

**DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT**  
**November 30, 2016**

- (i) This Disclosure Document has been filed with the Securities and Exchange Board of India (SEBI), along with the certificate in the prescribed format in terms of regulation 14 of the SEBI (Portfolio Managers) Rules and Regulations, 1993.
- (ii) The purpose of the Disclosure Document is to provide essential information about the portfolio management services of Banyan Tree Advisors Private Limited (Banyan Tree Advisors), in a manner to assist and enable investors in making an informed decision while engaging Banyan Tree Advisors.
- (iii) The necessary information about the portfolio manager, Banyan Tree Advisors, required by an investor before investing is given herein, and the investor is advised to retain this document for future reference.
- (iv) All the intermediaries involved in this Portfolio Management service are registered with SEBI as on the date of this document
- (v) Details of the Principal Officer of **Banyan Tree Advisors Pvt. Ltd.:**

W S Ravishankar  
2966, 4<sup>th</sup> Cross, 12<sup>th</sup> Main, HAL 2<sup>nd</sup> Stage  
Indira Nagar, Bangalore – 560 008  
Telephone: +91 80 65686867, 0 9342519878  
Fax: +91 80 42036196  
Email: [principalofficer@banyantreadvisors.com](mailto:principalofficer@banyantreadvisors.com)

- (vi) Corporate Details of **Banyan Tree Advisors Pvt. Ltd :**  
Website: [www.banyantreadvisors.com](http://www.banyantreadvisors.com)  
SEBI Reg No: INP000001173  
CIN No: U74140KA2004PTC034474

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(1) **Disclaimer Clause**

The details provided in this document have been prepared in accordance with the SEBI (Portfolio Managers) Rules and Regulations, 1993 as amended till date, and filed with SEBI. This Disclosure Document has neither been approved nor disapproved by SEBI, nor has SEBI certified the accuracy or adequacy of the contents of the Disclosure Document.

(2) **Definitions**

**“Disclosure Document”** means this document, which has been prepared with the objective of providing essential information about the PMS of Banyan Tree Advisors, to enable investors in making an informed decision to engage Banyan Tree Advisors to manage their portfolio.

**“Portfolio Manager”** means any person who pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client, the management or administration of a portfolio of securities or the funds of the client, as the case may be.

**“Investor”** means any individual, partners in partnership, Central or State Government, company, body corporate, co-operative society, corporation, trust, society, Hindu Undivided Family (HUF) or any other body of persons, whether incorporated or not.

**“Discretionary Portfolio Management Services”** means the portfolio management services rendered to the client, by the Portfolio Manager on the terms and conditions contained in an agreement, where under, the Portfolio Manager exercises any degree of discretion in investments or management of assets of the client.

**“Assets”** means (i) the Portfolio and/or (ii) the Funds.

**“Bank Account”** means one or more accounts opened, maintained and operated by the Portfolio Manager, in the name of the client, with any scheduled commercial bank.

**“Depository Account”** means one or more accounts opened, maintained and operated by the Portfolio Manager, in the name of the client, with any depository or depository participant, registered under the SEBI (Depositories and Participants) Regulations, 1996.

**“Funds”** means monies managed by the Portfolio Manager on behalf of the client pursuant to an agreement, and includes the initial monies, any further monies placed by the client with the Portfolio Manager for being managed, the proceeds of the sale or other realization of the Portfolio and interest, dividend or other monies arising from the Assets, so long as the same is managed by the Portfolio Manager.

**“Custodian”** means any India based Custodian who is registered with SEBI as a Custodian and holds a valid license to operate as a Custodian of securities in India.

**“Net Asset Value”** means the market value of assets in the Portfolio including equity, debt and cash and cash equivalents.

**“Portfolio”** means the Securities managed by the Portfolio Manager on behalf of the client pursuant to an agreement, and includes initial Securities, any further Securities placed by the client with the Portfolio Manager for being managed pursuant to an agreement, Securities acquired by the Portfolio Manager through investment of Funds and bonus and rights shares in respect of Securities forming part of the Portfolio, so long as the same is managed by the Portfolio Manager.

