

This schedule of conditions (this “**Supplement**”) is subject to Federal Law No. (4) of 2000 Concerning the UAE Securities and Commodities Authority and Market and the Chairman of the Authority’s Board of Directors’ Resolution No (01/Chairman) of 2023 Concerning the Regulations of Investment Funds (the “**Resolution**”) and all laws, regulations, and resolutions in force in the United Arab Emirates (the “**UAE**”). This Supplement forms part of, and must be read together with, the prospectus (the “**Prospectus**”) of the Fund (as defined in the Prospectus) including but not limited to the general description of (a) the Fund, the Sub-Fund and its management; (b) the risk factors and conflicts of interest; and (c) the subscription and redemption policies and restrictions.

SCHEDULE OF CONDITIONS TO PROSPECTUS

NIFM India Allocator Feeder Funds

صناديق إن آي إف إم المغذية المخصصة للهند

An Umbrella Fund with segregated liability Sub-Funds established pursuant to the Chairman of the Authority’s Board of Directors’ Resolution No (01/Chairman) of 2023 Concerning the Regulations of Investment Funds.

NIFM India Allocator Equity & Debt Feeder Fund

الصندوق المُغذّي إن آي إف إم الهند المُخصّص للأسهم والدين

(Open-ended Public Fund)

March 2026

**At a subscription price of
US\$10.00 per Unit**

Minimum Fund Size: US\$1,000.

Maximum Fund Size: No maximum.

First Initial Subscription Period Commencement Date: April 14, 2026

First Initial Subscription Period Expiry Date: May 14, 2026

In the event that the Minimum Fund Size (US\$1,000) is not covered:

Second Initial Subscription Period Commencement Date: May 15, 2026

Second Initial Subscription Period Expiry Date: July 14, 2026

Fund Manager

Neovision Investment Fund
Management LLC

Administrator and Unit Registrar

Apex Fund Services

Custodian and Subscription Bank

First Abu Dhabi Bank PJSC

Auditor

Crowe Mak

Legal Advisor

King & Spalding LLP

IMPORTANT DISCLAIMER

Investors must carefully read this Disclaimer

- This Supplement includes the terms and information applicable only to this Sub-Fund. The information contained in this Supplement must be read in conjunction with the Prospectus.
- The main purpose of this Supplement is to inform the potential investors of the key information that will help them make their investment decisions regarding investing in this Sub-Fund. Each Investor prior to the subscription must carefully examine and review all the data contained in the Prospectus and this Supplement in order to make the appropriate investment decision. Additionally, each investor must obtain the necessary advice from his own financial adviser and legal adviser regarding investing in this Sub-Fund offered for subscription. The reader of this Supplement must also take into account that the words and phrases that indicate that the data are estimated and relate to the future which are intended to show that they are uncertain and should not be relied upon entirely as they are subject to change and it is impossible to predict future circumstances with certainty, which may lead to the actual results differing from the expected results.
- Investing in the offered Sub-Fund may involve a high degree of risk. As such the investor should not invest any money in the fund unless he can bear the loss of his investment. The terms and conditions of each Sub-Fund (as set out in the Prospectus) must also be read in full, in particular the “*RISKS AND CONFLICT OF INTERESTS*” section, which explains the factors and risks that must be taken into consideration before making any decision investing.
- This Supplement contains data submitted in accordance with the issuance and disclosure rules applicable by the Capital Market Authority of the United Arab Emirates (the “**Authority**”). The Fund Manager, whose name is included in the contents of this Supplement, shall bear full responsibility with regard to the validity of the information and data contained therein. The Fund Manager confirms to the best of its knowledge, after exerting due care and conducting extensive research, that there is no information, other facts or material information that, if not included in the Prospectus or this Supplement, would make any statement contained therein misleading or affecting the investment decision of the subscribers or contrary to the provisions of the resolutions issued by the Authority, and that these resolutions apply and prevail in all cases to what is contained in the Prospectus and this Supplement.
- The information contained in the Prospectus and this Supplement shall not be subject to modification or addition except in accordance with the procedures stipulated in the Resolution.
- The offering of this Sub-Fund has been presented to the Authority, for offering in the United Arab Emirates. Accordingly, in the event that the Fund is offered in any other country, the Fund Manager shall be responsible for taking all procedures and measures and obtaining the necessary approvals from the concerned authorities in those countries before offering the Sub-Fund therein.
- The Fund Manager and the service providers of this Sub-Fund shall undertake to fully comply with all laws, regulations and resolutions in force in the State and those issued at any time by the Authority.
- The Authority approved the offering of this Sub-Fund on 30th March 2026 under number 2026/140. The approval of the Authority shall not be an endorsement of the feasibility of the investment nor a recommendation to subscribe for the Sub-Fund’s Units but only means that this Supplement included the minimum required information in accordance with the rules of issuance and disclosure applicable in the Authority. The Authority shall not be responsible for the accuracy, completeness, validity or adequacy of the information contained in the Prospectus and this Supplement and shall not be liable for any damage or loss incurred by any person as a result of reliance on the offering document or part thereof.
- This Supplement has been prepared in accordance with the laws, regulations, and resolutions in force in the United Arab Emirates. Any violation of those laws, regulations, and resolutions that may appear therein shall be null and void, and the fund manager shall bear all the consequences of such violation, unless a special resolution has been issued by the Authority.
- This Supplement is issued in March 2026.

INTRODUCTION AND GENERAL PROVISIONS

For the sake of clarity, please note that the Prospectus and this Supplement:

- (1) is an invitation for the public subscription to purchase units of the Sub-Fund;
- (2) includes all information and data relating to the Sub-Fund, which have been assessed and reviewed by each of the Fund Manager, the Administrator, the Auditor and the Legal Advisor (each in its own capacity) and subject to its own responsibility;
- (3) shall be updated periodically to reflect any material change and the updated Prospectus and/or Supplement shall be notified to the Authority, as well as to the Unitholders, if the Authority so decides;
- (4) an updated copy of the Prospectus and this Supplement is available on request of an investor from the Fund Manager at the address set forth in the Prospectus and this Supplement; and
- (5) is subject to the Resolution and all laws, regulations and resolutions in force in the UAE.

1. SUMMARY OF TERMS

The following is a summary of the terms of the Sub-Fund. To the extent that the information contained in this Supplement conflicts with information contained in the Prospectus, the information contained in this Supplement will prevail. Capitalised terms which are not defined herein shall have the meanings ascribed to such terms in the Prospectus.

