

Item 1 – Cover Page

Part 2A of Form ADV

Brochure for:

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Originally prepared on August 2011

Last annual updating amendment on June 28, 2016

Last other than annual updating amendment dated July 20, 2016

Other than annual updating amendment dated April 7, 2017

This brochure provides information about the qualifications and business practices of Quantum Advisors Private Limited (Quantum). If you have any questions about the contents of this brochure, please contact us on the telephone number or Fax number and/or email address shown above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Quantum Advisors Private Limited is registered with SEC as an investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Quantum Advisors Private Limited is also available on the SEC's website at www.adviserinfo.sec.gov.

We have included in this brochure references to products such as private investment funds *solely* for the purpose of describing our advisory business. This brochure is not intended as an offer of any of these products, which are privately offered only to qualified investors, in compliance of applicable laws and regulations.

This ADV 2A is an "other than annual updating amendment" of the ADV 2A originally prepared in August 2011.

Item 2 – Material Changes

Our last annual amendment and other than annual amendment to the brochure was prepared on June 28, 2016 and July 20, 2016 respectively in accordance with the SEC's requirements and rules.

Below mentioned are the changes that were made since our last annual updation of Form ADV 2A on June 28, 2016;

A) Other than annual amendment on April 7, 2017

Item 17: To reflect the email id of the new Chief Compliance Officer appointed effective April 1, 2017; Anand@QASL.com.

B) Other than annual amendment on July 20, 2016:

Item 4:- We have updated the disclosure to reflect the change in the Controlling Shareholding of the Firm effective July 11, 2016.

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Item 4 – Advisory Business

Quantum Advisors Private Limited (“we” or “Quantum Advisors”), is a limited liability company governed under the laws of India. We are registered in India as a Portfolio Manager with the Securities Exchange Board of India (SEBI), the Indian securities regulator and in the USA as an Investment Advisor with the Securities Exchange Commission (SEC). We are also registered as a “Restricted Portfolio Manager” in the Canadian provinces of British Columbia, Ontario and Quebec effective March 16, 2016. We were originally established in the name of Quantum Financial Services Pvt Ltd in 1990 and later changed our name in 1998 to Quantum Advisors Pvt Ltd. Quantum Advisors was established by Mr. Ajit Dayal as India’s first equity research house. We pioneered a quantitative as well as qualitative analytical approach to equity investing in India, providing for the first time consistently applied valuation metrics to evaluate investment opportunities in India’s emerging stock markets. Over the years, we have continued and enhanced our tradition of extensive financial analysis and value investing, as we have evolved into an investment adviser and asset manager.

Presently, the principal owners of Quantum Advisors are Ajit Dayal, HWIC Asia Fund Class Q Shares (“HWIC Asia”) and Fairfax Financial Holdings Limited (FFHL) .

Menlo Oak Venture Investments (“Menlo Oak”) who earlier held 882,143 Class A Equity Shares constituting 48.14% equity stake in Quantum Advisors, has sold its entire stake in the equity share capital of Quantum Advisors to HWIC Asia. Further, HWIC Asia has also subscribed to certain additional Class A Equity Shares in Quantum Advisors subsequent to which it presently holds 49.20% (forty nine point two zero percent) of the equity share capital of Quantum Advisors . The aforesaid change in shareholding has become effective from July 11, 2016.

HWIC Asia is ultimately promoted and wholly owned by Fairfax Financial Holdings Limited (FFHL) a company listed in the Toronto Stock Exchange. FFHL is the ultimate parent entity of the Toronto based Fairfax group.

Even after this change in shareholding, the day to day operations of Quantum Advisors will continue to be managed by the existing team of experienced professionals, all of whom are shareholders in Quantum Advisors. HWIC Asia shall not be involved in the day to day management and operations of the business of Quantum Advisors including research and portfolio management. HWIC Asia have indicated their intention to be a passive financial shareholder of the Company but they will have customary minority protection rights as a passive financial shareholder.

We currently provide discretionary investment advisory services to Indian individual clients (referred to as 'Indian Private Accounts'), and foreign institutional clients, all of which we refer to collectively as our "Private Accounts." Three of these foreign institutional clients are Fund Clients, of which two are equity focused and one is fixed income focused. Our Private Account clients are currently based in India, Europe, United States, Canada and Mauritius. We generally manage our Private Accounts with either a focus on the Indian equity market (our "Discretionary Equity-Focused Private Accounts") or a focus on the Indian fixed income securities market (our "Fixed Income-Focused Private Accounts").