“**Regulations**” mean the SEBI (Portfolio Managers) Regulations, 1993, as may be amended from time to time.

“**Rules**” means the SEBI (Portfolio Managers) Rules, 1993, as may be amended from time to time.

“**Scheduled Commercial Bank**” means any bank included in the second Schedule to the Reserve Bank of India Act, 1934 (2 of 1934).

“**SEBI**” means the Securities and Exchange Board of India established under sub-section 3 of the Securities and Exchange Board of India Act, 1992.

“**Securities**” includes

- (i) securities as defined under the Securities Contracts (Regulation) Act, 1956
- (ii) shares, scrip's, stocks, bonds, warrants, convertible and non-convertible debentures, fixed return investments, equity linked instruments, negotiable instruments, deposits, units issued by the Unit Trust of India and/or by any mutual funds, mortgage backed or other asset backed securities, derivatives, derivatives instruments, options, futures, foreign currency commitments, hedges, swaps or netting off and any other securities issued by any company or other body corporate, trust, any entity, the Central Government, State Government or any local or statutory authority and all money rights or property that may at any time be offered or accrue (whether by rights, bonus, redemption, preference, option or otherwise) and whether in physical or dematerialised form in respect of any of the foregoing or evidencing or representing rights or interest therein; and
- (iii) any other instruments or investment (including any borrowing or lending of securities) as may be permitted by applicable law, from time to time.

**(3) Description**

**(i) History, Present Business and Background of the Portfolio Manager**

“Banyan Tree Advisors Private Limited” has been established by W S Ravishankar and Sandeep Talwar. The Company was registered on 11<sup>th</sup> August 2004 with the purpose of providing Portfolio Management Services and Portfolio Advisory Services, as defined by SEBI regulations. The company received an approval to practice the business of Portfolio Management, as defined by SEBI (Portfolio Managers) Regulation, 1993. The approval was granted on 1<sup>st</sup> June 2005.

**(ii) Promoters of the Portfolio Manager, Directors and their backgrounds**

The promoters of Banyan Tree Advisors are W S Ravishankar, Sandeep Talwar, Ghanshyam Prabhu and Jigar Shah. Between the 4 promoters, they have a combined experience of 74 years in the area of equity research and asset management.

Ravishankar WS has completed Electrical and Electronic Engineering from BITS, Pilani, followed by a Post Graduate Diplomas in Management from *Indian Institute of Management, Bangalore*. In addition, W S Ravishankar has completed the requirements of the ‘Chartered Financial Analyst’ program. Ravishankar has spent over 5 years handling international equities and over 18 years handling Indian equities.



Sandeep Talwar has completed Chemical Engineering from BITS, Pilani, followed by a Post Graduate Diplomas in Management from *Indian Institute of Management, Bangalore*. Sandeep Talwar has spent over 23 years handling equities research and asset management in the Indian capital markets.

Ghanshyam Prabhu, joined the core promoting team in 2008. Ghanshyam Prabhu has completed his B.E. and MBA from University of Mumbai and has also completed the requirements of the '*Chartered Financial Analyst*' course. He has spent about 10 years with a global long/short equity asset management firm and has a total experience of 19 years.

Jigar Shah joined Banyan Tree as a Fund Manager in January, 2011 and joined the core promoting team in Feb 2015. Jigar is a Chartered Accountant and has completed the requirements of the '*Chartered Financial Analyst*' course. He has a total experience of 13 years of which he spent 5 years handling global equities for a hedge fund and 8 years handling Indian equities.

All the 4 above promoters, W S Ravishankar, Sandeep Talwar, Ghanshyam Prabhu and Jigar Shah are Directors of the company.

To ensure that clients of Banyan Tree receive high quality customer service, Banyan Tree has brought on board Venkateswaran Ramanan in 2009 to handle all customer related issues. Venkat has over 10 years of experience in handling customer relationships with a leading private sector bank in India.