Name of Sub-Fund	NIFM India Allocator Equity & Debt Feeder Fund	
Name of Sub-Fund (Arabic)	صندوق إن آي إف إم الهند المخصص للأسهم والدين المغذي	
Custodian	First Abu Dhabi Bank PJSC	License No. 601005
Administrator	Apex Fund Services	License No. 301034
Unit Registrar	Apex Fund Services	
Investment Objectives	The investment objective of the Sub-Fund is to generate long term capital growth and income by investing in the Master Fund. The investment objective of the Master Fund is to generate long term capital appreciation and current income from a portfolio that is invested in equity and equity related securities as well as in fixed income securities. The Sub-Fund is a Feeder Fund and will invest substantially all of its assets in the Direct Plan, Growth Option of ICICI Prudential Equity & Debt Fund, (the “Master Fund”), an open-ended hybrid Scheme of ICICI Prudential Mutual Fund, a Mutual Fund established and offered for public/retail investors in India under the laws of the Securities and Exchange Board of India. The Mutual Fund constitutes a single legal entity, and the assets, liabilities, bank accounts and securities accounts of each Scheme are segregated and ring-fenced from other Schemes of the Mutual Fund.	
Investment Restrictions; Master Fund Investment Guidelines	Investment Restrictions The Sub-Fund will invest substantially all (and, in any event, not less than 85%) of its assets in the Master Fund. The Master Fund will invest substantially all of its assets in accordance with the investment restrictions detailed in the Master Fund Prospectus. The Master Fund may change its investment objectives, strategies, or restrictions from time to time. Consequently, the Sub-Fund (Feeder Fund) shall adopt such changes (including any amendments to the Prospectus or this Supplement to reflect the same). For the avoidance of doubt, any such changes shall be formally notified to the outstanding Unit Holders of the Sub-Fund. Such changes will be classified and treated as either (i) a Material Change, or (ii) an Important Change, in accordance with the definitions and procedures set forth in the Chairman of the Authority’s Board of Directors’ Resolution No. (01/Chairman) of 2023 Concerning the Regulation of Investment Funds. The Fund Manager undertakes to comply with the relevant notice periods and regulatory approvals required for each classification before such changes take effect.	

Extract of Master Fund Investment Guidelines

As of the date of this Supplement and as further set out in the Master Fund Prospectus, the Master Fund currently has the following investment guidelines, which may be amended or revised from time to time:

Instruments	Indicative Allocation (% of total assets)	
	Minimum	Maximum
Equity & Equity related instruments	65%	80%
Debt and Money Market Instruments including Units of Debt oriented mutual fund schemes [@]	20%	35%
Units issued by real estate investment trusts (REITs) and infrastructure investment trusts (InvITs)	0%	10%
Preference Shares	0%	10%

[@] Excluding subscription money in transit before deployment / payout

^{\$} Any other security as may be permitted by SEBI/ RBI, subject to approval from SEBI / RBI as required

The Scheme may take exposure to various instruments will be as per the indicative table given below:

Sr. No.	Type of Instrument	Percentage of exposure
1.	Stock lending	Up to 20% of net assets
2.	Derivative positions	As follows:
2(a)	Equity Derivatives for hedging purpose	Up to 80% of the total assets
2(b)	Equity Derivatives for non-hedging purpose	
2(c)	Debt Derivatives for hedging/non hedging purpose	Up to 20% of the net assets
3.	Securitized Debt	Up to 100% of debt portfolio.
4.	Overseas securities	Up to 35% of the net assets
5.	Units issued by REITs/ InvITs	Up to 10% of the total assets and upto 5% of total assets in case of single issuer
6.	AT1 and Tier II Bonds	a. Up to 10% of its NAV of the debt portfolio of the scheme in perpetual debt instruments and b. Up to 5% of its NAV of the debt portfolio of the scheme at single issuer level. The above exposure will be

			subject to the overall limit for debt instruments issued by a single issuer and other prudential limits with respect to the debt instruments.
	7.	Structured Obligations and Credit Enhancements	Up to 10% of debt portfolio
	The Scheme can take covered-call positions for stock derivatives, as permitted by SEBI. The scheme may also participate in Imperfect Hedging up to 20% of the net assets. Complete details are available in the Master Fund Offering Documents.		
Fund Term	Indefinite.		
Sub-Fund Business Commencement Date	The Sub-Fund commenced business on [•], the date of being licensed by the Authority.		
Fiscal Year of the Sub-Fund	The fiscal year of the Sub-Fund shall commence on 1 st April and end on 31 st March of each year except for the first fiscal period of Sub- Fund which shall commence on the establishment date of the Sub- Fund and end on the forth coming 31st March or the subsequent 31st March of the next year, 2027.provided that the first financial year of the Sub-Fund shall not exceed (18) eighteen months and shall not be shorter than (6) months starting from the licensing date of the Sub-Fund..		
Type of Fund	In terms of:		
	1 – Capital Nature: Open-ended		
	2 – Step-out Method: Redemption Possibility (Frequency: Daily)		
	3 – Type of Fund: Feeder Fund		
	4 – Fund Dividends: Possible – distribution amounts and frequency determined as per Class of Units.		
	5 – Compliance with Sharia: Non-Compliant		
	6 – Benchmark: No specific benchmark.		
	7 – Fund Investment Markets (Investment Markets): India		
	8 – Portfolio Composition: Units of the Master Fund		
	9 – Unit NAV (NAV) Calculation Frequency: Daily		
Sub-Fund Size	Minimum: US\$1,000. Maximum: No maximum.		

Sub-Fund Currency	United States Dollars (“US\$”)		
Sub-Fund Unit Classes	The Sub-Fund shall issue the following classes of Units (each, a “Class”):		
	Name	Offered to	Description (if any)
	Class A	Retail Investors	Accumulation Share Class offered to anchor investors subject to Subscription and Early Redemption Fee
	Class A-D	Retail Investors	Distribution Share Class offered to anchor investors subject to Subscription and Early Redemption Fee
	Class R	Retail Investors	Accumulation Share Class
	Class R-D	Retail Investors	Distribution Share Class
	Class RS	Retail Investors	Accumulation Share Class subject to Subscription Fee
	Class RS-D	Retail Investors	Distribution Share Class subject to Subscription Fee
	Class RC	Retail Investors	Accumulation Share Class subject to Subscription Fee and early Redemption Fees applicable
	Class RC-D	Retail Investors	Distribution Share Class subject to Subscription Fee and early Redemption Fees applicable
	Class I	Institutional Investors	Accumulation Share Class
	Class IS	Institutional Investors	Accumulation Share Class subject to Subscription Fee
	A summary of the terms relating to each Class is set out at Section 3 below.		
Permitted Investors	Investor Profile The Sub-Fund is aimed at investors who pursue the objective of long-term capital growth balanced with income generation. The Sub-Fund invests substantially all of its assets in India and thus it may not be suitable for investors who wish to withdraw their capital from the Sub-Fund within a period of 5 (five) years or cannot withstand price fluctuations that come with investing in emerging markets like India. The Sub-Fund is aimed at investors with basic knowledge and/or experience of financial products. Prospective investors should be capable of bearing a financial loss and should not attach any		