We also provide non-discretionary investment advisory services in relation to an Equity-Focused Private Account, which is based in the United States and (hereinafter referred to as "Non-Discretionary Equity-Focused Private Account"); two India Focused Mauritius based private funds and one Emerging Market Focused Private Fund (hereinafter collectively referred as "Funds"). The aforesaid non-discretionary Equity Focused Private Account and the Funds are managed by QIEF Management LLC, Mauritius, an SEC registered Investment Advisor (Investment Manager or QIEF) and an affiliate of Quantum Advisors. We have been appointed by the investment manager under a sub-advisory agreement with the investment manager. We provide advice in relation to the Non-Discretionary Equity-Focused Private Account and each Fund pursuant to the objectives specified in the respective investment management agreement of such Private Account and the materials by which the Funds offer its ownership interests to investors. The Non-Discretionary Equity-Focused Private Account and the Funds' boards of directors have the authority to determine the investment objectives, subject to QIEF's agreement, and to supervise the investment and trading activities of the Non-Discretionary Equity-Focused Private Account and the Funds, respectively.

Our agreements with QIEF state that we must make recommendations for the Non-Discretionary Equity-Focused Private Account and the Funds in line with the investment guidelines and restrictions as stipulated by the respective investment management agreements of such Private Account and, in case of the Funds, as stipulated in their respective Fund offering memorandums. Our agreements with our Discretionary Equity-Focused Private Accounts state we must manage these accounts in line with the investment guidelines and restrictions as stipulated by such Private Account Clients in their respective investment management agreements. These guidelines generally impose limits on the types of securities or other instruments which the Non-Discretionary Equity-Focused Private Account and the Funds or the discretionary Equity-Focused Private Accounts may invest in; the types of positions they may take; the concentration of their investments by sector, industry, fund, country, class or otherwise;

the amount of leverage they may employ; or the number or nature of short positions they may take. The Funds' investors do not have the right to specify, restrict, or influence their Funds' investment objectives or any investment or trading decisions.

We do not participate in wrap fee programs.

As of May 31, 2016, the net asset value of our Funds and Private Accounts was approximately US\$ 2,113 million; this includes US\$ 256 million representing the net asset value of the Private Accounts and the Funds to whom we provide non-discretionary investment advisory services.

This brochure is a general summary of Quantum Advisors' investment advisory services, fees and compensation, and advisory practices and is not specific to any one client. Clients should consult their agreements with Quantum Advisors for the specific terms and information applicable to their relationship with Quantum Advisors.

Item 5 – Fees and Compensation

Funds

Each of the Fund Clients to whom we provide discretionary advisory services, pays us a management fee based on the relevant Fund's net asset value (NAV) as of the fee calculation date. Equity-Focused Fund Clients typically pay us management fees quarterly in arrears. These fees may be calculated either (i) on a day-to-day basis or (ii) on the average of the NAV of the fund at the end of each month in the calendar quarter plus the NAV at the end of the last month in the previous quarter. In case of the Fixed Income Focused Fund Client, the said Fund client pays us management fees on a monthly basis in arrears, which is calculated on a day-to-day basis.

For the non-discretionary advisory services we provide, in relation to the Funds, we receive our advisory fees from the investment manager of these Funds (i.e. QIEF). We do not receive any fees from the Funds directly. QIEF's management fees are based on the relevant Fund's net asset value (or "NAV") as of the fee calculation date. Depending on the Fund, the management fees to QIEF may be calculated on either weekly or daily basis, and is charged in arrears on a monthly basis. QIEF pays our fees directly from their assets, generally after they receive their management fees from the Funds. Typically we do not receive any fees in advance.

Depending on the Fund and the nature of services that are provided, QIEF's fee rate for the management services it provides to the Funds ranges from 0.20% to 1% per year, and the fees that QIEF pays us for our services ranges from 10% to 30% of the fees received by QIEF from the Funds. Our agreement with QIEF allows for a review of our fee rates on an annual basis. However QIEF's Fee rates for these Funds are not generally negotiable.

Private Accounts

Each of our Discretionary Equity-Focused Private Account clients pays us a management fee based on the net asset value ("NAV") of the client's portfolio as of the fee calculation date. For purposes of calculating our management fees, we generally define the NAV of a client's Private Account to be the net asset value of securities and other investments held in the Account.

Our Discretionary Equity-Focused Private Account clients typically pay us management fees quarterly in arrears. These management fees may be calculated by applying our rate schedule (described below) to either: (i) the NAV of the Private Account on the last trading day of each calendar quarter; or (ii) to the average of the NAV of the Private Account at the end of each month in the calendar quarter.