In order to strengthen customer relationship and communication, Banyan Tree brought on board Vishal Thakkar who has over 19 years of experience in leading Business Development teams in India and globally. Before joining Banyan Tree, he was Senior Director & Global Head of Business Development, at a leading research, analytics and ratings company. He is an MBA from University of Mumbai.

In addition to the above, the team is supported by a 8 member back office team, a trader who monitors trades and settlements and two analysts who help in data collation. The team operates with state-of-the-art equity research support data, access to all annual reports and the best of accounting software infrastructure.

New client accounts are managed by a SEBI registered custodian and settlements are done directly with the individual Exchanges.

**(iii) Top 10 group companies / firms of the Portfolio Manager on turnover basis (latest audited financial statements may be used for this purpose)**

Banyan Tree has one group company - Probe Information Services Pvt Ltd which provides equity research support services on unlisted Indian companies to fund managers, private equity firms, banks and corporates.

**(iv) Details of the services being offered**

The Portfolio Manager currently offers Discretionary, Non-Discretionary Portfolio Management Services and Advisory Services. The Portfolio Manager manages each portfolio individually, with a common approach to investing which focuses on capital protection and a reasonable rate of appreciation.

**(4) Penalties, pending litigation or proceedings, findings of inspections or investigations for which action may have been taken or initiated by any regulatory authority.**

(i) Cases of penalties imposed by SEBI or the directions issued by SEBI under the SEBI Act or Rules and Regulations made there under	None
(ii) The nature of the penalty / direction	Not applicable
(iii) Penalties imposed for any economic offence and/or for violation of any securities laws	None
(iv) Any pending material litigation/ legal proceedings against the portfolio manager /key personnel with separate disclosures regarding pending criminal cases, if any	None
(v) Any deficiency in the systems and operations of the portfolio manager observed by the Board or any regulatory agency	None
(vi) Any enquiry / adjudication proceedings initiated by the Board against the portfolio manager or its Directors, Principal Officer or employee or any person directly or indirectly connected with the portfolio manager or its Directors, Principal Officer or employee, under the Act or Rules or Regulations made there under	None

**(5) Services Offered**

We create a portfolio of companies that adhere to the following three criteria.

- i. The company has to be available at prices that are at significant discount to their intrinsic value.
- ii. The company should have a proven record of high level of profitability, dividend paying capability and a business model that has a proven ability to do well through different economic conditions.
- iii. Future prospects for the company over time should look good and the company must be taking the right steps to capitalize on this opportunity.

We generally invest in cash rich, dividend paying, highly profitable companies that are available at reasonable discounts to their intrinsic value, but not limited to those only, if alternative opportunities are attractive enough.

Investments would be made primarily in listed equities. In a situation where we do not find sufficiently attractive opportunities, the excess funds would be invested in Bank deposits or Money market / bond Mutual Funds. We expect to create a diversified Portfolio of such stocks.

There are no listed group companies. Therefore, we do not expect to invest in any of Banyan Tree Advisors's group / associate companies.

**(6) Risk Factors**

The following are the risk factors as perceived by the management:

