ARN No…………………………………………………………………………

Distributor Name…………………………………………………………

Client Name…………………………………………………………………

Client UCC Code……………………………………………………………

Schedule II to the Portfolio Management Services Agreement

<u>PMS Fees Schedule</u>

Investment Approach: Dynamic Growth (Strategy-Equity)

1. Investment Management & Performance Fees	
Fee Structure	Fixed Management Fee - 1% p.a.^ Performance fees of 15%^ on net returns over 10% *hard **non-cumulative hurdle rate, with no catch up. High water mark applicable.
Upfront Fees	Nil
Entry and Exit Loads	Nil
2. Custodian Fee $^{+}$ and Fund Accounting Charges $^{+}$	0.12% p.a.
3. Brokerage other transaction costs $^{++}$	0.15% of the transaction value
STT	0.10% of the transaction value
^ Additional GST charge will be applicable *+ Custody and fund accounting fees charged (includes GST) by Axis Bank every month on average AUM.* *++ Includes transaction cost levied by brokers i.e. GST and SEBI transaction charges.*	

<u>Terms & Conditions</u>:

1. These charges will be inclusive of GST and other statutory levies.
2. Management Fees will be charged monthly on daily average assets under management. On interim contributions/withdrawals during the month, the Management fee will be charged on a pro-rata basis.
3. Performance based fees will be reckoned at the end of each year, based on AUM after all expenses. The performance fees are usually charged upon exceeding the high-water mark NAV or hurdle rate NAV (whichever is higher).
   *Hard means performance fees is charged on only the gains that exceed the hurdle rate and not on total gains.
   **Non-cumulative refers to hurdle rate being set annually on opening AUM of the relevant year.
4. Certain costs are based on the number of transactions undertaken by the Portfolio Manager and hence such costs and charges will vary from time to time depending upon the number of transactions executed by the Portfolio Manager under this Agreement.
5. Withdrawals: All withdrawals from PMS would be with the mutual consent of the client and the portfolio manager. The withdrawals may be in the form of shares or in cash at the end of the agreed period as per the terms & conditions of the Portfolio Management Services Agreement.
6. The Portfolio Manager has the discretion to sell securities held in the client's accounts for the recovery of any of the fees charged to the client's account.
7. The other terms and conditions of the Portfolio Management Services Agreement entered into with the Portfolio Manager and any supplemental agreement thereto shall continue to remain in full force and effect as applicable.
8. The Portfolio Manager will have the discretion to appoint any broker/s for execution of the transactions of the Portfolio' Management Strategies.

Client towriteinown handwriting in thespaceprovided below, along with signature:

"I / We (-----------------------Client's name----------------------) haveunderstood the fees / charge structure.

Signature (1st Applicant) Signature (2nd Applicant) Signature (3rd Applicant

ALDER CAPITAL - Dynamic Growth Approach Fee Illustration

Fee Calculation & Performance Return under different Portfolio Loss/Gain scenario

Particulars for Fee Calculation		Variables
Capital Contribution (Rs.)	a	50,00,000
Management Fee (%age per annum)	b	1.00%
Other Expenses (%age per annum)	c	0.10%
Performance (%age per annum)	d	15.00%
*Hard **Non-cumulative Hurdle Rate of Return (%age per annum)	e	10.00%
Brokerage@ 0.15% + STT@ 0.10% per leg of transaction	f	0.25%

