KLAY SECURITIES PRIVATE LIMITED

INVESTOR CHARTER

PORTFOLIO MANAGEMENT SERVICES

SUMMARY

Related policies and regulations	SEBI/HO/IMD/IMD-II_DOF7/P/CIR/2021/681 as amended time to time.
Issue date	December 10, 2021
Effective Date	December 10, 2021
Approver	Board of Directors

1402, ONE BKC, B-Wing, G - Block, Bandra Kurla Complex, Mumbai - 400051
TEL: +91 22 6910 6000 | CIN: U74140MH2016FTC287916

I. INTRODUCTION

In order to facilitate investor awareness about various activities which an investor deals with such as opening of account, KYC and in person verification, complaint resolution, issuance of contract notes and various statements, process for dematerialization/rematerialization etc., SEBI, in consultation with the market participants, has prepared an **Investor Charter by Portfolio Managers** inter-alia detailing the services provided to Investors, Rights of Investors, various activities of PMS with timelines, DOs and DON'Ts for Investors and Grievance Redressal Mechanism which are mentioned below:

II. VISION

To implement diligently researched customised investment strategies which help investors meet their long-term financial goals in a risk appropriate manner.

III. MISSION

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

IV. DETAILS OF BUSINESS TRANSACTED BY THE ORGANIZATION WITH RESPECT TO THE INVESTORS.

a. appropriate risk profiling of investors
b. to provide Disclosure Document to investors
c. executing the PMS agreement
d. Making investment decisions on behalf of investors (discretionary) or investment decisions taken at the discretion of the Investor (non-discretionary) or advising investors regarding their investment decisions (advisory), as the case may be.

V. DETAILS OF SERVICES PROVIDED TO INVESTORS AND ESTIMATED TIMELINES

i. Discretionary & Non-Discretionary Portfolio Management Services (PMS)

Under these services, all an investor has to do, is to give his portfolio in any form i.e. in stocks or cash or a combination of both. The minimum size of the portfolio under the Discretionary and/ or Non-Discretionary Funds Management Service should be Rs.50 lakhs as per the current SEBI Regulations. However, the PMS provider reserves the right to prescribe a higher threshold product-wise or in any other manner at its sole discretion. The PMS provider will ascertain the investor's investment objectives to achieve optimal returns based on his risk profile. Under the Discretionary Portfolio Management service, investment decisions are at the sole discretion of the PMS provider if they are in sync with the investor's investment objectives. Under the Non-Discretionary Portfolio Management service, investment decisions taken at the discretion of the Investor.

ii. Investment Advisory Services

Under these services, the Client is advised on buy/sell decision within the overall profile without any back-office responsibility for trade execution, custody of securities or accounting functions. The PMS provider shall be solely acting as an Advisor to the Client and shall not be responsible for the investment/divestment of securities and/or administrative activities on the client's portfolio. The PMS provider shall act in a fiduciary capacity towards its Client and shall maintain arm's length relationship with its other activities. The PMS provider shall provide advisory services in accordance with guidelines and/or directives issued by the regulatory authorities and/or the Client from time to time in this regard.

iii. Client On-boarding

a. Ensuring compliance with KYC and AML guidelines.
b. franking & signing the Power of Attorney to make investment decisions on behalf of the investor.
c. opening demat account and funding of the same from the investor's verified bank account and/or transfer of securities from verified demat account of the investor and
d. Mapping the said demat account with Custodian.

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iv. Ongoing activities

a. To provide periodic statements to investors as provided under the PMS Regulations 2020 and other SEBI notifications and circulars ("PMS Regulations") and
b. Providing each client an audited account statement on an annual basis which includes all the details as required under the PMS Regulations.

v. Fees and Expenses

Charging and disclosure of appropriate fees & expenses in accordance with the PMS Regulations.

vi. Closure and Termination

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

vii. Grievance Redressal

Addressing in a time bound manner investor's queries, service requests and grievances, if any, on an ongoing basis.

VI. TIMELINES OF THE SERVICES PROVIDED TO INVESTORS ARE AS FOLLOWS:

SN	SERVICE/ACTIVITY	TIMELINE
1.	Opening of PMS account (including demat account) for residents.	7 days from receipt of all requisite documents from the client, subject to review of the documents for accuracy and completeness by portfolio manager and allied third party service providers as may be applicable.
2.	Opening of PMS account (including demat account) for non-individual clients.	14 days from receipt of all requisite documents from the client, subject to review of the documents for accuracy and completeness by portfolio manager and allied third party service providers as may be applicable.
3.	Opening of PMS account (including demat account, bank account and trading account) for non-resident clients.	14 days from receipt of all requisite documents from the client, subject to review of the documents for accuracy and completeness by portfolio manager and allied third party service providers as may be applicable.
4.	Registration of nominee in PMS account and demat account.	Registration of nominee should happen along with account opening; therefore turnaround time should be same as account opening turnaround time.
5.	Modification of nominee in PMS account and demat account.	10 days from receipt of requisite nominee modification form, subject to review of the documents for accuracy and completeness by portfolio manager and allied third party service providers as may be applicable.
6.	Uploading of PMS account in KRA and CKYC database.	10 days from date of account opening (Portfolio Manager may rely on the custodian for updating the same).
7.	Whether portfolio manager is registered with SEBI, then SEBI registration number.	At the time of client signing the agreement; this information should be a part of the account opening form and disclosure document.
8.	Disclosure about latest networth of portfolio manager and total AUM.	Disclosure of portfolio manager's total AUM - monthly to SEBI Disclosure of latest networth should be done in the disclosure document whenever there are any material changes
9.	Intimation of type of PMS account - discretionary.	At the time of client signing the agreement; this information should be a part of the account opening form.
10.	Intimation of type of PMS account - non discretionary.	At the time of client signing the agreement; this information should be a part of the account opening form
11.	Intimation to client what discretionary account entails and powers that can be exercised by portfolio manager.	At the time of client signing the agreement; this information should be a part of the account opening form.
12.	Intimation to client what non-discretionary account entails and powers that can be exercised by portfolio	At the time of client signing the agreement; this information should be a part of the account opening form.
13.	Copy of executed PMS agreement sent to client.	Within 3 days of client request.

