practicable or might otherwise be detrimental to the interests of the Unit Holders.
- iii. In the event of breakdown in the means of communication used for the valuation of investments of the Scheme, so that the value of the securities of the Scheme cannot be accurately or reliably arrived at.
- iv. If, in the opinion of the AMC, extreme volatility of markets causes or might cause, prejudice to the interests of the Unit Holders of the Scheme.
- v. In case of natural calamities, war, strikes, riots and bandhs.
- vi. In case of any other event of force majeure or disaster that in the opinion of the AMC affects the normal functioning of the AMC or the Registrar.
- vii. During the period of Book Closure.
- viii. If so directed by SEBI.

In any of the above eventualities, the time limits for processing requests for subscription of Units of the Scheme(s) will not be applicable.

However, suspension or restriction of repurchase/ redemption facility under any scheme of the Mutual Fund shall be made applicable only after the approval from the Board of Directors of the AMC and the Trustee Company. The approval from the AMC Board and the Trustees giving details of circumstances and justification for the proposed action shall also be informed to SEBI.

AMC reserves the right to suspend /restrict subscription(s) in to the Scheme temporarily or indefinitely, if the AMC views that increasing the Scheme's size further may prove detrimental to the existing unit holders of the Scheme. An order/ request to purchase Units is not binding on and may be rejected by the Trustee, the AMC or their respective agents, unless it has been confirmed in writing by the AMC or its agents and (or) payment has been received.

Further, subject to the approval of the Boards of the AMC and of the Trustee and subject also to necessary communication of the same to SEBI, the redemption of / switch-out of Units of Scheme(s) of the Fund, may be temporarily suspended/ restricted. In accordance with clause 1.12 of Master Circular as may be amended from time to time and subject to prevailing regulations, restriction on/suspension of redemptions / switch-out of Units of the Scheme(s) of the Fund, may be imposed



when there are circumstances leading to systemic crisis or event that severely constricts market liquidity or the efficient functioning of markets such as:

- i. **Liquidity issues:** when market at large becomes illiquid affecting almost all securities rather than any issuer specific security;
- ii. **Market failures, exchange closures:** when markets are affected by unexpected events which impact the functioning of exchanges or the regular course of transactions. Such unexpected events could also be related to political, economic, military, monetary or other emergencies;
- iii. **Operational issues:** when exceptional circumstances are caused by force majeure, unpredictable operational problems and technical failures (e.g. a black out).

Restriction on / suspension of redemption of Units of the Scheme(s) may be imposed for a specified period of time not exceeding 10 working days in any 90 days period.

When restriction on / suspension of redemption of Units of the Scheme(s) is imposed, the following procedure shall be applied

- i. No redemption / switch-out requests upto Rs. 2 lakhs shall be subject to such restriction.
- ii. Where redemption / switch-out requests are above Rs. 2 lakhs, the AMC shall redeem the first Rs. 2 lakhs without such restriction and remaining part over and above Rs. 2 lakhs shall be subject to such restriction.

In addition to the above, the AMC / Trustee may restrict / suspend redemptions / switch-out of Units of the Scheme(s) pursuant to direction/ approval of SEBI. In any of the above eventualities, the time limits for processing requests for redemption of Units will not be applicable.

## 6. Documents Available for Inspection

The following documents will be available for inspection at the office of the Mutual Fund at during business hours on any day (excluding Saturdays, Sundays and public holidays):

- Memorandum and Articles of Association of the AMC
- Investment Management Agreement
- Deed of Trust and amendments thereto, if any
- Mutual Fund Registration Certificate
- Agreement between the Mutual Fund and the Custodian
- Agreement with Registrar and Transfer Agents
- Consent of Auditors to act in the said capacity
- Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 and amendments from time to time thereto.
- Indian Trusts Act, 1882.

## 7. Underwriting by the Mutual Fund

Subject to SEBI Regulations, the Scheme may enter into underwriting agreements after the Mutual Fund obtains a certificate of registration in terms of the Securities and Exchange Board of India (Underwriters) Rules and Securities and Exchange Board of India (Underwriters) Regulations, 1993 authorising it to carry on activities as underwriters. The capital adequacy norms for the purpose of underwriting shall be the net assets of the respective Scheme/ Plans and the underwriting obligation of the respective Scheme/ Plans shall not at any time exceed the total net asset value of the respective Scheme/ Plans.

## 8. Soft Dollar Arrangements

In terms of Clause 10.1.15 of Master Circular No. SEBI/HO/ IMD/IMD-PoD-1/P/CIR/2023/74 dated May 19, 2023, soft dollar arrangements between the AMCs and brokers should be limited to only benefits (like free research report, etc.) that are in the interest of investors and the same should be suitably disclosed.