Sr. No.	Fee Illustration			#Scenario 1 Gain of 20%	#Scenario 2 Loss of -20%	#Scenario 3 No Change 0%
A	Capital Contributed / Assets under Management (AUM)	i	i = a	50,00,000	50,00,000	50,00,000
	Gain / (Loss) on Investment based on the Scenario	ii	ii= i* #Scenario	10,00,000	-10,00,000	-
	Gross Value of the Portfolio at the end of the year	iii	iii= i + ii	60,00,000	40,00,000	50,00,000
	Daily Weighted Average assets under management	iv	iv= (i + iii) / 2	55,00,000	45,00,000	50,00,000
B	Other Expense (refer point no.7 under notes)	v	v= iv x c	-5,500	-4,500	-5,000
	Brokerage + STT (refer point no.6 under notes)	vi	vi= iv x f	-13,750	-11,250	-12,500
	Management Fees (refer point no.2 under notes)	vii	vii = (iv + v + vi) x b	-54,808	-44,843	-49,825
	Total Expenses before Performance fee	viii	viii = v + vi + vii	-74,058	-60,593	-67,325
C	Gross Value of the Portfolio before Performance fee	ix	ix = iii + viii	59,25,943	39,39,408	49,32,675
	High Water Mark AUM (HWM) (refer point no.4 under notes)	x		50,00,000	50,00,000	50,00,000
	Hurdle AUM with *Hard **Non-cumulative Hurdle Rate of return on opening AUM (refer point no.5 under notes)	xi	xi = i + e	55,00,000	55,00,000	55,00,000
	Higher of High Water Mark AUM or Hurdle AUM	xii	xii = Max (x,xi)	55,00,000	55,00,000	55,00,000
	Is Gross Value of the Portfolio before Performance fee greater than higher of High Water Mark Value or Hurdle rate of return (whichever higher)	xiii	xiii = ix > (xii) then Yes else No	Yes	No	No
D	**If Yes, proceed to performance fee calculation else 0 (zero) performance fee for the period)**					
	Portfolio return subject of Performance Fee	xiv	xiv = ix - xii	4,25,943	0	0
	Performance fee (refer point no.3 under notes)	xv	xv = xiv x d	-63,891	0	0
E	Net value of the Portfolio at the end of the year after all fees and expenses	xvi	xvi = ix + xv	58,62,051	39,39,408	49,32,675
F	% Portfolio Return	xvii	xvii = ((xvi - i) / i)*100	17.24%	-21.21%	-1.35%
G	High Water Mark to be carried forward for next year	xviii	xviii = Max (x , xvi)	58,62,051	50,00,000	50,00,000

Notes:	
1	All Fees and charges are subject to GST.
2	Management Fees is charged monthly on daily average assets under management of the respective month. On interim contributions / withdrawals during the month, the management fee will be charged on a pro-rata basis. In this illustration, management fee is calculated on annual basis.
3	Performance based fees will be reckoned at the end of each year, based on AUM after all expenses. The performance fees are usually charged upon exceeding the high-water mark NAV or hurdle rate NAV (whichever is higher).
4	High Water Mark for the 1st Year is the Capital invested.
5	Hurdle rate is calculated on current years opening Assets under Management. *Hard means performance fees is charged on only the gains that exceed the hurdle rate and not on total gains. **Non-cumulative refers to hurdle rate being set annually on opening AUM of the relevant year.
6	Brokerage, (which includes SEBI transaction cost and GST), STT, NSDL depository charges (as part of custody fees), for the illustration purpose is charged on the Average AUM for . However, are charged on basis the actual trades.
7	Other Expenses includes Audit Fee/ Fund Accounting charges / Custody Fee / demat charges or other miscellaneous expense.

ALDER CAPITAL - Dynamic Growth Approach Fee Illustration

Fee Calculation & Performance Return under different Portfolio Loss/Gain scenario during 5 years of Investment

Particulars for Fee Calculation		Variables
Capital Contribution (Rs.)	a	50,00,000
Management Fee (%age per annum)	b	1.00%
Other Expenses (%age per annum)	c	0.10%
Performance (%age per annum)	d	15.00%
*Hard **Non-cumulative Hurdle Rate of Return (%age per annum)	e	10.00%
Brokerage@ 0.15% + STT@ 0.10% per leg of transaction	f	0.25%