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14.	Frequency of disclosures of available eligible funds.	All details regarding client portfolios should be shared quarterly (point 26).
15.	Issuance of funds and securities balance statements held by client.	This data should be shared on a quarterly basis or upon client request.
16.	Intimation of name and demat account number of custodian for PMS account.	Within 3 days of PMS and demat account opening.
17.	Conditions of termination of contract.	At the time of client signing the agreement; this information should be a part of the account opening form.
18.	Intimation regarding PMS fees and modes of payment or frequency of deduction.	At the time of client signing the agreement; this information should be a part of the account opening form.
19.	POA taken copy providing to client.	Within 3 days of client request.
20.	Intimation to client about what all transactions can portfolio manager do using PoA.	At the time of client signing the agreement; this information should be a part of the account opening form.
21.	Frequency of providing audited reports to clients	Annual.
22.	Explanation of risks involved in investment.	At the time of client signing the agreement; this information should be a part of the account opening form.
23.	Intimation of tenure of portfolio investments.	Indicative tenure should be disclosed at the time of client signing the agreement; this information should be a part of the account opening form.
24.	Intimation clearly providing restrictions imposed by the investor on portfolio manager.	Negative list of securities should be taken from the client at the time of client signing the agreement; this information should be a part of the account opening form.
25.	Intimation regarding settling of client funds and securities.	Settlement of funds and securities is done by the Custodian. The details of clients' funds and securities should be sent to the clients in the prescribed format not later than on a quarterly basis.
26.	Frequency of intimation of transactions undertaken in portfolio account.	Not later than on a quarterly basis or upon clients' request.
27.	Intimation regarding conflict of interest in any transaction.	The portfolio manager should provide details of related party transactions and conflict of interest in the Disclosure Document which should be available on website of portfolio manager at all times.
28.	Timeline for providing disclosure document to investor.	The latest disclosure document should be provided to investors prior to account opening and the latest disclosure documents should be available on website of portfolio manager at all times
29.	Intimation to investor about details of bank accounts where client funds are kept.	Within 3 days of PMS and demat account opening
30.	Redressal of investor grievances.	Within 30 days, subject to all the information required to redress the complaint is provided by the complainant to the portfolio manager
Notes: The number of days in the above timelines indicate clear working days		

VII. DETAILS OF GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT

1. It is mandatory for every PMS provider to register itself on SEBI SCORES (SEBI Complaint Redress System). SCORES is a centralised online complaint resolution system through which the complainant can take up his grievance against the PMS provider and subsequently view its status. (https://scores.gov.in/scores/Welcome.html)
2. The details such as the name, address and telephone number of the investor relations officer of the PMS provider who attends to the investor queries and complaint should be provided in the PMS Disclosure document.
3. The grievance redressal and dispute mechanism should be mentioned in the Disclosure Document.
4. Investors can approach SEBI for redressal of their complaints. On receipt of complaints, SEBI takes up the matter with the concerned PMS provider and follows up with them.
5. Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

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VIII. Expectations from the investors (Responsibilities of investors)

1. Check registration status of the intermediary from SEBI website before availing services.
2. Submission of KYC documents and application form in a timely manner with signatures in appropriate places and with requisite supporting documents.
3. Read carefully terms and conditions of the agreement before signing the same.
4. Thorough study of the Disclosure Documents of the PMS to accurately understand the risks entailed by the said investment in PMS.
5. Accurate and sincere answers given to the questions asked in the 'Risk Questionnaire' shall help the PMS provider properly assess the risk profile of the investor.
6. Thorough study of the quarterly statements sent by the PMS provider to the investor intimating him about the portfolio's absolute and relative performance, its constituents and its risk profile.
7. Ensure providing complete details of negative list of securities as part of freeze instructions at the time of entering into PMS agreement and every time thereafter for changes, if any, in a timely manner.
8. To update the PMS provider in case of any change in the KYC documents and personal details and to provide the updated KYC along with the required proof.

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KLAY SECURITIES PRIVATE LIMITED

INVESTOR CHARTER

ALTERNATIVE INVESTMENT FUNDS

SUMMARY

Related policies and regulations	SEBI/HO/IMD/IMD-I/DOF9/P/CIR/2021/682 as amended time to time.
Issue date	December 10, 2021
Effective Date	December 10, 2021
Approver	Board of Directors

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I. INTRODUCTION

In order to facilitate investor awareness about various activities which an investor deals with such as opening of account, KYC and in person verification, complaint resolution, issuance of contract notes and various statements, process for dematerialization/rematerialization etc., SEBI, in consultation with the market participants, has prepared an **Investor Charter by Alternative Investment Funds (AIFs)** inter-alia detailing the services provided to investors, details of grievance redressal mechanism, responsibilities of the investors etc., at one single place, in lucid language for ease of reference.

II. VISION

To develop the Alternative Investment Fund ("AIF") industry on professional and ethical lines and maintain high standards of governance and transparency.

III. MISSION

- Maintain high professional and ethical standards within the AIF industry.
- Comply with all applicable regulations and co-operate with the regulators in all aspects of the AIF activity.
- Act in a fiduciary capacity towards the investors.

IV. DETAILS OF BUSINESS TRANSACTED BY THE ORGANIZATION WITH RESPECT TO THE INVESTORS.

- To raise capital from domestic and global investors.
- To invest in portfolio companies in accordance with investment strategy stated in Fund documents, with an objective to generate positive returns for the stakeholders including investors.
- To distribute returns to the investors as per the fund documents.