	importance to capital protection.																				
Initial Closing Date	[•] (the “ Initial Closing Date ”).																				
Subscription Bank(s)	First Abu Dhabi Bank PJSC																				
Minimum Initial Subscription	The minimum initial subscription amount per Class of Unit is as follows: <table border="1"> <tr> <td>Class A</td><td>US\$ 50,000</td></tr> <tr> <td>Class A-D</td><td>US\$ 50,000</td></tr> <tr> <td>Class R</td><td>US\$ 1,000</td></tr> <tr> <td>Class R-D</td><td>US\$ 1,000</td></tr> <tr> <td>Class RS</td><td>US\$ 1,000</td></tr> <tr> <td>Class RS-D</td><td>US\$ 1,000</td></tr> <tr> <td>Class RC</td><td>US\$ 1,000</td></tr> <tr> <td>Class RC-D</td><td>US\$ 100,000</td></tr> <tr> <td>Class I</td><td>US\$ 5,000,000</td></tr> <tr> <td>Class IS</td><td>US\$ 500,000</td></tr> </table>	Class A	US\$ 50,000	Class A-D	US\$ 50,000	Class R	US\$ 1,000	Class R-D	US\$ 1,000	Class RS	US\$ 1,000	Class RS-D	US\$ 1,000	Class RC	US\$ 1,000	Class RC-D	US\$ 100,000	Class I	US\$ 5,000,000	Class IS	US\$ 500,000
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Class I	US\$ 5,000,000																				
Class IS	US\$ 500,000																				
Minimum Additional Subscription	US\$10.																				
Maximum Subscription	None.																				
Subscription Price	On or prior to the Initial Closing Date, Units shall be issued at a subscription price of US\$10 per Unit. Following the Initial Closing Date, Units will be offered on each Dealing Day at a subscription price equal to the prevailing Unit NAV of the relevant Class as at the relevant Dealing Day.																				
Subscription Frequency and Mechanism	Each Dealing Day. Each Subscription Agreement must be received by no later than 11:00am UAE time on the Business Day immediately preceding relevant Subscription Day. Subscription monies must be received by 11:00 a.m. on the Business Day immediately preceding the relevant Subscription Day.																				
Redemption Frequency and Mechanism	Each Dealing Day. Each Redemption Request must be received by no later than 11:00am UAE time on the Business Day immediately preceding relevant Redemption Day.																				
Net Asset Value Calculation	Each Dealing Day. The calculation of the Unit NAV and the Fund NAV is as set out in the Prospectus.																				

Conversion of Sub-Fund Units	A Unitholder may request the conversion of any of its Units (in whole or in part) into Units of another Class of the same Sub-Fund, or into Units of another sub-fund of the Fund. Such request will be treated as a redemption of Units in one Sub-Fund and a subscription for Units in another Sub-Fund and will therefore be subject to the applicable redemption and subscription requirements set out in this Prospectus and the relevant Supplement. Each such Unitholder must meet any minimum investment amounts or any additional requirements applicable to the redemption and issue of the new Units, if any.
Distribution Policy	<i>Distribution Class Units</i> Classes A-D, R-D, RS-D and RC-D are Distribution Class Units, the distribution of which will be in such amounts and at such times as determined by the Fund Manager at its sole discretion. In general, distributions will be made on the fifteenth (15th) day following the end of each calendar quarter or, if such day is not a Dealing Day, the next applicable Dealing Day. Distribution Class units will not receive any distributions until the first anniversary of the issue of units of the class. <i>Accumulation Class Units</i> Classes A, R, RS, RC, I and IS are Accumulation Class Units. No distribution is expected to be paid to holders of Accumulation Class Units. Annual accumulation will generally take place on 31st March of each year.
Reports Available for Unitholders	The Fund, with respect to the Sub-Fund, will provide Unitholders with (i) a semi-annual financial report reviewed by the Auditor, within forty-five (45) days from the end of the relevant semi-annual period, (ii) a semi-annual report detailing any Material Changes to the Sub-Fund, including changes to the Sub-Fund's NAV or changes to the Sub-Fund's investment policy during the reporting period (if any), within forty-five (45) days from the end of the relevant semi-annual period and as per the form prepared by the Authority, and (iii) an annual audited financial report, within three (3) months from the end of the relevant Fiscal Year of the Sub-Fund. The Fund, with respect to the Sub-Fund will also provide Unitholders with a monthly update relating to the Fund. The Fund Manager may from time-to-time issue additional reports to Unitholders at its sole discretion.
Rights of Unitholders	Purchase of Units in any Sub-Fund will not grant a Unitholder the rights granted to shareholders of commercial companies, nor will it grant any ownership, voting, controlling or other rights in relation to the Fund or Sub-Fund assets, except as expressly provided for in the Prospectus and this Supplement.
Expenses and Fees	

Establishment Expenses	Except for the cost and the expenses of the legal advisor and any expenses of the service providers, the Fund Manager will be responsible to pay the offering and promotion expenses in addition to the cost of preparing this Prospectus and relevant documents as required by the Authority. The Establishment Costs for the Sub-Fund will be up to USD 125,000, to be amortised over a period not exceeding five (5) years from the formation date of the Sub-Fund. These Establishment Costs will be included within the Sub-Fund Expense Cap.																				
Subscription Fees	<i>Subscription Fees</i> <table border="1"> <tr><td>Class A</td><td>Up to 5%</td></tr> <tr><td>Class A-D</td><td>Up to 5%</td></tr> <tr><td>Class R</td><td>None</td></tr> <tr><td>Class R-D</td><td>None</td></tr> <tr><td>Class RS</td><td>Up to 5%</td></tr> <tr><td>Class RS-D</td><td>Up to 5%</td></tr> <tr><td>RC</td><td>Up to 5%</td></tr> <tr><td>RC-D</td><td>Up to 5%</td></tr> <tr><td>Class I</td><td>None</td></tr> <tr><td>Class IS</td><td>Up to 5%</td></tr> </table>	Class A	Up to 5%	Class A-D	Up to 5%	Class R	None	Class R-D	None	Class RS	Up to 5%	Class RS-D	Up to 5%	RC	Up to 5%	RC-D	Up to 5%	Class I	None	Class IS	Up to 5%
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RC-D	Up to 5%																				
Class I	None																				
Class IS	Up to 5%																				
Early Redemption Fees	<i>Early Redemption Fees</i> Classes RC and RC-D Each holder of Classes RC and RC-D Units who redeems the units within a specified time frame shall pay an early redemption fee at the rate specified in the table below. <table border="1"> <tr> <th>Date of Redemption</th><th>Early Redemption Fee</th></tr> <tr> <td>Within six months of subscription date</td><td>4.00% of the Net Asset Value per Share</td></tr> <tr> <td>After six months but before the end of one year of subscription date</td><td>3.00% of the Net Asset Value per Share</td></tr> <tr> <td>After one year but before the end of two years of subscription date</td><td>2.00% of the Net Asset Value per Share</td></tr> <tr> <td>After two years but before the end of three years of subscription date</td><td>1.00% of the Net Asset Value per Share</td></tr> </table> Classes A and A-D Each holder of Classes A and A-D Units who redeems the units within a specified time frame shall pay an early redemption fee at the	Date of Redemption	Early Redemption Fee	Within six months of subscription date	4.00% of the Net Asset Value per Share	After six months but before the end of one year of subscription date	3.00% of the Net Asset Value per Share	After one year but before the end of two years of subscription date	2.00% of the Net Asset Value per Share	After two years but before the end of three years of subscription date	1.00% of the Net Asset Value per Share										
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Master Fund – Exit Load	- NIL - If units purchased or switched in from another scheme of the Fund are redeemed or switched out up to 30% of the units (the limit) purchased or switched within 1 year from the date of allotment 1% of the applicable NAV - If units purchased or switched in from another scheme of the Fund are redeemed or switched out in excess of the limit within 1 Year from the date of allotment - NIL - If units purchased or switched in from another scheme of the Fund are redeemed or switched out after 1 Year from the date of allotment. Any Exit Load charged is credited to the Master Fund.																				
Fund Expenses	The Sub-Fund shall bear all Fund Expenses and Establishment Expenses and a portion of any Fund Expenses allocated to the Sub-Fund, in accordance with the Prospectus and this Supplement.																				
Management Fees	Management Fee For each Share Class, the Sub-Fund will pay the Fund Manager a management fee as set out below per annum of the net asset value per Unit (the “Management Fee”). The Management Fee is exclusive of VAT and shall be calculated daily and payable monthly in arrears on the last day of each calendar month. Any new or existing Unitholder that subscribes for Units at any time other than the first day of a calendar month will be assessed a pro-rated portion of the Management Fee with respect to such subscription. <table> <tr> <td>Class A</td><td>1.70%</td></tr> <tr> <td>Class A-D</td><td>1.70%</td></tr> <tr> <td>Class R</td><td>1.83%</td></tr> <tr> <td>Class R-D</td><td>1.83%</td></tr> <tr> <td>Class RS</td><td>0.83%</td></tr> <tr> <td>Class RS-D</td><td>0.83%</td></tr> <tr> <td>Class RC</td><td>1.83%</td></tr> <tr> <td>Class RC-D</td><td>1.83%</td></tr> <tr> <td>Class I</td><td>0.10%</td></tr> <tr> <td>Class IS</td><td>0.12%</td></tr> </table>	Class A	1.70%	Class A-D	1.70%	Class R	1.83%	Class R-D	1.83%	Class RS	0.83%	Class RS-D	0.83%	Class RC	1.83%	Class RC-D	1.83%	Class I	0.10%	Class IS	0.12%
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Class RC-D	1.83%																				
Class I	0.10%																				
Class IS	0.12%																				
Master Fund Expenses	Please refer to Section 8.5 of the Prospectus The current Total Expense Ratio (TER) of the Master Fund is 0.99% as of the date of this Supplement. It is hereby clarified that this TER is not an additional fee charged to the Unitholders; rather, it is already embedded within and reflected in the Net Asset Value (NAV) of the																				