- (i) The PMS will be implemented strictly in accordance with SEBI (Portfolio Managers) Rules and Regulations, 1993 and amendments thereto. Investors are requested to familiarize themselves with these regulations.
- (ii) Securities investments are subject to a wide range of market risks, which may lead to an unpredictable loss in value of the Assets, which may extend to a total loss of value of the Assets.
- (iii) The Portfolio Manager does not guarantee or assure the client of the value of or returns on the Assets, in any manner whatsoever. The value of the Assets under the Discretionary Portfolio Management Service may depreciate to an unpredictable extent.
- (iv) The past performance of the portfolio manager, promoters or Directors is not indicative of and does not guarantee future performance of individual portfolios.
- (v) The performance of individual portfolios may be affected by changes in Government policies, general levels of interest rates and risks associated with trading volumes, liquidity and settlement systems in equity and debt markets.
- (vi) Investments in debt instruments are subject to default risk and interest rate risk. Interest rate risk results from changes in demand and supply for money and other macro-economic factors and creates price changes in the value of the debt instruments. Consequently, the NAV of the portfolio may be subject to fluctuation.
- (vii) Investments in debt instruments are subject to re-investment risks as interest rates prevailing in interest or maturity due dates may differ from the original coupon of the bond, which may result in the proceeds being invested at a lower rate.
- (viii) The portfolio manager may use derivative instruments like index futures, stock futures and option contracts, warrants, convertible securities, swap agreements or any other derivative instruments for the purpose of hedging and portfolio balancing, as permitted under the SEBI (Portfolio Managers) Rules and Regulations, 1993. Usage of derivatives will expose the individual portfolios to certain risks inherent to such instruments. As and when the portfolio trade in the derivatives market there are risk factors and issues concerning the use of derivatives that investors should understand. Derivative products are specialised instruments that require investment techniques and risk analysis, which are different from those, associated with stocks and bonds. The use of a derivative instrument requires an understanding not only of the underlying instrument but also of the derivative itself. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the Portfolio and the ability to forecast price or interest rate movements accurately.
- (ix) The Portfolio Manager has a track record of more than 10 years.

**(7) Client Representation**

- (i) Apart from using the research services of Probe Equity Research, the Portfolio Manager has no other transactions with related parties, as per standards specified by the Institute of Chartered Accountants of India. Note that Banyan Tree does not have interest in any other intermediation business like brokerage, depository, custody, etc. Its revenues are linked only to the portfolios that it manages.
- (ii) Banyan Tree Advisors will make best efforts to manage client accounts in the best interest of the client. Banyan Tree Advisors shall not benefit from individual client account in any other manner apart from the management and performance linked fee charged to the client.

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**(8) Financial Performance based on audited financial statements**

As on the date of this Disclosure Document, the Portfolio Manager has completed its 10<sup>th</sup> accounting year. As per SEBI requirement, a Portfolio Manager is supposed to have a Net Worth of over Rs 2 Crores (about \$ 450,000) and Banyan Tree Advisors satisfies this requirement. More detailed financial accounts of Banyan Tree Advisors are attached in the annexure.

**(9) Portfolio Management performance and in case of discretionary Portfolio Manager, disclosure of performance indicators calculated using weighted average method in terms of Regulation 14 of the SEBI (Portfolio Managers) Rules and Regulations, 1993.**

(i) The following table provides details of the number of clients, total assets under management (AUM) and the weighted average performance.

FY - Mar ending	FY2017	FY2016	FY2015	FY2014	FY2013	FY2012	FY2011	FY 2010	FY 2009	Cumulative	Annualized
	Till Nov30 2016									From Apr 1, 2008	
Portfolio Performance	6.1%	4.2%	69.6%	26.1%	7.4%	17.2%	7.9%	50.0%	-11.0%	329.1%	18.3%
Nifty	6.3%	-8.9%	26.7%	18.0%	7.3%	-9.2%	11.1%	73.8%	-36.2%	73.7%	6.6%
Number of investors	675	580	439	286	236	197	161	126	89		
Assets Under Management - Rscr	860	726.5	594.1	261.3	164.9	118.1	87.2	73.1	55.4		

Note: The data provided above is inclusive of 101 Non Resident Indian clients.

**(10) Nature of expenses**

The Portfolio Manager typically offers the following fee structure to its clients.

**Banyan Tree Advisors PMS**

The fee charged by Banyan Tree Advisors comes with a certain underlying philosophy. In the event we have not added value to the client, we don't deserve to get paid. Therefore, fees of any form is applicable if and only if the overall portfolio return to client is above the risk free rate of return, which we have defined as 5% for the purposes of simplicity.

- (i) Management Fee: There is no fixed annual fee charged to the client.
- (ii) Performance Fee: The investor pays a performance fee of 20% of the return over and above a hurdle rate of 5% pa.
- (iii) In the event the portfolio return is less than 5% in a year, the performance fee for the next year will be applicable after the portfolio makes up for the previous year's 5% threshold and the subsequent year's threshold of 5%.
- (iv) The above fees do not include expenses such as brokerage (0.12% on the transaction), custodian fee, depository fees, bank charges, charges and levies by Government or other regulatory authorities, such as service tax and other charges levied by third parties in connection with transactions executed by the Portfolio Manager on behalf of the client. All aforementioned transaction related expenses would be to the account of the client on the basis of actual expenses.