The AMC does not have any soft dollar arrangement with brokers. Generally, the brokers in addition to execution also provide (i) research (ii) arranging conference and meeting for all their clients wherein the representatives of all their clients are invited by broker to attend such conference and meeting (iii) sales coverage i.e. having designated sales staff to attend to queries from the AMC or arranging meetings for the AMC's research staff with the broker's analysts. The commission paid to the broker is one composite percentage figure and is not split in to two parts, one representing the cost for execution and the other part representing the cost for research and other services. The Research services / report received from the Brokers are used for the benefit of all the respective schemes for executing trade in such scheme which are in the interest of the investors of the Fund. The AMC presently does not do any proprietary trading. No Broker currently empanelled by the AMC is affiliated to the AMC. The soft dollar is policy is available on the website of the AMC.

## 9. SEGREGATION OF PORTFOLIO:

The AMC may create a segregated portfolio of debt and money market instruments in a mutual fund scheme in case of a credit event and to deal with liquidity risk.

In this regard, the term 'segregated portfolio' shall mean a portfolio comprising of debt or money market instrument affected by a credit event, that has been segregated in a mutual fund scheme and the term 'main portfolio' shall mean the scheme portfolio excluding the segregated portfolio. The term 'total portfolio' shall mean the scheme portfolio including the securities affected by the credit event.

A segregated portfolio may be created in a mutual fund scheme in case of a credit event at issuer level i.e. downgrade in credit rating by a SEBI registered Credit Rating Agency (CRA), as under:

- a. Downgrade of a debt or money market instrument to 'below investment grade', or
- b. Subsequent downgrades of the said instruments from 'below investment grade', or
- c. Similar such downgrades of a loan rating.

In case of difference in rating by multiple CRAs, the most conservative rating shall be considered. Creation of segregated portfolio shall be based on issuer level credit events as detailed above and implemented at the ISIN level.

The AMC may also create a segregated portfolio of unrated debt and money market instruments of an issuer that does not have any outstanding rated debt or money market instruments in case of 'actual default' of either the interest or principal amount.'

### Process for creation of segregated portfolio

1. The AMC shall decide on creation of segregated portfolio on the day of credit event, as per the process laid down below:
  - i. The AMC shall seek approval of Trustees, prior to creation of the segregated portfolio.
  - ii. The AMC shall immediately issue a press release disclosing its intention to segregate such debt and money market instrument and its impact on the investors. It shall also be disclosed

- that the segregation shall be subject to trustee approval. Additionally, the said press release shall be prominently disclosed on the website of the AMC.
- iii. The AMC shall ensure that till the time the Trustee approval is received, which in no case shall exceed 1 business day from the day of credit event, the subscription and redemption in the scheme shall be suspended for processing with respect to creation of units and payment on redemptions.
2. Upon receipt of approval from Trustees:
    - i. The segregated portfolio shall be effective from the day of credit event.
    - ii. The AMC shall issue a press release immediately with all relevant information pertaining to the segregated portfolio. The said information shall also be submitted to SEBI.
    - iii. An e-mail or SMS should be sent to all unit holders of the scheme.
    - iv. The NAV of both segregated and main portfolio shall be disclosed from the day of the credit event.
    - v. All existing investors in the scheme as on the day of the credit event shall be allotted equal number of units in the segregated portfolio as held in the main portfolio.
    - vi. No redemption and subscription shall be allowed in the segregated portfolio. However, in order to facilitate exit to unit holders in segregated portfolio, AMC shall enable listing of units of segregated portfolio on the recognized stock exchange within 10 working days of creation of segregated portfolio and also enable transfer of such units on receipt of transfer requests.
  3. If the trustees do not approve the proposal to segregate portfolio, the AMC shall issue a press release immediately informing investors of the same.
  4. Notwithstanding the decision to segregate the debt and money market instrument, the valuation shall take into account the credit event and the portfolio shall be valued based on the principles of fair valuation (i.e. realizable value of the assets) in terms of the relevant provisions of SEBI (Mutual Funds) Regulations, 1996 and Circulars issued thereunder.
  5. All subscription and redemption requests for which NAV of the day of credit event or subsequent day is applicable will be processed as per the existing circular on applicability of NAV as under:
    - a. Upon trustees' approval to create a segregated portfolio –
      - Investors redeeming their units will get redemption proceeds based on the NAV of main portfolio and will continue to hold the units of segregated portfolio.
      - Investors subscribing to the scheme will be allotted units only in the main portfolio based on its NAV.
    - b. In case trustees do not approve the proposal of segregated portfolio, subscription and redemption applications will be processed based on the NAV of total portfolio.
  6. In order to enable the existing as well as the prospective investors to take informed decision, the following shall be adhered to:
    - a. A statement of holding indicating the units held by the investors in the segregated portfolio along with the NAV of both segregated portfolio and main portfolio as on the day of the credit event shall be communicated to the investors within 5 working days of creation of the segregated portfolio.
    - b. Adequate disclosure of the segregated portfolio shall appear in all scheme related documents, in monthly and half-yearly portfolio disclosures and in the annual report of the mutual fund and the scheme.