V. DETAILS OF SERVICES PROVIDED TO INVESTORS AND ESTIMATED TIMELINES

1. On-boarding of investors.

1.1. Sharing of Private Placement Memorandum (PPM).
1.2. Account opening with the AIF:
- Completing KYC of investors and registration of KYC with KRAs.
- Sharing of copies of fund documents with investors.
- Entering into contribution agreement with investor.

2. Obtaining investor consent for material changes to fund structure

2.1. Change in the sponsor or the manager of the AIF.
2.2. Change in control of the sponsor or the manager of the AIF.
2.3. Material changes to terms of PPM
- Term of Fund.
- Investment Strategy.
- Increase in fees and charges.

2.4. Winding up of Fund/ Scheme prior to expiry of tenure.

3. Dissemination of financial information of Fund.

3.1. Net Asset Value of Fund/ Scheme.
3.2. Financial information of investee companies.
3.3. Information on performance of scheme/fund.

4. Disclosures with respect to material risks associated with the fund and its portfolio investments.

4.1. Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction.
4.2. Any material liability arising during the tenure of the fund.
4.3. Any breach of a provision of the PPM or any other agreement made with the investor or any other fund documents.
4.4. Intimation regarding any conflict of interest.

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4.5. Risks associated with the portfolio, such as concentration risk, foreign exchange risk, leverage risk, realization risk, strategy risk, reputation risk, extra-financial risks such as social and corporate governance risks etc. at fund and investee company level.

5. **Intimation of any non-material changes in the operations of the fund.**

5.1. Non-material changes such as

- Bank account details
- Address of AIF or its Manager or Sponsor
- Contact details such as email-id, contact number, etc. of AIF or its Manager or Sponsor

6. **Grievance redressal**

6.1. Redressal of investor complaints received directly from investors and/ or from SEBI / SCORES.

VI. TIMELINES OF THE SERVICES PROVIDED TO INVESTORS ARE AS FOLLOWS:

SN	DESCRIPTION OF ACTIVITY/SERVICES PROVIDED BY ALTERNATIVE INVESTMENT FUNDS (AIFS) TO ITS INVESTORS	TIMELINE FOR COMPLETION OF ACTIVITY
1.	**Valuation related disclosures:**	
a.	Valuation of investment by Category I and II Alternative Investment Fund	At least once every six months. Can be extended to once a year with approval of 75% of its investors by value of investment.
b.	Disclosure of NAV of scheme(s) of the Category III Alternative Investment Fund	Close ended fund - quarterly basis Open ended fund - monthly basis
2.	**Transparency related disclosures:**	
a.	Disclosure of financial information of investee companies	• Category I and II - within 180 days from the year end or earlier as per the fund documents. • Category III - within 60 days from the end of the quarter end or earlier as per the fund documents.
b.	Disclosure of Material risks: concentration risk, foreign exchange risk at fund level and leverage risk, realization risk, strategy risk, reputation risk at investee company level, extra-financial risks such as social and corporate governance risks etc. at fund and investee company level	
c.	Financial, risk management, operational, portfolio, and transactional information regarding fund investments	To be disclosed periodically to the investors
d.	Any fees ascribed to the Manager or Sponsor; and any fees charged to the Alternative Investment Fund or any investee company	
e.	Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction	As and when occurred
f.	Any material liability arising during the Alternative Investment Fund's tenure	
g.	Any breach of a provision of the placement memorandum or agreement made with the investor or any other fund documents	
h.	Intimation regarding conflict of interest in any transaction	As and when they arise or seem likely to arise
i.	Any change in terms of Private Placement Memorandum /fund documents	On consolidated basis within one month of end of each financial year
3.	**Complaint handling related services:**	
a.	Response to complaint received from investors	Within 30 days from the date of receipt of complaint
b.	Redressal of investor complaint received from SEBI/ SCORES	Within 30 days from the date of receipt of complaint

VII. DETAILS OF GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT

1. Alternative Investment Funds are required to redress all investor complaints in timely manner.
2. An Alternative Investment Fund, by itself or through the Manager or Sponsor, are required to lay down procedure for resolution of disputes between the investors and AIF or Manager or Sponsor through arbitration or any such mechanism as mutually decided between the investors and the Alternative Investment Fund.

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3. Investors can also approach SEBI for redressal of their complaints through SEBI SCORES platform. On receipt of complaints, SEBI takes up the matter with the concerned AIF.
4. Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

VIII. RESPONSIBILITIES OF INVESTORS

1. Responsibility to inform and educate yourself

1.1. Read thoroughly all fund documents including Private Placement Memorandum, Contribution Agreement, sales literature, newsletters and understand the product.
1.2. Carefully consider all investment risks, fees, and/or other factors detailed in these documents.
1.3. Ensure and make certain that the proposed investment in the Fund meets your investment objective and is in alignment with your risk appetite.
1.4. Review your portfolio holdings, account statements and transaction confirmation on regular basis to ensure that you aware of all transactions and securities where you are invested.

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

2.1. Provide complete and accurate information in your KYC documents, including financial/ income status.
2.2. Timely updation of KYC information.

3. Responsibility to abide by the contribution agreement.

3.1. The investor needs to read carefully and understand the agreement that he/she is entering into with the Alternative Investment Fund and abide by the terms thereof.
3.2. The investor should be aware that investment terms are not guarantee of future performance or returns of the Fund/ Scheme.

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

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

5. Responsibility to maintain confidentiality of information.

5.1. Investors shall not disclose any material non-public information that is received by virtue of being investors of the fund, except as may be guided by the terms of the fund documents.

