VEENAVADINI FINCOM PRIVATE LIMITED

REGISTERED OFFICE: UNIT NO. 412A, THE CAPITAL, BEHIND ICICI BANK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051
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INVESTOR CHARTER

Name of Company	Veenavadini Fincom Private Limited ("Investment Manager")		
Applicability	VIRA Bharat Opportunities Fund - a scheme launched by VIRA AIF Trust (registered as Category II AIF with SEBI) and managed by the Investment Manager.		
Version	**Approval Date**	**Created by**	**Approved by**
1/2025	29th August 2025	Compliance team	Board of Directors

1. Background

Veenavadini Fincom Private Limited ('Company' or 'VFPL' or 'Investment Manager' or 'Manager'), a company duly incorporated under the Companies Act 2013, has its registered office at Unit No. 412A, 4th Floor, G Block, The Capital, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India – 400051. With a diverse range of expertise and experience, the company is primarily engaged in offering strategic, financial, and business consultancy across various sectors. It is also actively involved in investments in mutual funds, equities, and other financial instruments. In addition, the company participates in the real estate business, focusing on the acquisition, leasing, hiring, and renting of buildings, along with other related infrastructure projects.

It acts as the Manager and Sponsor to **VIRA AIF Trust ('Trust'), a Category II Alternative Investment Fund ('AIF')** registered with the Securities and Exchange Board of India ('SEBI') under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ('AIF Regulations') bearing registration number **IN/AIF2/24-25/1681**, dated 6th January, 2025.

VIRA Bharat Opportunities Fund ('Fund' or 'Scheme') is the first scheme of the Trust. Orbis Trusteeship Services Private Limited, acting as Trustee of the Trust has appointed VFPL as the Investment Manager of the above-mentioned Fund.

2. Introduction

By virtue of Chapter 17 of the of the 'Master Circular for AIFs' bearing reference no. SEBI/HO/AFD-1/AFD-1-PoD/P/CIR/2024/39 dated May 7, 2024, as amended ("**Master Circular**"), SEBI has, with a view to provide relevant information to investors about the various activities pertaining to AIFs, prepared an 'Investor Charter' (**"Charter"**). The Investor Charter is a brief document containing details of services provided to investors, details of grievance redressal mechanism, responsibilities of the investors etc., at one single place, in lucid language for ease of reference.

3. Applicability

The Fund's Charter is annexed as **Annexure A** hereto.

The Charter documents the guiding principles to be adopted and followed by the Fund, and is based on the principles enumerated in the Master Circular. It is intended to provide guidance to the Fund's investors.

The board of directors (**"Board"**) of the Investment Manager shall be responsible for the implementation of the Charter.

The Investment Manager shall be deemed to have adopted this Charter in respect of each scheme of the Fund severally and not jointly. No rights, responsibilities or liabilities of any scheme of the Fund shall be attributed to any other scheme of the Fund. This Charter shall be deemed to be a separate Charter for each scheme of the Fund, and each reference herein to "Fund" shall be deemed to be a reference to each such scheme severally and not jointly. The term "Fund" is used collectively herein for the sake of convenience only and shall in no way be deemed to impose or create any joint duties, obligations or liabilities among the schemes of the Fund.

ANNEXURE A

A. Vision and Mission Statement:

Vision

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

Mission

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

B. Details of business transacted by the organization w.r.t the investors

- Raise capital from both domestic and international investors.
- Invest in portfolio companies in line with the investment strategy outlined in the Fund documents, aiming to generate positive returns for stakeholders, including investors.
- Distribute returns to investors as specified in the Fund documents.

C. Details of services provided to investors:

1. **On-boarding of investors.**

1.1. Sharing of Private Placement Memorandum (PPM).

1.2. Account opening with the AIF:

a) Completing KYC of investors and registration of KYC with KRAs;

b) Sharing of copies of fund documents with investors; and

c) Entering into contribution agreement with investor.

2. **Obtaining investor consent for material changes to fund structure**

2.1. Change in the sponsor or the manager of the AIF.

2.2. Change in control of the sponsor or the manager of the AIF.

2.3. Material changes to terms of PPM.

a) Term of Fund;

b) Investment Strategy; and

c) Increase in fees and charges.

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

3. **Dissemination of financial information of Fund**

3.1. Net Asset Value of Fund/ Scheme;

3.2. Financial information of investee companies; and

3.3. Information on performance of scheme/fund.

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

4.1. Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction;

4.2. Any material liability arising during the tenure of the fund;

4.3. Any breach of a provision of the PPM or any other agreement made with the investor or any other fund documents;

4.4. Intimation regarding any conflict of interest; and

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

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

5.1. Non-material changes such as:

a) Bank account details;
b) Address of AIF or its Manager or Sponsor; and
c) Contact details such as email-id, contact number, etc. of AIF or its Manager or Sponsor.