Our standard fee schedule for the Discretionary Equity-Focused Private Account clients is as follows:

NAV	Fees
As to the first US \$ 100 million of NAV in the client's Private Account	1% of the NAV per year
As to the NAV in the client's Private Account above US \$ 100 million and at or under US \$ 200 million	0.90% of the NAV per year
As to the NAV in the client's Private Account above US \$ 200 million	0.80% of the NAV per year

Our standard fee schedule for the "Fixed Income-Focused Private Account" Clients is as follows;

NAV	Annual Fees
As to the first US \$ 100 million of NAV in the client's Private Account	0.25%
As to the NAV in the client's Private Account in excess of US \$ 100 million	0.20%

For the payment of our management fees, we invoice our Equity-Focused Private Account clients on a quarterly basis and our Fixed Income-Focused Private Account clients on a monthly basis.

Regarding the Equity-Focused Private Accounts that are open for only part of a calendar quarter, we prorate our fees based on the number of days that the Private Account is open in that quarter. And in case of those Fixed Income-Focused Private Accounts that are open for only part of a calendar month, we prorate our fees based on the number of days that the Private Account is open in that month.

Upon receipt of a management fee invoice, our Private Account clients may either pay the fees directly to us or they may authorize and direct the qualified custodian of the Private Account to disburse funds to us from the Private Account's Portfolio.

For the non-discretionary advisory services we provide in relation to the Non-Discretionary Equity-Focused Private Accounts, we receive our advisory fees from the investment manager of these Private Accounts (i.e. QIEF). We do not receive any fees from the Non-Discretionary Equity-Focused Private Accounts. QIEF's management fees are based on the relevant Private Account's net asset value (or "NAV") as of the fee calculation date. The Non-Discretionary Equity-Focused Private Account clients typically pay QIEF management fees quarterly in arrears. QIEF pays our fees directly from their own assets, generally after they receive their management fees from the private Accounts.

QIEF's fee rates for the said Non-Discretionary Equity-Focused Private Accounts are the same standard fee rates that are indicated in the chart on Page 8 and the fees that QIEF pays us as our share is 10% of the fees received by QIEF from these Non-Discretionary Equity-Focused Private Accounts. Our agreement with QIEF allows for a review of our fee rates on an annual basis.

The foregoing is only a description of our standard fee arrangements, and in some cases, we may negotiate our fees with individual clients. In particular, we may agree to charge individual Private Account clients management fees according to a rate schedule that is different from the schedule set forth above, and we may also agree to charge performance-based fees (that is, fees based on a share of capital gains on, or capital appreciation of, the client's assets that we manage). To the extent that fees are negotiated as indicated above, some clients may pay more, or less, than other clients for the same management services. If we charge performance-based fees, we will do so in a manner that complies with the Investment Advisors Act 1940, as amended, and relevant SEC rules (including Rule 205-3), if applicable.

Other Expenses

In addition to our fees, each of the Funds and Private Account clients also separately incurs and pays certain expenses related to the management and operation of the Fund or Private Account, as applicable, as well as the purchase, sale, or transmittal of the client's assets that we manage. These expenses include, among other things:

- brokerage commissions and other investment transaction costs;
- custodial and sub-custodial fees;
- accounting, auditing, and other professional fees and expenses;
- legal fees (including fees charged to us for the benefit of the client);
- tax preparation fees;
- government fees and taxes;
- filing fees;
- costs of reporting;
- in the case of the Funds; costs of Fund governance activities (including but not limited to expenses such as Board meeting-related expenses and other expenses for obtaining director and shareholder consents); and fees paid to the Fund's administrator and the registrar.

Prepayment of Fees.

Our Discretionary Equity-Focused Funds and Private Account clients typically pay us management fees quarterly in arrears and our Fixed Income-Focused Private Account clients typically pay us management fees monthly in arrears. Further QIEF pays us fees monthly or quarterly in arrears with regard to the Funds and Private Account Clients in relation to whom we provide Non-Discretionary Advisory services. For those Private Account clients (if any) that have agreed to pay our fees in advance over any period, we enter into investment management agreements that provide that if the client (or we) should terminate the agreement other than as of the end of that period, we will refund to the client a portion of any fee that was paid at the beginning of the termination period, pro-rated based on the number of days remaining in that period.

Other Compensation. Neither we nor any of our Supervised Persons accept compensation for the sale of securities or other investment products.

We provide office personnel and space required for the performance of our services for our clients. Our Clients do not reimburse us for doing so, except to the extent of our fees.

Please refer to “**Item 12 - Brokerage Practices**” below for more information about soft dollars, brokerage commissions and other transaction expenses.