- c. The Net Asset Value (NAV) of the segregated portfolio shall be declared on daily basis.
  - d. The information regarding number of segregated portfolios created in a scheme shall appear prominently under the name of the scheme at all relevant places such as SID, KIM-cum-Application Form, advertisement, AMC and AMFI website, etc.
  - e. The scheme performance required to be disclosed at various places shall include the impact of creation of segregated portfolio. The scheme performance should clearly reflect the fall in NAV to the extent of the portfolio segregated due to the credit event and the said fall in NAV along with recovery(ies), if any, shall be disclosed as a footnote to the scheme performance.
  - f. The disclosures at paragraph (d) and (e) above regarding the segregated portfolio shall be carried out for a period of at least 3 years after the investments in segregated portfolio are fully recovered/ written-off.
  - g. The investors of the segregated portfolio shall be duly informed of the recovery proceedings of the investments of the segregated portfolio. Status update may be provided to the investors at the time of recovery and also at the time of writing-off of the segregated securities.
7. In order to ensure timely recovery of investments of the segregated portfolio, the Trustees to the fund would continuously monitor the progress and take suitable action as may be required.
8. TER for the Segregated Portfolio:
- a. AMC shall not charge investment and advisory fees on the segregated portfolio. However, TER (excluding the investment and advisory fees) can be charged, on a pro-rata basis only upon recovery of the investments in segregated portfolio.
  - b. The TER so levied shall not exceed the simple average of such expenses (excluding the investment and advisory fees) charged on daily basis on the main portfolio (in % terms) during the period for which the segregated portfolio was in existence.
  - c. The legal charges related to recovery of the investments of the segregated portfolio may be charged to the segregated portfolio in proportion to the amount of recovery. However, the same shall be within the maximum TER limit as applicable to the main portfolio. The legal charges in excess of the TER limits, if any, shall be borne by the AMC.
  - d. The costs related to segregated portfolio shall in no case be charged to the main portfolio.

Investors may also note that the process followed by the AMC/Trust regarding creation of segregated portfolios shall be in accordance with the provisions laid down by SEBI in this regard, from time to time.

Numerical illustration explaining how segregated portfolios will work:

Total Assets under Fixed Income instruments: Rs. 10 lakhs and Total 2 investors in the scheme:

Investors	Units	Amount (Rs.)		Portfolio	Value (Rs.)
A	30,000	3,75,000		Portfolio 1	5,00,000
B	50,000	6,25,000		Portfolio 2	3,00,000
				Portfolio 3	2,00,000
<b>Total</b>	<b>80,000</b>	<b>10,00,000</b>			<b>10,00,000</b>

NAV Rs. 12.50 per unit

Credit Event: Security 2 downgrades and value falls from Rs. 3,00,000 to Rs. 280,000

Post Segregation (Main Portfolio):

Investors	Units	Amount (Rs.)		Portfolio	Value (Rs.)
A	30,000	2,62,500		Portfolio 1	5,00,000
B	50,000	4,37,500		Portfolio 3	3,00,000
Total	80,000	7,00,000			7,00,000

NAV of main portfolio Rs. 8.75 per unit

Post Segregation (Segregated Portfolio):

Investors	Units	Amount (Rs.)		Portfolio	Value (Rs.)
A	30,000	1,05,000		Portfolio 2	2,80,000
B	50,000	1,75,000		-	-
Total	80,000	2,80,000			2,80,000

NAV of main portfolio Rs. 3.50 per unit

Investors	Units	Main Portfolio	Segregated Portfolio	Amount (Rs.)
A	30,000	2,62,500	1,05,000	3,67,500
B	50,000	4,37,500	1,75,000	6,12,500
Total	80,000	7,00,000	2,80,000	9,80,000

Notes:

- Investors who invest / subscribe to the units of the scheme post creation of segregated portfolio shall be allotted units in the Main Portfolio only.
- Investors redeeming their units post creation of segregated portfolio will get redemption proceeds based on NAV of main portfolio and will continue to hold units in Segregated portfolio.
- No redemption and / or subscription shall be allowed in the Segregated Portfolio.
- Units of Segregated portfolio shall be listed on a recognised stock exchange