	Master Fund. Consequently, the performance of the Sub-Fund will be net of these internal Master Fund expenses.	
Sub-Fund Expense Cap	The Fund Manager has capped the annual Fund Expenses, including any amortised Establishment Expenses, for to each Share Class as set out below. Any expenses exceeding these caps shall be borne by the Fund Manager from its own resources.	
	Classes A, A-D, R, R-D, RC, RC-D	2.00% of the net asset value per Unit.
	Classes RS, RS-D	1.00% of the net asset value per Unit.
	Classes I, IS	0.25% of the net asset value per Unit.
Custodian Fees (Summary and detail thereof are set out in Section 6.1 of the Prospectus).	The Sub-Fund will pay the Custodian an annual custody fee as set out in the Prospectus, which shall be an amount equal to 0.05% per annum of its Fund NAV.	
Administrator’s Fees (Summary and detail thereof are set out in Section 6.2 of the Prospectus).	The Sub-Fund will pay the Administrator an annual administration fee as set out in the Prospectus, which shall be an amount equal to 0.039% per annum of its Fund NAV.	
Other Fund Service Provider (Summary and detail thereof are set out in Section 6.3 and 6.4 of the Prospectus)	The Sub-Fund will pay the Auditor an audit fee of USD 19,000 per annum excluding taxes and out of pocket expenses.	
Fund Head Office	P.O. BOX 7851 Office 1606, Al Khazna Tower, Abu Dhabi, U.A.E	
Date and Number of the Sub-Fund License issued by the CMA	[Date]	
	[License No]	
Business Day	Each day on which banks and exchanges in India and the United Arab Emirates are open for business.	
Dealing Day	Each Business Day.	
Redemption Day	Each Dealing Day.	
Compulsory Redemptions	The Sub-Fund has the right to compulsorily redeem all or some of the Units held by a Unitholder as set out in the Prospectus.	

Redemption Restrictions	The redemption of Units shall be restricted and suspended as set out in the Prospectus.
Valuation Day	Each Business Day.
Delegated Activities (If Any)	None.
Statement whether the Fund only invests in other funds	The Sub-Fund will invest in the Master Fund.
Conflicts and Risk Factors encountered by the Fund (Summary and detail thereof are set out at Page 30 of the Prospectus).	Potential investors should be aware that an investment in the Sub-Fund involves a high degree of risk and is suitable only for investors who fully understand and who can bear the risks of such an investment for an indefinite period and who can afford a loss on their investment. In addition, potential investors should be aware that there will be occasions when the Fund Manager and its Affiliates may encounter conflicts of interest in connection with the Sub-Fund. The Fund Manager is committed to managing the risks resulting from conflicts of interest in accordance with the regulations issued by the Authority and in force in the United Arab Emirates to preserve the interests of Unitholders. ALL POTENTIAL INVESTORS MUST CAREFULLY READ THE SECTION ENTITLED “CERTAIN RISK FACTORS AND CONFLICTS OF INTEREST” IN THE PROSPECTUS AND THIS SUPPLEMENT BEFORE MAKING AN INVESTMENT IN THE FUND OR THE SUB-FUND.
Investor Information Requests	Francine Honsberger NEOVISION INVESTMENT FUND MANAGEMENT LLC P.O. BOX 7851 Office 1606, Al Khazna Tower, Abu Dhabi, U.A.E Email: investor-services@neovision-ifm.ae

A summary of the Prospectus and this Supplement shall, at all times or on request, be provided free of charge by the Fund Manager to Unitholders in a soft or hard copy and regularly updated provided so that it shall include the past and prospective performance of the Sub-Fund.

2. CERTAIN RISK FACTORS AND CONFLICTS OF INTEREST

Potential investors should be aware that an investment in the Master Fund, indirectly through the Sub-Fund, involves a high degree of risk and is suitable only for investors who fully understand and who can bear the risks of such an investment for an indefinite period and who can afford a total loss of their investment. The below risk factors should be read in conjunction with the section on Risk Factors in Section 7 of the Prospectus.

2.1 Master Fund Risk Factors

The below is an extract of the Underlying Master Fund Offering Documents provided for information purposes only. Investors should read the entire risks factors section of the Underlying Master Fund Offering Documents. Defined terms used in this Section 2.1 shall have the meanings ascribed to such terms in the Master Fund Prospectus.

The Master Fund intends to generate capital appreciation and maximize the returns by actively investing in equity/ equity related securities and fixed income securities. At times such churning of portfolios may lead to substantial losses due to subsequent adverse developments in the capital markets or unfavourable market movements. In view of the same, there can be no assurance that the investment objective of the Scheme will be realized.