Item 6 - Performance-Based Fees and Side-By-Side Management

Although, as noted above in “Item 5 – Fees and Compensation,” our standard fee structure does not include performance-based fees, in some cases, we may negotiate fee arrangements with particular clients that include those types of fees. We serve as an investment adviser to a number of private account clients and for some of those clients we receive performance-based fees. In serving as an investment adviser to multiple clients, some of whom may pay performance-based fees, we face potential conflicts of interest, including the fact that we may have incentives to favour those clients who pay us performance-based fees.

To address these conflicts, we have developed allocation policies and procedures that seek to ensure that we allocate investment opportunities among our clients in a manner that we believe is fair and equitable.

Item 7 – Types of Clients

The Funds that we advise on a non-discretionary basis are privately-offered, Mauritius-based investment funds that are not regulated under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”). Each of these Funds imposes minimum investor qualification standards and minimum investment requirements.

Our Private Account clients may include, Indian individuals or corporations (Indian Private Accounts); pension and profit sharing plans; trusts; estates; charitable organizations; university endowments; partnerships and other collective investment vehicles; corporations; and other business entities. The investment advisory services that we provide to our Equity-Focused Private Account clients are generally available to institutional accounts at a recommended minimum account size of US \$20,000,000 and the investment advisory services that we provide to our Fixed Income-Focused Private Account clients are

generally available to institutional accounts at a recommended minimum account size of US \$50,000,000. Services are provided to Indian Private Accounts at a recommended minimum account size of INR 50 million. Minimum account sizes may vary, however, depending on the type of investment advisory services to be performed and may be negotiable in certain circumstances.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Our Investment Objective, Strategy and Process

Equity Product

Our investment objective is to achieve long-term capital appreciation by investing in the Listed Equity Shares that are in a position to benefit from the anticipated growth and development of the Indian or other emerging market economy.

Our investment philosophy and strategy involves the use of intensive qualitative and quantitative fundamental analysis, to build and monitor our clients' portfolios actively while at the same time avoiding excessive trading, and to control risk by endeavouring to keep our clients' portfolio adequately diversified, both in terms of the sectors included in those portfolios, as well as with respect to the level of concentration in any specific security. Our Investment strategy is to invest in companies which we believe are attractively priced in the market when compared to our valuation of the company.

We develop valuations of the companies in which we invest based on their businesses, the strength of their balance sheets and cash flow relative to their long term goals and other factors including our assessment of the skill and expertise of the company's management team and the long term potential for both the company and the market in which it operates. Such opportunities may arise for a variety of reasons ranging from the belief that the market has undervalued a company, to an assessment that there is opportunity for significant profit or market share growth given the dynamics of the sector a company operates in, or as a result of the company's competitive or proprietary advantages.

Our investment portfolio will generally consist of Listed Equity Shares of Companies in India having an average trading volume of USD 1 million or above in the preceding 12 months and the holdings of any one company will tend to be in the range of 2% to 6% of the total market value of the portfolio at cost.

We will avoid investment in companies:

- With record of poor treatment of minority shareholders; that have blatantly violated environmental rules and regulations; that have acquired national properties from government through questionable means; that follow other similarly questionable practices
- With questionable accounting practices
- With weak business models
- Where it is not clear as to who exactly are the founders of the company

As a practice we will generally not invest in companies that derive more than 20% of their total revenues from tobacco, hard liquor or gambling/casino activities. The term hard liquor does not include wine and beer.

The stocks also pass through further integrity screens such as:

- Are there too many related party transactions?
- Is there a succession plan in place?
- Is it a company where only one person runs it?
- Has the management changed and become better or become worse?

We adopt a long-term approach for investing in equities, typically holding stocks for a 5 year period, suggesting an average portfolio turnover of 20%.

We do not make sector calls. We make stock calls that lead to certain sector weights. We believe that our investment process is unique as it is “team-driven” and not based on the existence of a “star” fund manager. In addition to the “team” structure, we believe that our investment process has a calibrated risk approach and a long-term orientation. .

We sell investments in companies when we believe the market price of those investments has exceeded our assessment of the long-term value of those companies or when we believe adverse changes to a company’s management, prospects or the markets in which it operates have occurred. We base our comparisons of company valuations against market prices on fundamental criteria (dividend yields, price to earnings, price to cash flow, price to book value, and other different measures of share price ratios), relative to a company’s peer group, its history and the overall equity markets.

Although we believe market liquidity to be an important tool to mitigate investment risk, depending on the client-specific mandate, we may make opportunistic investments in relatively illiquid securities, including securities in unlisted companies.

Fixed Income Product

The objective of the fixed income product is to generate income and capital gains by investing in fixed income securities issued by the Central Government of India (Sovereign) and government-owned companies (Public Sector Units – PSU) of Indian origin (PSU Corporate Debt).