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KLAY SECURITIES PRIVATE LIMITED

INVESTOR CHARTER

SUMMARY

Related policies and regulations	SEBI circular number SEBI/HO/MIRSD/DOP/OW/P/2021/37347/1 dated December 15, 2021 and SEBI/HO/MRD/MRD-PoD-1/P/CIR/2024/66 dated May 29, 2024 (as amended from time to time)
Issue date	December 15, 2021
Effective Date	December 15, 2021
Modified Date	17th October, 2024
Approver	Board of Directors

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I. INTRODUCTION

In order to facilitate investor awareness about various activities which an investor deals with such as dematerialization/rematerialization of securities, transmission of securities, settlement instruction, consolidated account statement, grievance redressal mechanism etc., SEBI, in consultation with the market participants, has prepared an **Investor Charter for Depository Participants** inter-alia detailing the services provided to Investors, Rights of Investors, various activities of Stock Brokers with timelines, DOs and DON'Ts for Investors Responsibilities of Investors, Code of Conduct for Depositories and DPs and Grievance Redressal Mechanism which are mentioned below:

II. VISION

Towards making Indian Securities Market - Transparent, Efficient, & Investor friendly by providing safe, reliable, transparent and trusted record keeping platform for investors to hold and transfer securities in dematerialized form.

III. MISSION

- To hold securities of investors in dematerialised form and facilitate its transfer, while ensuring safekeeping of securities and protecting interest of investors.
- To provide timely and accurate information to investors with regard to their holding and transfer of securities held by them.
- To provide the highest standards of investor education, investor awareness and timely services so as to enhance Investor Protection and create awareness about Investor Rights.

IV. DETAILS OF BUSINESS TRANSACTED BY THE DEPOSITORY AND DEPOSITORY PARTICIPANT (DP)

A Depository is an organization which holds securities of investors in electronic form. Depositories provide services to various market participants - Exchanges, Clearing Corporations, Depository Participants (DPs), Issuers and Investors in both primary as well as secondary markets. The depository carries out its activities through its agents which are known as Depository Participants (DP). Details available on the link [https://nsdl.co.in/dpsch.php]

V. VARIOUS ACTIVITIES OF STOCK BROKERS WITH TIMELINES

1. BASIC SERVICES

SN	ACTIVITIES	EXPECTED TIMELINES
1.	Dematerialization of securities	7 days
2.	Rematerialization of securities	7 days
3.	Mutual Fund Conversion / Destatementization	5 days
4.	Re-conversion/Restatementisation of Mutual fund units	7 days
5.	Transmission of securities	7 days
6.	Registering pledge request	15 days
7.	Closure of demat account	2 working days
8.	Settlement Instruction	For T+1 day settlements, Participants shall accept instructions from the Clients, in physical form up to 4 p.m. (in case of electronic instructions up to 6.00 p.m.) on T day for pay-in of securities. For T+0 day settlements, Participants shall accept EPI instructions from the clients, till 11:00 AM on T day.

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		Note: 'T' refers 'Trade Day'

2. DEPOSITORIES PROVIDE SPECIAL SERVICES LIKE PLEDGE, HYPOTHECATION, INTERNET BASED SERVICES ETC. IN ADDITION TO THEIR CORE SERVICES AND THESE INCLUDE

SN	ACTIVITIES	BRIEF ABOUT THE ACTIVITY / SERVICE
1.	Value Added Services	Depositories also provide value added services such as ***a***. Basic Services Demat Account (BSDA) - The facility of BSDA with limited services for eligible individuals was introduced with the objective of achieving wider financial inclusion and to encourage holding of demat accounts. As per the SEBI direction, No Annual Maintenance Charges (AMC) shall be levied, if the value of securities holding in the Demat Account (Debt as well as other than debt securities combined) is upto Rs. 4 lakhs. For value of securities holdings in Demat Account (Debt as well as other than debt securities combined) is more than Rs 4 lakhs but upto Rs 10 lakhs, AMC not exceeding Rs 100 is chargeable. [https://in.klaygroup.com/media/ngpiecz4/bsda-form.pdf] ***b***. Transposition cum dematerialization - In case of transposition-cum-dematerialisation, client can get securities dematerialised in the same account if the names appearing on the certificates match with the names in which the account has been opened but are in a different order. The same may be done by submitting the security certificates along with the Transposition Form and Demat Request Form. [https://in.klaygroup.com/media/j4fdzmuz/dp-drf-form.pdf] ***c***. Linkages with Clearing System –For actual delivery of securities to the clearing system from the selling brokers and delivery of securities from the clearing system to the buying broker. [https://www.icclindia.com/] d. Distribution of cash and non-cash corporate benefits (Bonus, Rights, IPOs etc.), stock lending, demat of NSC / KVP, demat of warehouse receipts etc.
2.	Consolidated Account statement (CAS)	CAS is issued 10 days from the end of the month (if there were transactions in the previous month) or half yearly (if no transactions).
3.	Digitalization of services provided by the depositories	Depositories offer below technology solutions and e-facilities to their demat account holders through DPs: ***a***. E-account opening ***[currently this service is not provide.]*** ***b***. Online instructions for execution***[currently this service is not provide.]]*** ***c***. e-DIS / Demat Gateway***[currently this service is not provide.]*** ***d***. e-CAS facility ***[currently this service is not provide.]*** ***e***. Miscellaneous services ***[currently this service is not provide.]***

VI. DETAILS OF GRIEVANCE REDRESSAL MECHANISM

1. The Process of investor grievance redressal

1.	Investor Complaint/ Grievances	Investor can lodge complaint/ grievance against the Depository/DP in the following ways: a. Electronic mode – i. SCORES 2.0 (a web based centralized grievance redressal system of SEBI) [https://scores.sebi.gov.in/] Two Level Review for complaint/grievance - First review done by Designated Body - Second review done by SEBI ii. Respective Depository's web portal dedicated for the filing of compliant [https://investor.nsdl.com/portal/en/home] iii. Emails to designated email IDs of Depository [relations@nsdl.com] b. Offline mode – [https://in.klaygroup.com/media/qwoghuow/investor-complaint_offline-form.pdf]