Risks associated with investments in equities and equity-related instruments

- The value of the Schemes' investments, may be affected generally by factors affecting securities markets, such as price and volume volatility in the capital markets, interest rates, currency exchange rates, changes in policies of the Government, taxation laws or any other appropriate authority policies and other political and economic developments which may have an adverse bearing on individual securities, a specific sector or all sectors including equity and debt markets. Consequently, the NAV of the Units of the Schemes may fluctuate and can go up or down.
- Investors may note that the Master Fund Manager's investment decisions may not be always profitable, as actual market movements may be at variance with anticipated trends. Trading volumes, settlement periods and transfer procedures may restrict the liquidity of these investments. Different segments of the Indian financial markets have different settlement periods, and such periods may be extended significantly by unforeseen circumstances. The inability of the Schemes to make intended securities purchases due to settlement problems could cause the Schemes to miss certain investment opportunities.
- The Scheme may not be able to sell / lend out securities, which can lead to temporary illiquidity. There are risks inherent in securities lending, including the risk of failure of the other party, in this case the approved intermediary to comply with the terms of the agreement. Such failure can result in a possible loss of rights to the collateral, the inability of the approved intermediary to return the securities deposited by the lender and the possible loss of corporate benefits accruing thereon. Investors may note that the dividend is due only when declared and there is no assurance that a company (even though it may have a track record of payment of dividend in the past) may continue paying dividend in future. As such, the schemes are vulnerable to instances where investments in securities may not earn dividend or where lesser dividend is declared by a company in subsequent years in which investments are made by the scheme. As the profitability of companies are likely to vary and have a material bearing on their ability to declare and pay dividend, the performance of the schemes may be adversely affected due to such factors.
- Securities, which are not quoted on the stock exchanges, are inherently illiquid in nature and carry a larger amount of liquidity risk, in comparison to securities that are listed on the exchanges or offer other exit options to the investor, including a put option.

- While securities that are listed on the stock exchange carry lower liquidity risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges. The liquidity of the Schemes' investments is inherently restricted by trading volumes in the securities in which it invests.
- The Master Fund Manager endeavours to generate returns based on certain past statistical trend. The performance of the schemes may get affected if there is a change in the said trend. There can be no assurance that such historical trends will continue.
- In case of abnormal circumstances, it will be difficult to complete the square off transaction due to liquidity being poor in stock futures/spot market. However, the fund will aim at taking exposure into relatively liquid stocks where there will be minimal risk to square off the transaction. The Schemes investing in foreign securities will be exposed to settlement risk, as different countries have different settlement periods.
- Changes in Government policy in general and changes in tax benefits applicable to mutual funds may impact the returns to investors in the Schemes or business prospects of the Company in any particular sector.
- In case of warrants, a relatively small movement in the price of the underlying security results in a disproportionately large movement, unfavourable or favourable, in the price of the warrant. The prices of warrants can therefore be volatile.
- It is essential for the investors to understand that the right to subscribe which a warrant confers is invariably limited in time with the consequence that if the investor fails to exercise this right within the predetermined timeline, then the investment becomes worthless. Investment in a warrant can result in a total loss of the money invested plus any commission or other transaction charges.

Risks associated with investments in Fixed Income Securities and money market securities

- **Market Risk/Interest Rate Risk:** The Net Asset Value (NAV) of the Scheme(s), to the extent invested in fixed income and money market securities, will be affected by changes in the general level of interest rates. The NAV of the Scheme(s) is expected to increase from a fall in interest rates while it would be adversely affected by an increase in the level of interest rates.
- **Liquidity Risk:** The liquidity of a security may change depending on market conditions leading to changes in the liquidity premium linked to the price of the security. At the time of selling the security, the security can become illiquid leading to loss in the value of the portfolio.
- **Credit Risk:** Investments in fixed income securities and money market instruments are subject to the risk of an issuer's inability to meet interest and principal payments on its obligations and market perception of the creditworthiness of the issuer.
- **Price Risk:** Government securities where a fixed return is offered run price-risk like any other fixed income security. Generally, when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of interest rates. The new level of interest rate is determined by the rates at which government raises new money and/or the price levels at which the market is already dealing in existing securities. The price-risk is not unique to Government Securities. It exists for all fixed income securities. However, Government Securities are unique in the sense that their credit risk generally remains zero. Therefore, their prices are influenced only by movement in interest rates in the financial system.

- **Reinvestment Risk:** This risk refers to the interest rate levels at which cash flows received from the securities in the Scheme are reinvested. The additional income from reinvestment is the “interest on interest” component. The risk is that the rate at which interim cash flows can be reinvested may be lower than that originally assumed.
- **Regulatory Risk:** Changes in government policy in general and changes in tax benefits applicable to Mutual Funds may impact the returns to investors in the Scheme.
- **Risks associated with investment in unlisted securities:** Except for any security of an associate or group company, the underlying scheme(s) have the power to invest in securities which are not listed on a stock exchange or receive unlisted securities which in general are subject to greater price fluctuations, less liquidity and greater risk than those which are traded in the open market. These securities may lack a liquid secondary market and there can be no assurance that the underlying scheme(s) will realise their investments in unlisted securities at a fair value.
- **Settlement risk:** The inability of the Scheme to make intended securities purchases due to settlement problems could cause the Scheme to miss certain investment opportunities. By the same rationale, the inability to sell securities held in the Scheme’s portfolio due to the extraneous factors that may impact liquidity would result, at times, in potential losses to the Scheme.
- **Different types of fixed income securities in which the Scheme(s) would invest as given in the Scheme Information Document carry different levels and types of risk.** Accordingly, the Scheme(s) risk may increase or decrease depending upon its investment pattern. e.g. corporate bonds carry a higher level of risk than Government securities.
- **The Master Fund Manager may, considering the overall level of risk of the portfolio, invest in lower rated/unrated securities offering higher yields as well as zero coupon securities that offer attractive yields.** This may increase the absolute level of risk of the portfolio.
- **As zero-coupon securities does not provide periodic interest payments to the holder of the security, these securities are more sensitive to changes in interest rates.** Therefore, the interest rate risk of zero-coupon securities is higher. The Master Fund Manager may choose to invest in zero-coupon securities that offer attractive yields. This may increase the risk of the portfolio.
- **The Scheme at times may receive large number of redemption requests, leading to an asset-liability mismatch and therefore, requiring the investment manager to make a distress sale of the securities leading to realignment of the portfolio and consequently resulting in investment in lower yield instruments**

Risk associated with investing in units of mutual funds

The scheme may make investments in units of mutual funds. Investments in schemes of mutual funds are subject to market risks and there is no assurance or guarantee that the objectives of the scheme will be achieved. Further, any investment in mutual funds is also subject to risk factors outlined in the offer document of the mutual fund and an adverse performance of a mutual fund scheme in which the scheme has made investments could adversely impact the scheme’s performance and NAV of the scheme.

Risks associated with Investing in Foreign Securities - ADRs/GDRs/other overseas investments/overseas ETF

- It is Master Fund Manager’s belief that the investment in ADRs/GDRs/overseas securities offers new investment and portfolio diversification opportunities into multi-market and multi-currency

products. However, such investments also entail additional risks. Such investment opportunities may be pursued by the AMC provided they are considered appropriate in terms of the overall investment objectives of the Schemes. Since the Schemes would invest only partially in ADRs/GDRs/overseas securities, there may not be readily available and widely accepted benchmarks to measure performance of the Schemes. To manage risks associated with foreign currency and interest rate exposure, the Fund may use derivatives for efficient portfolio management including hedging and in accordance with conditions as may be stipulated by SEBI/RBI from time to time.