The investment strategy is to take advantage of the long-term development in the Indian bond markets that is anticipated with the growth in the Indian Economy.

The fixed income team follows a top-down research and investment approach that involves analysis of long-term macro-economic indicators, and Company and Instrument analysis.

The macro and micro analysis narrows down the buyable securities based on the investment objectives and risk parameters that include maturity profile, credit profile and risk profile of the securities in the portfolio.

Risk Factors;

Investment in securities involves risk of loss that clients should be prepared to bear. The following discussion describes some of the principal risks relevant to our clients.

General Risks

Reliance on the Advisory Team

The success of our client portfolios depends largely on the abilities of our advisory team to develop and implement investment strategies to achieve the clients' investment objectives. We may change the members of our advisory team and there can be no assurance that each member of our advisory team will continue to be employed with us. This could adversely affect our performance. Finally, if any of the investment professionals or management team responsible for our investments were to become unwilling or unable to serve, as a result of death, illness, or otherwise, our performance could also be adversely affected.

Not a complete Investment Program

An investment with us is not intended as a complete investment program. If our strategies are not successful, or if we are unable to implement our strategies effectively, our clients could lose some or all of their capital.

General Economic and Market Conditions

The success of our clients' investments may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, developments in government regulation and national and international political circumstances. These factors may affect the success of the businesses in which our clients' portfolio companies are engaged as well as the markets for the securities clients hold. Unexpected volatility or illiquidity could impair our client's profitability or result in losses.

Certain Strategy Risks

Volatility. The securities (both debt and equity) in which our clients invest are prone to price fluctuations on a daily basis due to both macro and micro factors, and this volatility may adversely affect clients.

Liquidity and Settlement Risks. Different segments of the financial markets have different settlement cycles, and these settlement cycles may be adversely impacted by unforeseen circumstances, leading to settlement risk and losses to our clients' portfolios. The liquidity of our clients' portfolios may be inherently restricted by trading volumes, transfer procedures and settlement periods. While we endeavor to avoid overly concentrated positions in securities of specific industries and sectors, because of liquidity restrictions or other factors, we cannot guarantee that our clients' portfolios will always be adequately diversified, which could amplify losses. Reduced liquidity may also have an adverse impact on market price and our ability to dispose of particular securities, when necessary, to meet our clients' liquidity needs or in response to specific economic events. Reduced liquidity may also impair our ability to restructure or rebalance our clients' portfolios when we believe such restructurings or rebalancing are necessary to protect performance.

Certain Risk Factors Concerning India

In case of our discretionary Equity-Focused Private Accounts the focus of our investment strategy is to invest in India, the investment returns that our clients experience will depend heavily on general

economic and business conditions in India. Accordingly, before opening an account with us, such clients should consider the following:

Economic Factors

The success of our clients' portfolio investments depends in part on the stability of general economic and business conditions in India and on the continuation of the Indian government's current economic liberalisation and de-regulation policies. There is, however, no assurance that these liberalisation and de-regulation policies will continue in the future. The rate of economic liberalisation in India could change, and specific laws and policies affecting taxation, foreign investment, currency exchange and other matters affecting our clients' investments could change as well. In addition, laws and policies affecting the various portfolio companies held by us for client portfolios could change, adversely affecting the values or liquidity of securities issued by those companies.

Political and Communal Factors

India's relations with neighbouring countries have historically been tense. Since the separation of India and Pakistan upon their independence in 1947, India and Pakistan have fought three wars, and in the last several years both countries have conducted successful tests of nuclear weapons and missile delivery systems. More recently, terrorist attacks in November 2008 and July 2011 in Mumbai have heightened tensions and security risks in both countries. India's population is comprised of numerous ethnic groups with diverse religions and languages, sometimes resulting in communal conflict among groups. For instance, in recent years India has experienced considerable sectarian tension between Hindus and Muslims, marked by periodic violence that has caused considerable loss of property including a riot (in 1992) that resulted in the closure of the Bombay Stock Exchange for a period of three days.

Events of this nature in the future could influence the Indian economy and could have a material adverse effect on the market for both securities of Indian companies as well as the services of Indian companies in which we may have investments for clients.

Indian Stock Market Risks

The Indian securities markets are smaller and more volatile when compared to the securities markets of the United Kingdom, the U.S., and certain other OECD countries. Accordingly, the Indian stock markets may decline significantly in response to adverse issuer, political, regulatory, market or economic developments. Issuer, political or economic developments may affect a single issuer, issuers within an

industry, sector or geographic region, or the market as a whole. The Indian stock exchanges have been subject to broker defaults, failed trades and settlement delays in the past and such events may have adverse impact on the NAV of our client portfolios.