- (v) The Custodian fee is 0.05% per annum of the value of the assets based on a monthly closing balance and an additional 0.02% of individual transaction value. The same shall be paid directly from the portfolio to the Custodian. This is inclusive of depository fees and other bank charges, if applicable.

**(11) Taxation**

Under the PMS, the onus of income tax payable on capital gains, dividends, interest or any other taxable income is on the Investor. The Portfolio Manager will provide adequate statements on a periodical basis, prior to the due dates of income tax payments, to enable the investor to meet their tax obligations under the Income Tax Act, 1961.

**(12) Accounting Policies**

- (i) Investments introduced by the client into their respective portfolios are booked at the market value as of the date of introduction into the portfolio.
- (ii) Profit or Loss on sale of investments is calculated using the "First In First Out" (FIFO) method of accounting.
- (iii) As far as possible the Portfolio Manager is complying with the relevant Accounting Standards issued by the Institute of Chartered Accountants of India. Stocks, for NAV purposes, would be valued based on the closing stock prices on National Stock Exchange. If the stock is not listed on NSE, closing prices on Bombay Stock Exchange would be used. Revenue arising from interest and dividends is accounted for on accrual basis.
- (iv) The investments under the PMS are made on behalf of and in the respective names of the Investors. Hence, separate bank accounts and depository accounts are opened in the name of the Investors, which are operated by the Portfolio Manager duly authorized by a Power of Attorney. All settlements and custody of assets are handled by a recognized Custodian.

**(13) Investor Services**

- (i) All investor queries and complaints should be addressed to the Principal Officer of the Portfolio Manager, whose contact co-ordinates are provided below:

W S Ravishankar  
Banyan Tree Advisors Pvt Limited  
2966, 4<sup>th</sup> Cross, 12<sup>th</sup> Main, HAL 2<sup>nd</sup> Stage, Indira Nagar  
Bangalore – 560 008  
Tel: +91 80 65686867  
Fax: +9180 42036196

- (ii) Grievance redressal and dispute settlement mechanism

In the event the Client has any grievance on the services standards or reporting that the Portfolio Manager has agreed to provide, then the Client shall write to the Compliance Officer of the Portfolio Manager at the address specified above, or write by email to [complianceofficer@banyantreadvisors.com](mailto:complianceofficer@banyantreadvisors.com). The Compliance Officer shall acknowledge the receipt of email within 2 working days. Further, the Compliance Officer shall, within a period of seven (7) working days, address the grievance of the Client and write to the Client in the form of an Action Taken Report (ATR) stating the action taken, and where the grievance is of the nature that can be repetitive, the steps taken so that the grievance does not arise again.

Where the Client is not satisfied with the ATR of the Compliance Officer, then the client shall write to the Principal Officer of the Portfolio Manager either at the address specified above or write by email to



principalofficer@banyantreadvisors.com. The timelines specified for the Compliance Officer relating to acknowledge and the timelines for writing to the Client in the form of an ATR shall be applicable to the Principal Officer also.

In the even the investors does not get a response from the Portfolio Manager, or not satisfied with the response provided by the Portfolio Manager, he/she may approach SEBI to address complaints against the Portfolio Managers, registered with it. The complaint has to be filed in SEBI COMPLAINTS REDRESS System (SCORES) at <http://scores.gov.in/Default.aspx>

In the event of a dis-agreement, dispute, difference, claim, question whatsoever between the Client and the Portfolio Manager and/or their respective representatives, the same shall be submitted to and settled by a sole arbitrator under the provisions of the Arbitration and Conciliation Act, 1996. The sole arbitrator shall be appointed by the board of the Portfolio Manager, and the arbitration proceedings shall be held at Bangalore or such other place as the Portfolio Manager thinks fit. The rules of arbitration shall be as approved by the board of directors of the Portfolio Manager which shall be provided to the Client upon request. The expenses of the arbitration shall be shared by both the Parties.