- To the extent that the assets of the Schemes will be invested in securities denominated in foreign currencies, the Indian Rupee equivalent of the net assets, distributions and income may be adversely affected by the changes in the value of certain foreign currencies relative to the Indian Rupee. The repatriation of capital also may be hampered by changes in regulations concerning exchange controls or political circumstances as well as the application to it of the other restrictions on investment.
- Offshore investments will be made subject to any/all approvals, conditions thereof as may be stipulated by SEBI/RBI and provided such investments do not result in expenses to the Fund in excess of the ceiling on expenses prescribed by and consistent with costs and expenses attendant to international investing. The Fund may, where necessary, appoint other intermediaries of repute as advisors, custodian/sub-custodians etc. for managing and administering such investments. The appointment of such intermediaries shall be in accordance with the applicable requirements of SEBI and within the permissible ceilings of expenses. The fees and expenses would illustratively include, besides the investment management fees, custody fees and costs, fees of appointed advisors and sub-managers, transaction.

Risks associated with Investing in Derivatives

- The Schemes may use various derivative products as permitted by the Regulations. Use of derivatives requires an understanding of not only the underlying instrument but also of the derivative itself. Other risks include the risk of mis-pricing or improper valuation and the inability of derivatives to correlate perfectly with underlying assets, rates and indices.
- The Scheme may use derivatives instruments like Interest Rate Swaps, Forward Rate Agreements or other derivative instruments for the purpose of hedging and portfolio balancing, as permitted under the Regulations and guidelines. Usage of derivatives will expose the Schemes to certain risks inherent to such derivatives.
- Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the fund manager to identify such opportunities. Identification and execution of the strategies to be pursued by the fund manager involve uncertainty and decision of fund manager may not always be profitable. No assurance can be given that the fund manager will be able to identify or execute such strategies.
- Thus, derivatives are highly leveraged instruments. Even a small price movement in the underlying security could have a large impact on their value.
- The risks associated with the use of derivatives are different from or possibly greater than the risks associated with investing directly in securities and other traditional investments.
- The specific risk factors arising out of a derivative strategy used by the Master Fund Manager may be as below:
 - The risk of mispricing or improper valuation and the inability of derivatives to correlate

perfectly with underlying assets, rates and indices.

- Execution Risk: The prices which are seen on the screen need not be the same at which execution will take place
- Basis Risk: This risk arises when the derivative instrument used to hedge the underlying asset does not match the movement of the underlying asset being hedged
- Exchanges could raise the initial margin, variation margin or other forms of margin on derivative contracts, impose one sided margins or insist that margins be placed in cash. All of these might force positions to be unwound at a loss, and might materially impact returns.
- The derivative contracts at times are undertaken with various counterparties. These counterparties may not be able to meet the obligations under such derivative contracts. This would lead to credit risk in derivative transactions, Hence, derivative trades are undertaken with approved counterparties or through exchanges. This mitigates credit risk on derivative transactions.

Risks for writing covered call options for equity shares

A call option gives the holder (buyer) the right but not the obligation to buy an asset by a certain date for a certain price. Covered calls are an options strategy where a person holds a long position in an asset and writes (sells) call options on that same asset to generate an income stream. The Scheme may write call options under covered call strategy, as permitted by the regulations. Risks associated thereto are mentioned below:

- Writing call options are highly specialized activities and entail higher than ordinary investment risks. In such investment strategy, the profits from call option writing is capped at the option premium, however the downside depends upon the increase in value of the underlying equity shares. This downside risk is reduced by writing covered call options.
- The Scheme may write covered call option only in case it has adequate number of underlying equity shares as per regulatory requirement. This would lead to setting aside a portion of investment in underlying equity shares. If covered call options are sold to the maximum extent allowed by regulatory authority, the scheme may not be able to sell the underlying equity shares immediately if the view changes to sell and exit the stock. The covered call options need to be unwound before the stock positions can be liquidated. This may lead to a loss of opportunity, or can cause exit issues if the strike price at which the call option contracts have been written become illiquid. Hence, the scheme may not be able to sell the underlying equity shares, which can lead to temporary illiquidity of the underlying equity shares and result in loss of opportunity.
- The writing of covered call option would lead to loss of opportunity due to appreciation in value of the underlying equity shares. Hence, when the appreciation in equity share price is more than the option premium received the scheme would be at a loss.
- The total gross exposure related to option premium paid and received must not exceed the regulatory limits of the net assets of the scheme. This may restrict the ability of Scheme to buy/write any options.

Benefits of using Covered Call strategy in Mutual Funds

The covered call strategy can be followed by the Fund Manager in order to hedge risk thereby resulting in better risk adjusted returns of the Scheme. The strategy offers the following benefits:

Hedge against market risk - Since the fund manager sells a call option on a stock already owned by the mutual fund scheme, the downside from fall in the stock price would be lower to the extent of the premium earned from the call option.

Generating additional returns in the form of option premium in a range bound market.

Thus, a covered call strategy involves gains for unit holders in case the strategy plays out in the right direction.

Risk factors with respect to imperfect hedging using interest rate futures (“IRFs”)

An IRF is an agreement to buy or sell a debt instrument at a specified future date at a price that is fixed today. IRF are Exchange traded. These future contracts are cash settled.

- Perfect Hedging means hedging the underlying using IRF contract of same underlying.
- Imperfect hedging means the underlying being hedged and the IRF contract has correlation of closing prices of more than 90%.
- In case of imperfect hedging, the portfolio can be a mix of:
 - Corporate Bonds and Government securities or
 - Only Corporate debt securities or
 - Only government securities with different maturities

Risks associated with imperfect hedging include:

- *Basis Risk*: The risk arises when the price movements in derivative instrument used to hedge the underlying assets does not match the price movements of the underlying assets being hedged. Such difference may potentially amplify the gains or losses, thus adding risk to the position.
- *Price Risk*: The risk of mispricing or improper valuation and the inability of derivatives to correlate perfectly with underlying assets, rates and indices.
- *Risk of mismatch between the instruments*: The risk arises if there is a mismatch between the prices movements in derivative instrument used to hedge, compared to the price movement of the underlying assets being hedged. For example when IRF which has government security as underlying is used, to hedge a portfolio that contains corporate debt securities.
- *Correlation weakening and consequent risk of regulatory breach*: SEBI Regulation mandates minimum correlation criterion of 0.9 (calculated on a 90-day basis) between the portfolio being hedged and the derivative instrument used for hedging. In cases where the correlation falls below 0.9, a rebalancing period of 5 working days has been permitted. Inability to satisfy this requirement to restore the correlation level to the stipulated level, within the stipulated period, due to difficulties in rebalancing would lead to a lapse of the exemption in gross exposure computation. The entire derivative exposure would then need to be included in gross exposure, which may result in gross exposure in excess of 100% of net asset value.