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		The complaints/ grievances lodged directly with the Depository shall be resolved within 21 days.
2	Online Dispute Resolution (ODR) platform for online Conciliation and Arbitration	If the Investor is not satisfied with the resolution provided by DP or other Market Participants, then the Investor has the option to file the complaint/ grievance on SMARTODR platform for its resolution through by online conciliation or arbitration. [https://smartodr.in/register]
3.	Steps to be followed in ODR for Review, Conciliation and Arbitration	▫ Investor to approach Market Participant for redressal of complaint ▫ If investor is not satisfied with response of Market Participant, he/she can escalate the complaint on SEBI SCORES portal. ▫ Alternatively, the investor may also file a complaint on SMARTODR portal for its resolution through online conciliation and arbitration. ▫ Upon receipt of complaint on SMARTODR portal, the relevant MII will review the matter and endeavour to resolve the matter between the Market Participant and investor within 21 days. ▫ If the matter could not be amicably resolved, then the Investor may request the MII to refer the matter case for conciliation. ▫ During the conciliation process, the conciliator will endeavor for amicable settlement of the dispute within 21 days, which may be extended with 10 days by the conciliator. ▫ If the conciliation is unsuccessful, then the investor may request to refer the matter for arbitration. ▫ The arbitration process to be concluded by arbitrator(s) within 30 days

2. Illustration of New Grievance Redressal System: [https://in.klaygroup.com/legal/grievance-redressal]https://in.klaygroup.com/legal/grievance-redressal/]

VII. GUIDANCE PERTAINING TO SPECIAL CIRCUMSTANCES RELATED TO MARKET ACTIVITIES: TERMINATION OF THE DEPOSITORY PARTICIPANT

SN	Type of special circumstances	Timelines for the Activity/ Service
1.	• Depositories to terminate the participation in case a participant no longer meets the eligibility criteria and/or any other grounds as mentioned in the bye laws like suspension of trading member by the Stock Exchanges. • Participant surrenders the participation by its own wish.	Client will have a right to transfer all its securities to any other Participant of its choice without any charges for the transfer within 30 days from the date of intimation by way of letter/email.

VIII. Dos and Don'ts for Investors

SN	GUIDANCE
1.	Always deal with a SEBI registered Depository Participant for opening a demat account.
2.	Read all the documents carefully before signing them.
3.	Before granting Power of attorney to operate your demat account to an intermediary like Stock Broker, Portfolio Management Services (PMS) etc., carefully examine the scope and implications of powers being granted.
4.	Always make payments to registered intermediary using banking channels. No payment should be made in name of employee of intermediary.
5.	Accept the Delivery Instruction Slip (DIS) book from your DP only (pre- printed with a serial number along with your Client ID) and keep it in safe custody and do not sign or issue blank or partially filled DIS slips. Always mention the details like ISIN, number of securities accurately. In case of any queries, please contact your DP or broker and it should be signed by all demat account holders. Strike out any blank space on the slip and Cancellations or corrections on the DIS should be initialed or signed by all the account holder(s). Do not leave your instruction slip book with anyone else. Do not sign blank DIS as it is equivalent to a bearer cheque.
6.	Inform any change in your Personal Information (for example address or Bank Account details, email ID, Mobile number) linked to your demat account in the prescribed format and obtain confirmation of updation in

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	system
7.	Mention your Mobile Number and email ID in account opening form to receive SMS alerts and regular updates directly from depository.
8.	Always ensure that the mobile number and email ID linked to your demat account are the same as provided at the time of account opening/updation.
9.	Do not share password of your online trading and demat account with anyone.
10.	Do not share One Time Password (OTP) received from banks, brokers, etc. These are meant to be used by you only.
11.	Do not share login credentials of e-facilities provided by the depositories such as e-DIS/demat gateway, SPEED-e/easiest etc. with anyone else.
12.	Demat is mandatory for any transfer of securities of Listed public limited companies.
13.	If you have any grievance in respect of your demat account, please write to designated email IDs of depositories or you may lodge the same with SEBI online at https://scores.sebi.gov.in
14.	Keep a record of documents signed, DIS issued and account statements received.
15.	As Investors you are required to verify the transaction statement carefully for all debits and credits in your account. In case of any unauthorized debit or credit, inform the DP or your respective Depository.
16.	Appoint a nominee to facilitate your heirs in obtaining the securities in your demat account, on completion of the necessary procedures.
17.	Register for Depository's internet-based facility or download mobile app of the depository to monitor your holdings.
18.	Ensure that, both, your holding and transaction statements are received periodically as instructed to your DP. You are entitled to receive a transaction statement every month if you have any transactions.
19.	Do not follow herd mentality for investments. Seek expert and professional advice for your investments
20.	Beware of assured/fixed returns.

IX. RIGHTS OF INVESTORS

SN	RIGHTS OF INVESTOR
1.	Receive a copy of KYC, copy of account opening documents.
2.	No minimum balance is required to be maintained in a demat account.
3.	No charges are payable for opening of demat accounts.
4.	If executed, receive a copy of Power of Attorney. However, Power of Attorney is not a mandatory requirement as per SEBI / Stock Exchanges. You have the right to revoke any authorization given at any time.
5.	You can open more than one demat account in the same name with single DP/ multiple DPs.
6.	Receive statement of accounts periodically. In case of any discrepancies in statements, take up the same with the DP immediately. If the DP does not respond, take up the matter with the Depositories.
7.	Pledge and /or any other interest or encumbrance can be created on demat holdings.
8.	Right to give standing instructions with regard to the crediting of securities in demat account.
9.	Investor can exercise its right to freeze/defreeze his/her demat account or specific securities / specific quantity of securities in the account, maintained with the DP.
10.	In case of any grievances, Investor has right to approach Participant or Depository or SEBI for getting the same resolved within prescribed timelines.
11.	Every eligible investor shareholder has a right to cast its vote on various resolutions proposed by the companies for which Depositories have developed an internet based ‘e-Voting’ platform.
12.	Receive information about charges and fees. Any charges/tariff agreed upon shall not increase unless a notice in writing of not less than thirty days is given to the Investor.
13.	Right to indemnification for any loss caused due to the negligence of the Depository or the participant.
14.	Right to opt out of the Depository system in respect of any security.