6. **Grievance redressal**

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

D. <u>Timelines of the activity/services provided to investors:</u>

Sr. No	Description of activity/services provided by Alternative Investment Funds to its investors	Timeline for completion of activity
1.	**Valuation related disclosures:**	
a.	Valuation of investment	At least once every six months. Can be extended to once a year with approval of 75% of its investors by value of investment.
2.	**Transparency related disclosures:**	
a.	Disclosure of financial information of investee companies	Within 180 days from the year end or earlier as per the fund documents.
b.	Disclosure of Material risks: concentration risk, foreign exchange risk at fund level and leverage risk, realization risk, strategy risk, reputation risk at investee company level, extra-financial risks such as social and corporate governance risks etc. at fund and investee company level	
c.	Statement of Account specifying summary of capital contribution, number of Units held, NAV and such other detail as may be decided by the Investment Manager	Within 90 (ninety) days from end of the financial year or within such period as prescribed by the Regulations, whichever is earlier.
d.	Statement detailing yearly realised gains, the calculation for every payout (i.e., distribution statement) will be sent to every Contributor including the tax paid on behalf of every Contributor	Within 90 (ninety) days from end of the financial year or within such period as prescribed by the Regulations, whichever is earlier

Sr. No	Description of activity/services provided by Alternative Investment Funds to its investors	Timeline for completion of activity
e.	Financial, risk management, operational, portfolio, and transactional information regarding fund investments	Within 180 (one hundred and eighty) days from the close of the financial year or within such period as prescribed by the Regulations, whichever is earlier.
f.	Any fees ascribed to the Manager or Sponsor; and any fees charged to the Alternative Investment Fund or any investee company	
g.	Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction	As and when occurred
h.	Any material liability arising during the Alternative Investment Fund's tenure	
i.	Any breach of a provision of the placement memorandum or agreement made with the investor or any other fund documents	
j.	Intimation regarding conflict of interest in any transaction	As and when they arise or seem likely to arise
k.	Any change in terms of Private Placement Memorandum /fund documents	On consolidated basis within one month of end of each financial year
l.	Audited financial statements (including balance sheet and profit and loss statement) of the Scheme	Within 180 (one hundred and eighty) days from the close of the financial year or within such period as prescribed by the Regulations.
m.	Any change in control of the Investment Manager / Sponsor, any change in the Investment Manager / Sponsor.	Prior approval shall be taken from the Contributors in accordance with the Regulations.
n.	Any significant change in the key investment team	As and when occurred
3.	**Complaint handling related services:**	
a.	Response to complaint received from investors	Within 21 days from the date of receipt of complaint
b.	Redressal of investor complaint received from SEBI/ SCORES	Within 21 days from the date of receipt of complaint

E. Details of grievance redressal mechanism and how to access it

1. Alternative Investment Funds are required to redress all investor complaints in timely manner.

2. An Alternative Investment Fund, by itself or through the Manager or Sponsor, are required to lay down procedure for resolution of disputes between the investors and AIF or Manager or Sponsor through arbitration or any such mechanism as mutually decided between the investors and the Alternative Investment Fund.

3. Investors can also approach SEBI for redressal of their complaints through SEBI SCORES platform. On receipt of complaints, SEBI takes up the matter with the concerned AIF.

4. Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

F. Responsibilities of investors

1. Responsibility to inform and educate yourself

1.1. Read thoroughly all fund documents including Private Placement Memorandum, Contribution Agreement, sales literature, newsletters and understand the product;

1.2. Carefully consider all investment risks, fees, and/or other factors detailed in these documents;

1.3. Ensure and make certain that the proposed investment in the Fund meets your investment objective and is in alignment with your risk appetite; and

1.4. Review your portfolio holdings, account statements and transaction confirmation on regular basis to ensure that you aware of all transactions and securities where you are invested.

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

2.1. Provide complete and accurate information in your KYC documents, including financial/ income status; and

2.2. Timely updation of KYC information.

3. Responsibility to abide by the contribution agreement

3.1. The investor needs to read carefully and understand the agreement that he/she is entering into with the Alternative Investment Fund and abide by the terms thereof; and

3.2. The investor should be aware that investment terms are not guarantee of future performance or returns of the Fund/ Scheme.

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

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

5. Responsibility to maintain confidentiality of information.

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

For Veenavadini Fincom Private Limited
Investment Manager to Vira AIF Trust – Vira Bharat Opportunities Fund

RONAK BHUPENDRA HARIA
Digitally signed by RONAK BHUPENDRA HARIA
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Ronak Bhupendra Haria
Director
DIN: 10780567

KAUSHAL HITENDRA KAMDAR
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Kaushal Hitendra Kamdar
Director
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