Risks associated with investing in Securitised Debt

A securitization transaction involves sale of receivables by the originator (a bank, non- banking finance company, housing finance company, microfinance companies or a manufacturing/service company) to a Special Purpose Vehicle (SPV), typically set up in the form of a trust. Investors are issued rated Pass-Through Certificates (PTCs), the proceeds of which are paid as consideration to the originator. In this manner, the originator, by selling his loan receivables to an SPV, receives consideration from investors much before the maturity of the underlying loans. Investors are paid from the collections of the underlying loans from borrowers. Typically, the transaction is provided with a limited amount of credit enhancement (as stipulated by the rating agency for a target rating), which provides protection to investors against defaults by the underlying borrowers. Generally available asset classes for securitization in India are:

- Commercial vehicles
- Auto and two wheeler pools
- Mortgage pools (residential housing loans)
- Personal loan, credit card and other retail loans
- Corporate loans/receivables
- Microfinance receivables

Securitized debt investments carry significant risks. These include credit risk related to the default of underlying borrowers (e.g., mortgages, auto loans), prepayment risk where accelerated principal payments can reduce expected yields, and extension risk if payments slow down. Structural complexity can obscure true risks and make valuation difficult. Liquidity risk may arise due to limited secondary markets. Furthermore, servicer risk exists if the entity managing the underlying assets fails, and adverse changes in interest rates or economic conditions can negatively impact performance.

Risks associated Stock Lending & Borrowing

Stock lending is the lending of securities through an approved intermediary to a borrower under an agreement for a specified period with the condition that the borrower will return equivalent securities of the same type or class at the end of the specified period along with the corporate benefits accruing on the securities borrowed.

Subject to the Regulations and the applicable guidelines, the Scheme there under may, if the Trustee permits, 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 expiry of the stipulated period. The Scheme, under normal circumstances, shall not have exposure of more than 50% of its net assets in stock lending. The Scheme may also not lend more than 50% of its net assets to any one intermediary to whom securities will be lent. The AMC shall report to the Trustee on a quarterly basis as to the level of lending in terms of value, volume and the names of the intermediaries and the earnings/losses arising out of the transactions, the value of collateral security offered etc. The Trustees shall offer their comments on the above aspect in the report filed with SEBI under sub-regulation 23(a) of Regulation 18.

The risks in security lending consist of the failure of intermediary / counterparty, to comply with the terms of agreement entered into between the lender of securities i.e. the Scheme and the intermediary / counterparty. Such failure to comply can result in the possible loss of rights in the collateral put up by the borrower of the securities, the inability of the approved intermediary to return the securities deposited by the lender and the possible loss of any corporate benefits accruing to the lender from the securities deposited with the approved intermediary. The scheme may not be able to sell lent out securities, which can lead to temporary illiquidity & loss of opportunity.

Risk Factors associated with investments in Gilt Securities

Generally, when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in prices is a function of the existing coupon, days to maturity and the increase or decrease in interest rates. Price-risk is not unique to government securities but is true for all fixed income securities. The default risk however, in respect of Government securities is zero. Therefore, their prices are influenced only by movement in interest rates in the financial system. On the other hand, in the case of corporate or institutional fixed income securities, such as bonds or debentures, prices are influenced by credit standing of the issuer as well as the general level of interest rates.

Even though the Government securities market is more liquid compared to other debt instruments, on occasions, there could be difficulties in transacting in the market due to extreme volatility or unusual constriction in market volumes or on occasions when an unusually large transaction has to be put through.

Risks associated with investing in Tri Party Repo through CCIL (TREPS)

The mutual fund is a member of securities segment and Tri-party Repo trade settlement of the Clearing Corporation of India (CCIL). All transactions of the mutual fund in government securities and in Tri-party Repo trades are settled centrally through the infrastructure and settlement systems provided by CCIL; thus reducing the settlement and counterparty risks considerably for transactions in the said segments.

CCIL maintains prefunded resources in all the clearing segments to cover potential losses arising from the default member. In the event of a clearing member failing to honour his settlement obligations, the default Fund is utilized to complete the settlement. The sequence in which the above resources are used is known as the “Default Waterfall”.

As per the waterfall mechanism, after the defaulter’s margins and the defaulter’s contribution to the default fund have been appropriated, CCIL’s contribution is used to meet the losses. Post utilization of CCIL’s contribution if there is a residual loss, it is appropriated from the default fund contributions of the non-defaulting members.

Thus, the scheme is subject to risk of the initial margin and default fund contribution being invoked in the event of failure of any settlement obligations. In addition, the fund contribution is allowed to be used to meet the residual loss in case of default by the other clearing member (the defaulting member).

However, it may be noted that a member shall have the right to submit resignation from the membership of the Security segment if it has taken a loss through replenishment of its contribution to the default fund for the segments and a loss threshold as notified have been reached. The maximum contribution of a member towards replenishment of its contribution to the default fund in the 7 days (30 days in case of securities segment) period immediately after the afore-mentioned loss threshold having been reached shall not exceed 5 times of its contribution to the Default Fund based on the last re-computation of the Default Fund or specified amount, whichever is lower.

Further, it may be noted that, CCIL periodically prescribes a list of securities eligible for contributions as collateral by members. Presently, all Central Government securities and Treasury bills are accepted as collateral by CCIL. The risk factors may undergo change in case the CCIL notifies securities other than Government of India securities as eligible for contribution as collateral.

Risk Factors Associated with Investments in REITs and InvITS

- *Market Risk:* REITs and InvITs are volatile and prone to price fluctuations on a daily basis owing to market movements. Investors may note that AMC/Fund Manager’s investment decisions may not always be profitable, as actual market movements may be at variance with the anticipated trends. The NAV of the Scheme is vulnerable to movements in the prices of securities invested by the scheme, due to various market related factors like changes in the general market conditions, factors and forces affecting capital market, level of interest rates, trading volumes, Real Estate and Infrastructure sectors, settlement periods and transfer procedures. The scheme will undertake active portfolio management as per the investment objective to reduce the marker risk.
- *Liquidity Risk:* As the liquidity of the investments made by the Scheme(s) could, at times, be restricted by trading volumes and settlement periods, the time taken by the Mutual Fund for liquidating the investments in the scheme may be high in the event of immediate redemption requirement. Investment in such securities may lead to increase in the scheme portfolio risk. The fund will try to maintain a proper asset-liability match to ensure redemption payments are made on time and not affected by illiquidity of the underlying units.
- *Reinvestment Risk:* Investments in REITs & InvITs may carry reinvestment risk as there could be

repatriation of funds by the Trusts in form of buyback of units or IDCW pay-outs, etc. Consequently, the proceeds may get invested in assets providing lower returns. However, the reinvestment risk will be limited as the proceeds are expected to be a small portion of the portfolio value.

- *Interest Rate Risk:* Securities / Instruments of REITs and InvITs run interest rate risk. Generally, when interest rates rise, prices of units fall and when interest rates drop, such prices increase.

Risks associated with Investing in Structured Obligation (“SO”) & Credit Enhancements (“CE”) rated securities

The risks factors stated below for the Structured Obligations & Credit Enhancements are in addition to the risk factors associated with debt instruments.