X. RESPONSIBILITIES OF INVESTORS

SN	RESPONSIBILITIES OF INVESTORS
1.	Deal with a SEBI registered DP for opening demat account, KYC and Depository activities.
2.	Provide complete documents for account opening and KYC (Know Your Client). Fill all the required details in Account Opening Form / KYC form in own handwriting and cancel out the blanks.
3.	Read all documents and conditions being agreed before signing the account opening form.
4.	Accept the Delivery Instruction Slip (DIS) book from DP only (preprinted with a serial number along with client ID) and keep it in safe custody and do not sign or issue blank or partially filled DIS.
5.	Always mention the details like ISIN, number of securities accurately.
6.	Inform any change in information linked to demat account and obtain confirmation of updation in the system

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7.	Regularly verify balances and demat statement and reconcile with trades / transactions.
8.	Appoint nominee(s) to facilitate heirs in obtaining the securities in their demat account.
9.	Do not fall prey to fraudsters sending emails and SMSs luring to trade in stocks / securities promising huge profits.

XI. CODE OF CONDUCT FOR DEPOSITORIES

A Depository shall:

1. always abide by the provisions of the Act, Depositories Act, 1996, any Rules or Regulations framed thereunder, circulars,
2. guidelines and any other directions issued by the Board from time to time.
3. adopt appropriate due diligence measures.
4. take effective measures to ensure implementation of proper risk management framework and good governance practices.
5. take appropriate measures towards investor protection and education of investors.
6. treat all its applicants/members in a fair and transparent manner.
7. promptly inform the Board of violations of the provisions of the Act, the Depositories Act, 1996, rules, regulations, circulars, guidelines or any other directions by any of its issuer or issuer's agent.
8. take a proactive and responsible attitude towards safeguarding the interests of investors, integrity of depository's systems and the securities market.
9. endeavor for introduction of best business practices amongst itself and its members.
10. act in utmost good faith and shall avoid conflict of interest in the conduct of its functions.
11. not indulge in unfair competition, which is likely to harm the interests of any other Depository, their participants or investors or is likely to place them in a disadvantageous position while competing for or executing any assignment.
12. segregate roles and responsibilities of key management personnel within the depository including
    a. Clearly mapping legal and regulatory duties to the concerned position
    b. Defining delegation of powers to each position
    c. Assigning regulatory, risk management and compliance aspects to business and support teams
13. be responsible for the acts or omissions of its employees in respect of the conduct of its business.
14. (m)monitor the compliance of the rules and regulations by the participants and shall further ensure that their conduct is in a manner that will safeguard the interest of investors and the securities market.

XII. CODE OF CONDUCT FOR PARTICIPANTS

1. A participant shall make all efforts to protect the interests of investors.
2. A participant shall always endeavour to—
    (a) render the best possible advice to the clients having regard to the client's needs and the environments and his own professional skills;
    (b) ensure that all professional dealings are effected in a prompt, effective and efficient manner;
    (c) inquiries from investors are adequately dealt with;
    (d) grievances of investors are redressed without any delay.
3. A participant shall maintain high standards of integrity in all its dealings with its clients and other intermediaries, in the conduct of its business.
4. A participant shall be prompt and diligent in opening of a beneficial owner account, dispatch of the dematerialisation request form, rematerialisation request form and execution of debit instruction slip and in all the other activities undertaken by him on behalf of the beneficial owners.
5. A participant shall endeavour to resolve all the complaints against it or in respect of the activities carried out by it as quickly as possible, and not later than one month of receipt.
6. A participant shall not increase charges/fees for the services rendered without proper advance notice to the beneficial owners.
7. A participant shall not indulge in any unfair competition, which is likely to harm the interests of other participants or investors or is likely to place such other participants in a disadvantageous position while competing for or executing any assignment.

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8. A participant shall not make any exaggerated statement whether oral or written to the clients either about its qualifications or capability to render certain services or about its achievements in regard to services rendered to other clients.
9. A participant shall not divulge to other clients, press or any other person any information about its clients which has come to its knowledge except with the approval/authorisation of the clients or when it is required to disclose the information under the requirements of any Act, Rules or Regulations.
10. A participant shall co-operate with the Board as and when required.
11. A participant shall maintain the required level of knowledge and competency and abide by the provisions of the Act, Rules, Regulations and circulars and directions issued by the Board. The participant shall also comply with the award of the Ombudsman passed under the Securities and Exchange Board of India (Ombudsman) Regulations, 2003.
12. A participant shall not make any untrue statement or suppress any material fact in any documents, reports, papers or information furnished to the Board.
13. A participant shall not neglect or fail or refuse to submit to the Board or other agencies with which it is registered, such books, documents, correspondence, and papers or any part thereof as may be demanded/requested from time to time.
14. A participant shall ensure that the Board is promptly informed about any action, legal proceedings, etc., initiated against it in respect of material breach or noncompliance by it, of any law, Rules, regulations, directions of the Board or of any other regulatory body.
15. A participant shall maintain proper inward system for all types of mail received in all forms.
16. A participant shall follow the maker—Checker concept in all of its activities to ensure the accuracy of the data and as a mechanism to check unauthorised transaction.
17. A participant shall take adequate and necessary steps to ensure that continuity in data and record keeping is maintained and that the data or records are not lost or destroyed. It shall also ensure that for electronic records and data, upto date back up is always available with it.
18. A participant shall provide adequate freedom and powers to its compliance officer for the effective discharge of his duties.
19. A participant shall ensure that it has satisfactory internal control procedures in place as well as adequate financial and operational capabilities which can be reasonably expected to take care of any losses arising due to theft, fraud and other dishonest acts, professional misconduct or omissions.
20. A participant shall be responsible for the acts or omissions of its employees and agents in respect of the conduct of its business.
21. A participant shall ensure that the senior management, particularly decision makers have access to all relevant information about the business on a timely basis.
22. A participant shall ensure that good corporate policies and corporate governance are in place.