A handwritten signature in blue ink, appearing to read "W S Ravishankar", written over a horizontal line.

W S Ravishankar  
Director and Principal Officer  
Place: Bangalore  
Date: 08/11/2016

A handwritten signature in blue ink, appearing to read "Ghanshyam Prabhu", written over a horizontal line.

Ghanshyam Prabhu  
Director  
Place: Bangalore  
Date: 08/11/2016

**Summary Financial Statement**

<b>Financial Statement</b>	<b>As on 31.03.16 Rs.</b>	<b>As on 31.03.15 Rs.</b>
<b>Profit &amp; Loss Statement</b>		
Total Income	<b>10,89,57,684</b>	<b>32,52,78,319</b>
Expenditure		
Loss on sale of investment	-	-
Employee Benefit Expenses	7,14,21,476	18,86,73,007
Depreciation	10,52,084	7,30,515
Other Expenses	2,09,53,399	2,26,12,252
<b>Total</b>	<b>9,34,26,959</b>	<b>21,20,15,774</b>
Profit/ (Loss) before tax	1,55,30,725	11,32,62,543
<b>Profit After Tax</b>	<b>1,05,95,237</b>	<b>7,57,69,644</b>
<b>Balance Sheet</b>		
<b>SOURCES OF FUNDS</b>		
<b>Shareholder funds :</b>		
Share Capital	72,50,000	72,50,000
Reserves and Surplus	9,37,98,411	8,66,77,538
<b>Non Current Liabilities :</b>		
Long Term Provisions	23,04,272	16,78,053
<b>Current Liabilities :</b>		
Trade Payables	12,50,627	78,12,446
Other Current Liabilities	34,82,859	14,10,81,388
Short Term Provisions	1,55,223	4,91,35,568
<b>Total</b>	<b>10,82,41,392</b>	<b>29,36,34,993</b>
<b>APPLICATION OF FUNDS</b>		
<b>Non Current Assets</b>		
<b>Fixed Assets :</b>		
Tangible Assets	13,92,930	11,64,406
Intangible Assets	5,37,350	5,51,076
Non Current Investments	5,86,53,268	1,81,30,370
Deferred Tax Asset (Net)	8,49,063	6,44,305
Long Term Loans and Advances	47,18,348	12,60,441
<b>Current Assets</b>		
Current Investments	1,84,04,788	-
Trade receivable	1,57,20,149	26,00,87,419
Cash and Bank Balances	60,26,733	1,01,80,610
Short Term Loans and Advances	19,38,763	14,90,884
Other Current Assets	-	1,25,482
<b>Total</b>	<b>10,82,41,392</b>	<b>29,36,34,993</b>

**Auditor :**

Maheshwari & Associates  
Chartered Accountants  
1st Floor, "Park Plaza"  
No.1, Park Road, (Off: Infantry Road),  
Tasker Town,  
Bangalore - 560 001, Karnataka, India



**AUDITORS CERTIFICATE**

We were appointed by Banyan Tree Advisors Private Limited ('the Company') to examine and certify the information provided in the Disclosure Document for the month of November 2016 to be submitted by the Company to Securities and Exchange Board of India (SEBI) under regulation 14 of SEBI (Portfolio Managers) Rules and Regulations, 1993.

We have verified the attached Disclosure Documents of even date; of the Portfolio Management Services of the Company based on the books of accounts and other financial records maintained by the Company. On the basis of our verification and information provided by the management, we certify that disclosures made in the attached document are fair and adequate for the investors to take informed decision.

This certificate is prepared solely for the purpose of submitting the same to Securities Exchange Board of India and sharing with clients.

For MDA & Co.,

BT- 008/ 2016-2017

Chartered Accountants  
Firm Registration Number. 0120 23 S



Anupama. S  
Partner  
M No: 217,478

Date: 14<sup>th</sup> December 2016  
Place: Bangalore