Indian stock exchanges utilize 'circuit breaker' systems under which trading in particular stocks or entire trading could potentially be suspended on account of excessive volatility in a stock or on the market. Such disruptions could significantly impact our ability to sell the client investments. Factors like these could adversely affect our client portfolio performance.

The Securities and Exchange Board of India ("SEBI") has wide powers and duties to regulate market practices in India, which include prohibition of fraudulent and unfair trade practices relating to the stock markets including insider trading and regulation of substantial acquisitions of shares and takeovers of companies. The securities law and regulations in India are continuously evolving, however, and the ability of SEBI to promulgate and effectively enforce rules regulating market practices is uncertain.

Limited Liquidity

A disproportionately large percentage of market capitalization and trading value in the Indian stock exchanges is represented by a relatively small number of issues. There is a lower level of regulation and monitoring of the Indian securities market and the activities of investors, brokers and other participants as compared to certain OECD markets. It may, therefore, be difficult to invest client assets so as to obtain a satisfactory diversification of the portfolio or to realize our client investments at the places and times that we would wish to do so.

Capital Raising Constraints under Indian Law

Approvals from the Government of India may be required for the Company to invest in certain Indian companies. India has embarked upon the second phase of liberalization in the foreign investment regime. The present Foreign Investment Policy has changed the basic approach to regulating foreign investment, from stipulating the areas in which foreign investment is permitted, to listing out only the limited areas in which foreign investment is barred. Foreign investment proposals that are not covered by the automatic approval mechanism are cleared by the Foreign Investment Promotion Board ("FIPB"), which considers such proposals on a case-by-case basis

Except for the areas of real estate business or construction of farm houses (other than integrated township development) , trading in transferable development rights (TDR's), atomic energy, agriculture

or plantation activities (other than certain permitted agricultural activities and tea plantation), gambling or lottery business or business of chit funds (an institution which accepts savings and lends money for house and other purchases), nidhi companies (a mutual benefit society notified by Ministry of Corporate Affairs, India), foreign investment is permitted (either under the automatic; i.e. without prior government approval or through the government approval route) subject to sector-specific limits, in various investment sectors. Most of the investment avenues for our client portfolios are expected to have an automatic approval. Each investment avenue is peculiar and lack of clarity in policy interpretation and dispensation of administrative decisions could place constraints on our ability to expeditiously make potential investments for our clients.

Currency Exchange Rate Risks

While the regulatory regime for hedging genuine currency risk in India has been relaxed in recent years, we believe that it remains impractical to hedge currency risks in India for more than relatively short periods of time, and even for short term hedging the cost can be high. Accordingly, currency risk in relation to the Indian rupee remains a significant risk factor for our investment program, and the cost of hedging this currency risk (if available) could reduce our clients' investment returns. Decreases in the value of the Indian rupee relative to other currencies (particularly the US dollar) should be expected to adversely affect investment returns, and such a decrease may be likely given India's current inflation rate and its budget deficits.

The operation of client bank accounts in India is also subject to significant regulation by the Reserve Bank of India ("RBI") under the Indian Foreign Exchange Regulations. The Indian domestic custodian acting also as the remitting banker will be authorized to convert currency and repatriate capital and income on behalf of the client. There can be no assurance that the Indian Government would not, in the future, impose restrictions on foreign exchange. The repatriation of capital may be hampered by changes in Indian regulations concerning exchange controls or political circumstances. In addition, the India Government may, in the future, re-introduce foreign exchange control regulations that limit the ability of clients to repatriate dividends, interest or other income from investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the client portfolios.

Indian Legal System

The Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that of developed countries. Our ability to enforce civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that our portfolio companies may have a significant amount of assets in India.

The laws and regulations in India can be subject to frequent changes as a result of economic, social and political instability. In addition, the level of legal and regulatory protections customary in countries with developed securities markets to protect investors and securities transactions, and to ensure market discipline, may not be available. Where the legal and regulatory framework is in place, the enforcement may be inadequate or insufficient. Regulation by the exchanges and self-regulatory organizations may not be recognized as law that can be enforced through the judiciary or by means otherwise available to the investors in developed markets.

Agrarian Economy

India is an agrarian economy and a significant portion of its GDP is derived from agriculture. As a result, severe monsoons or drought conditions could hurt India's agricultural production and dampen momentum in some sectors of the Indian economy, which could adversely affect the performance of our client portfolios.