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KLAY SECURITIES PRIVATE LIMITED

INVESTOR CHARTER

SUMMARY

Related policies and regulations	SEBI circular SEB1/1-10/MIRSD/DOP/P/CIR/20211676 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2025/22 dated 21st February 2025 as amended from time to time.
Issue date	December 02, 2021
Effective Date	December 02, 2021
Modified Date	24th February 2025
Approver	Board of Directors

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I. INTRODUCTION

In order to facilitate investor awareness about various activities which an investor deals with such as dematerialization/rematerialization of securities, transmission of securities, settlement instruction, consolidated account statement, grievance redressal mechanism etc., SEBI, in consultation with the market participants, has prepared an **Investor Charter for Stock Broker** inter-alia detailing the services provided to Investors, Rights of Investors, various activities of Stock Brokers with timelines, DOs and DON'Ts for Investors Responsibilities of Investors, Code of Conduct for Depositories and DPs and Grievance Redressal

Mechanism which are mentioned below:

II. VISION

To follow highest standards of ethics and compliances while facilitating the trading by clients in securities in a fair and transparent manner, so as to contribute in creation of wealth for investors.

III. MISSION

- To provide high quality and dependable service through innovation, capacity enhancement and use of technology.
- To establish and maintain a relationship of trust and ethics with the investors.
- To observe highest standard of compliances and transparency.
- To always keep 'protection of investors' interest' as goal while providing service.
- To ensure confidentiality of information shared by investors unless such information is required to be provided in furtherance of discharging legal obligations or investors have provided specific consent to share such information.

IV. Services provided to Investors by stockbrokers include

- Execution of trades on behalf of investors.
- Issuance of Contract Notes.
- Issuance of intimations regarding margin due payments.
- Facilitate execution of early pay-in obligation instructions.
- Periodic Settlement of client's funds.
- Issuance of retention statement of funds at the time of settlement.
- Risk management systems to mitigate operational and market risk,
- Facilitate client profile changes in the system as instructed by the client.
- Information sharing with the client w.r.t. relevant Market Infrastructure Institutions (MII) circulars.
- Provide a copy of Rights & Obligations document to the client.
- Communicating Most Important terms and Conditions (MITC) to the client.

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- Redressal of Investor's grievances.

V. Rights of Investors

- Ask for and receive information from a firm about the work history and background of the person handling your account, as well as information about the firm itself.
- Receive complete information about the risks, obligations, and costs of any investment before investing.
- Receive a copy of all completed account forms and and rights & obligation document.
- Receive a copy of 'Most Important Terms & Conditions' (MITC).
- Receive account statements that are accurate and understandable.
- Understand the terms and conditions of transactions you undertake.
- Access your funds in a timely manner and receive information about any restrictions or limitations on access.
- Receive complete information about maintenance or service charges, transaction or redemption fees, and penalties in form of tariff sheet
- Discuss your grievances with compliance officer / compliance team / dedicated grievance redressal team of the firm and receive prompt attention to and fair consideration of your concerns.
- Close your zero balance accounts online with minimal documentation
- Get the copies of all policies (including Most Important Terms and Conditions) of the broker related to dealings of your account.
- Not be discriminated against in terms of services offered to equivalent clients.
- Get only those advertisement materials from the broker which adhere to Code of Advertisement norms in place.
- In case of broker defaults, be compensated from the Exchange Investor Protection Fund as per the norms in place
- Trade in derivatives after submission of relevant financial documents to the broker subject to brokers' adequate due diligence.
- Get warnings on the trading systems while placing orders in securities where surveillance measures are in place.
- Get access to products and services in a suitable manner even if differently abled.

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- Get access to educational materials of the MIIs and brokers

- Get access to all the exchanges of a particular segment you wish to deal with unless opted out specifically as per Broker norms.

- Deal with one or more stockbrokers of your choice without any compulsion of minimum business.

- Have access to the escalation matrix for communication with the broker.

- Not be bound by any clause prescribed by the Brokers which are contravening the Regulatory provisions.

IV. Various activities of Stockbrokers with timelines

SN	ACTIVITIES	EXPECTED TIMELINES
1.	KYC entered into KRA System and CKYCR	3 working days of account opening
2.	Client Onboarding	Immediate, but not later than one week
3.	Order execution	Immediate on receipt of order, but not later than the same day
4.	Allocation of Unique Client Code	Before trading
5.	Copy of duly completed Client Registration Documents to clients	7 days from the date of upload of Unique Client Code to the Exchange by the trading member.
6.	Issuance of contract notes	24 hours of execution of trades
7.	Collection of upfront margin from client	Before initiation of trade
8.	Issuance of intimations regarding other margin due payments	At the end of the T day
9.	Settlement of client funds	First Friday/Saturday of the month / quarter as per Exchange pre-announced schedule
10.	Statement of Accounts' for Funds, Securities and Commodities	Monthly basis
11.	Issuance of retention statement of funds/commodities	5 days from the date of settlement
12.	Issuance of Annual Global Statement	30 days from the end of the financial year
13.	Investor grievances redressal	. 21 calendar days from the receipt of the complaint.