- Credit rating agencies assign an SO rating to an instrument based on any identifiable credit enhancement for the debt instrument issued by an issuer. The credit enhancement could be in various forms and could include guarantees, shortfall undertaking from another entity. This entity could be either related or non-related to the issuer like a bank, financial institution, etc. Credit enhancement could include additional security in form of pledge of shares listed on stock exchanges, asset backed/ mortgage-backed securities, securitized paper backed by hypothecation of car loan receivables, securities backed by trade receivables, credit card receivables etc. Additionally, certain issuances where cash flows are escrowed and used in a predetermined manner are also considered as Structured Obligations. Hence, for SO rated instruments evaluation of the credit enhancement provider, as well as the issuer is undertaken to determine the issuer rating.
- *Liquidity Risk:* SO rated securities are often complex structures, with a variety of credit enhancements. Debt securities lack a well-developed secondary market in India, and due to the structured nature of SO securities, the liquidity in the market for these instruments is adversely affected compared to similar rated debt instruments. Hence, lower liquidity of such instruments could lead to inability of the scheme to sell such debt instruments and generate liquidity for the scheme or higher impact cost when such instruments are sold.
- *Credit Risk:* The credit risk of debt instruments which are SO rated derives rating based on the combined strength of the issuer as well as the structure. Hence, any weakness in either the issuer or the structure could have an adverse credit impact on the debt instrument. The weakness in structure could arise due to ability of investors to enforce the structure due to issues such as legal risk, inability to sell the underlying collateral or enforce guarantee, etc. Therefore, apart from issuer level credit risk such debt instruments are also susceptible to structure related credit risk.

Risks associated with Repo in Corporate Debt

Lending transactions:

The scheme may be exposed to counter party risk in case of repo lending transactions in the event of the counterparty failing to honour the repurchase agreement. However, in repo lending transactions, the collateral may be sold and a loss is realized only if the sale price is less than the repo amount. The risk may be further mitigated through over-collateralization (the value of the collateral being more than the repo amount). Further, the liquidation of underlying securities in case of counterparty default would depend on liquidity of the securities and market conditions at that time. It is endeavoured to mitigate the risk by following an appropriate counterparty selection process, which include their credit profile evaluation and over-collateralization to cushion the impact of market risk on sale of underlying security.

Borrowing transactions:

In the event of the scheme being unable to pay back the money to the counterparty as contracted, the counterparty may dispose of the assets (as they have sufficient margin). This risk is normally mitigated by better cash flow planning to take care of such repayments.

Further, there is also a Credit Risk that the Counterparty may fail to return the security or Interest received on due date. It is endeavoured to mitigate the risk by following an appropriate counterparty selection process, which include their credit profile evaluation.

Risk factors associated with investing in Preference Shares

- *Credit Risk:* Investments in Preference Shares are subject to the risk of an issuer's inability to meet dividend and redemption by the issuer. Further, for non-cumulative preference shares, issuer also has an option to not pay dividend on preference shares in case of inadequate profits in any year.
- *Liquidity Risk:* Preference shares lack a well-developed secondary market, which may restrict the selling ability of the Scheme(s) and may lead to the Scheme(s) incurring losses till the security is finally sold.
- *Unsecured in nature:* Preference shares are unsecured in nature and rank lower than secured and unsecured debt in hierarchy of payments in case of liquidation. Thus, there is significant risk of capital erosion in case the company goes into liquidation.
- *Market Risk:* The schemes will be vulnerable to movements in the prices of securities invested by the schemes which could have a material bearing on the overall returns from the schemes.

Risk factors associated with creation of segregated portfolios

1. Liquidity risk – A segregated portfolio is created when a credit event occurs at an issuer level in the scheme. This may reduce the liquidity of the security issued by the said issuer, as demand for this security may be reduced. This is also further accentuated by the lack of secondary market liquidity for corporate papers in India. As per SEBI norms, the scheme is to be closed for redemption and subscriptions until the segregated portfolio is created, running the risk of investors being unable to redeem their investments. However, it may be noted that the proposed segregated portfolio is required to be formed within one day of the occurrence of the credit event.

Investors may note that 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 list the units of the segregated portfolio on a recognized stock exchange within 10 business days of the creation of segregated portfolio and also enable transfer of such units on receipt of transfer requests. For the units listed on the exchange, it is possible that the market price at which the units are traded may be at a discount to the NAV of such Units. There is no assurance that a deep secondary market will develop for units of segregated portfolio listed on the stock exchange. This could limit the ability of the investors to resell them.

2. Valuation risk - The valuation of the securities in the segregated portfolio is required to be carried out in line with the applicable SEBI guidelines. However, it may be difficult to ascertain the fair value of the securities due to absence of an active secondary market and difficulty pricing in qualitative factors.

Risk factors associated with investments in Perpetual Debt Instrument (PDI)

Perpetual Debt instruments are issued by Banks, non-banking financial institutions (NBFCs) and corporates to improve their capital profile. Some of the PDIs issued by Banks which are governed by the Reserve Bank of India (RBI) guidelines for Basel III Capital Regulations are referred to as Additional Tier I (AT1 bonds). While there are no regulatory guidelines for issuance of PDIs by corporate bodies, NBFCs issue these bonds

as per guidelines issued by RBI. The instruments are treated as perpetual in nature as there is no fixed maturity date. The key risks associated with these instruments are highlighted below:

- *Risk on coupon servicing*
 - Banks: As per the terms of the instruments, Banks may have discretion at all times to cancel distributions/payment of coupons.
 - NBFCs: While NBFCs may have discretion at all times to cancel payment of coupon, coupon may also be deferred (instead of being cancelled), in case paying the coupon leads to breach of capital ratios.
 - Corporates: Corporates usually have discretion to defer the payment of coupon. However, the coupon is usually cumulative and any deferred coupon shall accrue interest at the original coupon rate of the PDI.
- *Risk of write-down or conversion into equity*

Banks: As per the regulatory requirements, Banks have to maintain a minimum Common Equity Tier-1 (CET-1) ratio of Risk Weighted Assets (RWAs), failing which the AT-1 bonds can get written down. Further, AT-1 Bonds are liable to be written down or converted to common equity, at the discretion of RBI, in the event of Point of Non-Viability Trigger (PONV). PONV is a point, determined by RBI, when a bank is deemed to have become non-viable unless there is a write off/ conversion to equity of AT-1 Bonds or a public sector capital injection happens. The write off/conversion must occur prior to public sector injection of capital. This risk is not applicable in case of NBFCs and Corporates.
- *Risk of instrument not being called by the Issuer*
 - *Banks:* The issuing banks have an option to call back the instrument after minimum period as per the regulatory requirement from the date of issuance and specified period thereafter, subject to meeting the RBI guidelines. However, if the bank does not exercise the call on first call date, the Scheme may have to hold the instruments for a period beyond the first call exercise date.
 - *NBFCs:* The NBFC issuer has an option to call back the instrument after minimum period as per the regulatory requirement from date of issuance and specified period thereafter, subject to meeting the RBI guidelines. However, if the NBFC does not exercise the call option the Scheme may have to hold the instruments for a period beyond the first call exercise date.
 - *Corporates:* There is no minimum period for call date. However, if the corporate does not exercise the call option, the Scheme may have to hold the instruments for a period beyond the call exercise date.

3. SUMMARY OF CLASSES OF UNITS

The information set out below is a summary only of the information further detailed in the Prospectus and this Supplement.

[illegible]