Sr. No.				Yr 1	Yr 2	Yr 3	Yr 4	Yr 5
				Loss of -26%	Gain of 79%	Gain of 22%	No Change 0%	Gain of 40%
A	Capital Contributed / Opening Assets under Management	i	i = a	50,00,000	36,41,427	62,32,292	74,12,039	73,12,236
	Gain / (Loss) on Investment based on the Scenario	ii	ii= i* #Scenario	-13,00,000	28,76,728	13,71,104	-	29,24,894
	Gross Value of the Portfolio at the end of the year	iii	iii= i + ii	37,00,000	65,18,155	76,03,396	74,12,039	1,02,37,130
	Daily Weighted Average assets under management	iv	iv= (i + iii) / 2	43,50,000	50,79,791	69,17,844	74,12,039	87,74,683
B	Other Expense (refer point no.7 under notes)	v	v= iv x c	-4,350	-5,080	-6,918	-7,412	-8,775
	Brokerage + STT (refer point no.6 under notes)	vi	vi= iv x f	-10,875	-12,699	-17,295	-18,530	-21,937
	Management Fees (refer point no.2 under notes)	vii	vii = (iv + v + vi) x b	-43,348	-50,620	-68,936	-73,861	-87,440
	Total Expenses before Performance fee	viii	viii = v + vi + vii	-58,573	-68,399	-93,149	-99,803	-1,18,151
C	Gross Value of the Portfolio before Performance fee	ix	ix = iii + viii	36,41,427	64,49,755	75,10,248	73,12,236	1,01,18,979
	High Water Mark AUM (HWM) (refer point no.4 under notes)	x		50,00,000	50,00,000	62,32,292	74,12,039	74,12,039
	Hurdle AUM with *Hard **Non-cumulative Hurdle Rate of return on opening AUM (refer point no.5 under notes)	xi	xi = i + e	55,00,000	40,05,570	68,55,521	81,53,242	80,43,459
	Higher of High Water Mark AUM or Hurdle AUM	xii	xii = Max (x,xi)	55,00,000	50,00,000	68,55,521	81,53,242	80,43,459
	Is Gross Value of the Portfolio before Performance fee greater than higher of High Water Mark Value or Hurdle rate of return	xiii	xiii = ix > (xii) then Yes else No	No	Yes	Yes	No	Yes
D	**If Yes, proceed to performance fee calculation else 0 (zero) performance fee for the period)**							
	Portfolio return subject of Performance Fee	xiv	xiv = ix - xii	0	14,49,755	6,54,726	0	20,75,520
	Performance fee (refer point no.3 under notes)	xv	xv = xiv x d	0	-2,17,463	-98,209	0	-3,11,328
E	Net value of the Portfolio at the end of the year after all fees and expenses	xvi	xvi = ix + xv	36,41,427	62,32,292	74,12,039	73,12,236	98,07,651
F	% Portfolio Return	xvii	xvii = ((xvi - i) / i)*100	-27.17%	71.15%	18.93%	-1.35%	34.13%
G	High Water Mark to be carried forward for next year	xviii	xviii = Max (x , xvi)	50,00,000	62,32,292	74,12,039	74,12,039	98,07,651

Notes:

1	In above illustration, portfolio performance is calculated under assumption that portfolio Asset Under Management is impacted loss of 26% in Yr 1, profit of 79% in Yr 2, profit of 22% profit in Yr 3, No change in Yr 4 and profit of 40% in Yr 5.
2	Management Fees is charged monthly on daily average assets under management of the respective month. On interim contributions / withdrawals during the month, the management fee will be charged on a pro-rata basis. In this illustration, management fee is calculated on annual basis.
3	Performance based fees will be reckoned at the end of each year, based on AUM after all expenses. The performance fees are usually charged upon exceeding the high-water mark NAV or hurdle rate NAV (whichever is higher).
4	High Water Mark for the 1st Year is the Capital invested. For year onwards, if performance fee is charged, than High Water Mark for succeeding year will be set to closing value of the portfolio (after all fees, including performance fee for that year), else High Water Mark remains same of previous year. Thus High Water Mark changes for each preceeding year when performance fee is charged in current year.
5	Hurdle rate is calculated on current years opening Assets under Management.
	*Hard means performance fees is charged on only the gains that exceed the hurdle rate and not on total gains.
	**Non-cumulative refers to hurdle rate being set annually on opening AUM of the relevant year.
6	Brokerage, (which includes SEBI transaction cost and GST), STT, NSDL depository charges (as part of custody fees), for the illustration purpose is charged on the Average AUM for . However, are charged on basis the actual trades.
7	Other Expenses includes Audit Fee/ Fund Accounting charges / Custody Fee / demat charges or other miscellaneous expense.
8	All Fees and charges are subject to GST.