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V.DOS AND DON'TS FOR INVESTORS

SN	DOs	DON'Ts
1.	Read all documents and conditions being agreed before signing the account opening form.	1.Do not deal with unregistered stock broker.
2.	Receive a copy of KYC, copy of account opening documents and	2.Do not forget to strike off blanks in your account opening
3.	Read the product / operational framework / timelines related to various Trading and Clearing & Settlement processes.	3.Do not submit an incomplete account opening and KYC form.
4,	Receive all information about brokerage, fees and other charges levied.	4.Do not forget to inform any change in information linked to trading account and obtain confirmation of updation in the system.
5.	Register your mobile number and email ID in your trading, demat and bank accounts to get regular alerts on your transactions.	5.Do not transfer funds, for the purposes of trading to anyone other than a stockbroker. No payment should be made in name of employee of stockbroker,
6.	If executed, receive a copy of Power of Attorney. However, Power of Attorney is not a mandatory requirement as per SEBI I Stock Exchanges. Before granting Power of Attorney, carefully examine the scope and implications of powers being granted.	6.Do not ignore any emails / SMSs received with regards to trades done, from the Stock Exchange and raise a concern, if discrepancy is observed
7	Receive contract notes for trades executed, showing transaction price, brokerage, GST and SIT etc. as applicable, separately, within 24 hours of execution of trades.	7.Do not opt for digital contracts, if not familiar with computers.
8.	Receive funds and securities/ commodities on time, as prescribed by SEBI or exchange from time to time.	8.Do not share trading password.

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9.	Verify details of trades, contract notes and statement of account and approach relevant authority for any discrepancies. Verify trade details on the Exchange websites from the trade verification facility provided by the Exchanges.	9. Do not fall prey to fixed / guaranteed returns schemes.
10.	**Receive statement of accounts periodically. if opted for running** account settlement, account has to be settled by the stock broker as per the option given by the client (30 or 90 days).	10. Do not fall prey to fraudsters sending emails and SMSs luring to trade in stocks / securities promising huge
11.	In case of any grievances, approach stock broker or Stock Exchange or SEBI for getting the same resolved within prescribed timelines.	11.Do not follow herd mentality for investments. Seek expert and professional advice for your investments
12.	Retain documents for trading activity as it helps in resolving disputes, if they arise.	

Additionally, Investors may refer to Dos and Don'ts issued by MIIs on their respective websites from time to time.

VI. DETAILS OF GRIEVANCE REDRESSAL MECHANISM

1. The Process of investor grievance redressal

1.	Investor Complaint/ Grievances	Investor can lodge complaint/grievance against stock broker in the following ways: Mode of filing the complaint with stock broker Investor can approach the Stock Broker at the designated Investor Grievance e-mail ID of the stock broker. The Stock Broker will strive to redress the grievance immediately, but not later than 21 days of the receipt of the grievance Mode of filing the complaint with stock exchanges i.SCORES 2.0 (a web based centralized grievance redressal system of SEBI) (https://scores.sebi.gov.in) Two level review for complaint/grievance against stock broker: ▫First review done by Designated body/Exchange ▫Second review done by SEBI ii.Emails to designated email IDs of Exchange
2	Online Dispute Resolution (ODR) platform for online	If the Investor is not satisfied with the resolution provided by the Market Participants, then the Investor has the option to file the complaint/ grievance on SMARTODR platform for its resolution through online conciliation or arbitration.

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	Conciliation and Arbitration	
3.	Steps to be followed in ODR for Review, Conciliation and Arbitration	1. Investor to approach Market Participant for redressal of complaint 2. If investor is not satisfied with response of Market Participant, he/she has either of the following 2 options:. i. May escalate the complaint on SEBI SCORES portal. ii. May also file a complaint on SMARTODR portal for its resolution through online conciliation and arbitration 3. Upon receipt of complaint on SMARTODR portal, the relevant MII will review the matter and endeavor to resolve the matter between the Market Participant and investor within 21 days 4. If the matter could not be amicably resolved, then the matter shall be referred for conciliation. 5. During the conciliation process, the conciliator will endeavor for amicable settlement of the dispute within 21 days, which may be extended with 10 days by the conciliator with consent of the parties to dispute. 6. If the conciliation is unsuccessful, then the investor may request to refer the matter for arbitration. 7. The arbitration process to be concluded by arbitrator(s) within 30 days, which is extendable by 30 days with consent of the parties to dispute.

VIII. HANDLING OF INVESTOR'S CLAIMS / COMPLAINTS IN CASE OF DEFAULT OF A TRADING MEMBER / CLEARING MEMBER (TM/CM)

DEFAULT OF TM/CM

Following steps are carried out by Stock Exchange for benefit of investor, in case stock broker defaults:

1. Circular is issued to inform about declaration of Stockbroker as Defaulter.
2. Information of defaulter stockbroker is disseminated on Stock Exchange website.

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- Public Notice is issued informing declaration of a stockbroker as defaulter and inviting claims within specified period.

- Intimation to clients of defaulter stock brokers via emails and SMS for facilitating lodging of claims within the specified period.

Following information is available on Stock Exchange website for information of investors:

- Norms for eligibility of claims for compensation from IPF.
- Claim form for lodging claim against defaulter stock broker.
- FAQ on processing of investors' claims against Defaulter stock broker.
- Provision to check online status of client's claim.
- Standard Operating Procedure (SOP) for handling of Claims of Investors in the Cases of Default by Brokers.
- Claim processing policy against Defaulter/Expelled members.
- List of Defaulter/Expelled members and public notice issued.

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