Foreign Capital Flows

In 2003, 2007, 2010, 2012 and 2014 the Indian stock market witnessed a surge in the inflow of foreign capital, which contributed to a sharp rise in the Sensex. In 2008, substantial foreign investment left the market as a result of worldwide financial stress, adding to sharp declines in the market. Foreign capital flows have significant impact on the Sensex, and even simple reductions in foreign investment can be a negative factor on the Sensex. There could be sharp declines in the market if substantial foreign investment leaves the market. Such an event could adversely impact the performance of our client portfolios.

The table below depicts; the impact of the foreign flows on the Indian markets

Period	Net Foreign Inflow (US\$ m)	Change in S&P BSE-30 TRI in that Period (% USD)
CY 2003	6,628	+86.5%
CY 2004	8,669	+20.5%
CY 2005	10,707	+40.2%
CY 2006	8,106	+51.6%
CY 2007	17,655	+67.0%
CY 2008	-11,974	-60.8%
CY 2009	17,458	+90.3%
CY 2010	29,362	+24.2%
CY 2011	-358	-35.7%
CY 2012	24,372	+24.1%
CY 2013	20,101	-1.9%
CY 2014	16,116	+29.20%
CY 2015	3,195	-8.0%
Cumulative	150,037	+585.7%
YTD 2016 (Till May 2016)	380	+2.8%

Corporate Disclosure, Accounting and Regulatory Standards

Indian disclosure and regulatory standards are in many respects less stringent than standards in certain OECD countries. There may be less publicly available information about Indian companies than is regularly published by or about companies in such other countries. The difficulty in obtaining such information may mean that we may experience difficulties in obtaining reliable information regarding any corporate actions or dividends of companies in which we have invested for clients which may, in turn, lead to difficulties in determining the value of our clients' portfolios with the same degree of accuracy which might be expected from more established markets.

Regulatory Risk

Previously, the clients had to obtain limits from SEBI to invest in government and corporate bonds through an auction mechanism with a requirement of utilizing the limits in a defined time frame. However since January 2013, in the case of corporate bonds the auction mechanism has been dispensed with and FPIs are free to buy and sell corporate bonds at anytime without obtaining prior limits until such time the overall threshold limit available for FPIs as defined is not reached. In government bonds, but for a brief period in 2013-14 where limits were freely available and the auction system was discontinued, the limits for normal FPIs now continue to be auctioned and the availability and the cost of it varies from auction to auction thus increasing complexity for managing the clients investment.

The SEBI, in October 2015 introduced a separate investment limit in government bonds for investors who are classified as long term investors, wherein the limits are freely available. Although this policy change has made investments by Long term FPI's easier, these policies could change in the future, and the regulator can reinstate the auction mechanism in the future."

Loss of Foreign Institutional/Portfolio Investment Registration

For accessing Indian securities market, the clients may be required to register with the India-based securities and financial regulator. Investment by the clients' portfolios in India is dependent on the continued registration of the clients. In the event the registration of the client is terminated or is not renewed, the client could potentially be forced to redeem the investments held in the client portfolio, and such forced redemption could adversely affect the returns to the clients.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

Neither we nor any of our employees are registered, or have an application pending to register as, a broker-dealer or registered representative of a broker-dealer, futures commission merchant, or commodity pool operator in the USA.

Affiliated Advisers

We receive research services from our 100% subsidiary, Quantum Asset Management Company Pvt Ltd (QAMC) (our “Affiliated Adviser”), with respect to investments by our Funds and Private Account clients. We pay QAMC for these research services out of the management fees that we receive from our clients. Our evaluation of our Affiliated Advisers’ qualifications, suitability and performance as research providers involve inherent conflicts of interest that would not be present if we were instead evaluating independent research providers. Other than these inherent conflicts of interest, we do not believe that our relationship with our Affiliated Advisers creates a material conflict of interest with our clients.

Investments in Affiliated Entities

We may cause our clients to invest in Quantum Long Term Equity Fund (QLTEF) a fund launched by one of our affiliates, Quantum Mutual Fund (QMF) or other funds associated with QMF (collectively, the “QMF Affiliated Funds”). Because of our relationship with QMF, we face inherent conflicts of interest in causing our clients to invest in any QMF Affiliated Fund, including QLTEF, in preference to other funds whose sponsors are not affiliated with us. To address the conflict of interest that such investments present, we: (a) shall ensure that our clients do not bear “double” fees in connection with their investments in our Affiliated Funds; (b) in case the Client is a Fund, the aggregate expense ratio of the Fund shall not under any circumstances exceed the maximum expense ratio permissible under the Fund’s offering memorandum; and (c) we make such investments only if: (i) in case of a Private Account client, the investment management agreement with that client (the client IMA) allows investments in our Affiliated Funds; (ii) in case of a Fund client, the Fund’s offering memorandum permits investments in Affiliated Funds and contains adequate disclosures about the conflicts of interest that we face in connection with those investments; and (iii) in the absence of a) client IMA’s allowing such investments or b) adequate disclosures of conflict of interests in the Fund offering document, informed consent of the client is obtained by us.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**Code of Ethics**