**In order to ensure timely recovery of investments of the segregated portfolio, trustees shall ensure that:**

- a. The AMC puts in sincere efforts to recover the investments of the segregated portfolio.
- b. Upon recovery of money, whether partial or full, it shall be immediately distributed to the investors in proportion to their holding in the segregated portfolio. Any recovery of amount of the security in the segregated portfolio even after the write off shall be distributed to the investors of the segregated portfolio.
- c. An Action Taken Report (ATR) on the efforts made by the AMC to recover the investments of the segregated portfolio is placed in every trustee meeting till the investments are fully recovered/ written-off.
- d. The trustees shall monitor the compliance of this circular and disclose in the half-yearly trustee reports filed with SEBI, the compliance in respect of every segregated portfolio created.

In order to avoid mis-use of segregated portfolio, trustees shall ensure to have a mechanism in place to negatively impact the performance incentives of Fund Managers, Chief Investment Officers (CIOs), etc. involved in the investment process of securities under the segregated portfolio, mirroring the existing mechanism for performance incentives of the AMC, including claw back of such amount to the segregated portfolio of the scheme.

## 10. Associate Transactions

### **Underwriting obligations with respect to issues of Group/ Associate Companies:**

Old Bridge Mutual Fund has not entered into any underwriting contracts in respect of any public issue made by any group / associate company of the Sponsor.

### **Subscription to issues lead managed by Group / Associate Companies:**

No Scheme of Old Bridge has invested in any public issue lead managed by any Group/ Associate company of the Sponsor.

### **Investment in Sponsor and its Group Companies:**

The AMC from time to time, for the purpose of conducting its normal business, may use the services of the Sponsor and the subsidiaries and other associates of the Sponsor. The AMC may utilise the services of the group companies and any other subsidiary or associate company of the Sponsor that may be established in case such an associate company is capable of providing the requisite services to the AMC. The AMC will conduct its business with the companies on commercial terms, on an arm's length basis and at prevailing market prices to the extent permitted under the applicable laws including the SEBI Regulations after an evaluation of the competitiveness of the pricing offered by the associate companies and services to be provided by them.

Disclosure regarding payment of commission for distribution of units and payment of brokerage for securities transactions (for the past three financial years) pursuant to SEBI Circular No. SEBI/IMD/CIR No. 18/198647/2010 dated March 15, 2010

- i. Commission paid to associates/related parties/group companies of sponsor/AMC – Nil
- ii. Brokerage paid to associates/related parties/group companies of sponsor/AMC – Nil
- iii. Dealing with Associates – Nil
- iv. List of associates / Group Companies:
  - a. Old Bridge Capital Management Private Limited
  - b. Amit Jasani Financial Services Private Limited
  - c. Old Bridge Asset Management Private Limited
  - d. Old Bridge Mutual Fund Trustee Private Limited

## 11. Investor Grievances Redressal Mechanism

Investors can lodge any service request or complaints or enquire about NAVs, Unit Holdings, Valuation, IDCW, etc by calling the investor line of the Registrar and Transfer Agent at 18003094034 (toll-free number) from 9.00 am to 7.00 pm (Monday to Saturday) or email – services@oldbridgemf.com. The service representatives may require personal information of the investor for verification of his / her identity in order to protect confidentiality of information. The AMC will at all times endeavour to handle transactions efficiently and to resolve any investor grievances promptly.

Any complaints should be addressed to Mr. Manish Bhojraj, who has been appointed as the Investor Relations Officer and can be contacted at:

Address: 1705, ONE BKC, C – Wing, G – Block, Bandra Kurla Complex, Bandra – East, Mumbai – 400 051, Phone no.: 022 69459999.

For any grievances with respect to transactions through BSE StAR and / or NSE MFSS, the investors / Unit Holders should approach either the stock broker or the investor grievance cell of the respective stock exchange.

If the investor's complaint is not redressed satisfactorily, one may lodge a complaint with SEBI on SEBI's portal, named, 'SCORES', which is a centralized web-based complaints redress system. SEBI takes up the complaints registered via SCORES (<https://scores.gov.in/scores/Welcome.html>) with the concerned mutual fund / intermediary for timely redressal. SCORES facilitates tracking the status of the complaint.

**Investor Complaints history:** Not applicable

**Notwithstanding anything contained in this Statement of Additional Information, the provisions of the SEBI (Mutual Funds) Regulations, 1996 and the guidelines thereunder shall be applicable.**

**For and on behalf of Board of Directors of  
Old Bridge Asset Management Private Limited**

Sd/-

**Ruchi Pandey**

Chief Executive Officer

Place: Mumbai

Dated: January 30, 2024