We have adopted a Code of Ethics (the “Code”) that describes the standards of business conduct that we require of our personnel and establishes procedures intended to prevent Quantum Advisors and our personnel (as well as certain of their relatives) from inappropriately benefiting from Quantum Advisors’

relationships with our clients. The Code requires high standards of business conduct, compliance with United States federal securities laws, applicable Indian securities laws, reporting and recordkeeping of personal securities transactions and holdings, reviews and sanctions. Among other things, the Code provides that:

- Our clients' interests come before our employees' interests and, except to the extent otherwise provided in client agreements, before our own interests;
- We must disclose all material facts about conflicts of which we are aware between ourselves and our employees' interests, on the one hand, and our clients' interests, on the other;
- Our employees must operate on our and their own behalf consistently with our disclosures to, and arrangements with, our clients regarding conflicts and our efforts to manage the impacts of those conflicts; and
- We and our employees must not take advantage of our or their positions of trust with or responsibility to our clients.

The Code includes procedures for and restrictions on employee trading intended to prevent our employees from benefiting from or appearing to benefit from any price movement that may be caused by client transactions or our recommendations regarding securities. Among other things, these include requirements that employees make a written request for and receive clearance from our Chief Compliance Officer (or his or her designees) before they buy or sell any security (with limited exceptions) and prohibitions of transactions in securities that we are actively considering, or are, buying or selling for client accounts. The Code also contains restrictions on and procedures to prevent inappropriate trading while we are in possession of material non-public information (including information about our trading activity for clients).

A copy of our Code of Ethics is available to clients or prospective clients upon request.

Participation or Interest in Client Transactions

We may act as investment manager to numerous accounts. We have arrangements for sourcing of research and other services. We may give advice and take action with respect to any Client account or for our own account, or the account of our officers, directors, employees, members or agents, that may differ from action taken by us on behalf of other accounts. We are not obligated to recommend, buy or

sell, or to refrain from recommending, buying or selling any security that Quantum Advisors or its officers, directors, employees, members or agents, may buy or sell, directly or indirectly, for its or their own accounts or for any other account Quantum Advisors manages. We are not obligated to refrain from investing in securities held in the accounts we manage except to the extent that such investments violate the Code of Ethics ("Code") adopted by us. From time to time, access persons of Quantum Advisors or its affiliate may have interests in securities owned by or recommended to Clients. We may purchase or sell for our advisory accounts securities of an issuer in which Quantum Advisors, its affiliates or their access persons also have a position or interest. As these situations may represent a potential conflict of interest, we have implemented procedures relating to personal securities trading by our employees.

Personal Securities Transactions

The Code permits our employees to maintain personal securities accounts, *provided* that any personal investing by any employee in any accounts in which the employee has a beneficial interest, including any accounts of the employee's spouse and any dependent family members, is consistent with our fiduciary duties to our clients and with regulatory requirements. Among other things, the Code requires that:

- Each employee must seek prior approval for all personal transactions in securities; except in case of the following;
 - a) Investment in Government securities,
 - b) Investment in liquid mutual fund schemes other than liquid scheme managed by Quantum Advisors or its affiliates and
 - c) Certain other types of securities that we do not believe create a potential for conflicts of interest;
- No employee is permitted to trade in securities during any period when those securities form part of any internal "priority list" of securities that the research team may be researching for clients;
- No employee is permitted to trade in securities forming part of the client portfolios, securities that our portfolio management team intends to trade for clients; or in securities whose average daily turnover in the relevant markets in India or Emerging Markets in the preceding 12 months

is not less than US \$1 million;

- No employee is permitted to trade in a security that we have traded for our clients at any time during the 15 trading days prior to or 15 days after the date on which we have traded in such security for clients;
- Transactions effected without pre-clearance are subject to, in the discretion of the firm's Compliance Monitoring Committee, (after consultation with other members of management, if appropriate), being reversed or, if the employee made profits on the transaction, to disgorgement of those profits;
- Each employee must report the holdings of securities covered by our personal trading policies and transactions in such securities to our Chief Compliance Officer (or his or her designee) on a quarterly basis;
- No employee is permitted to execute a "contra trade" within 185 days in securities, other than Mutual funds; and
- Employees from the research and investment department will have the following additional restrictions while dealing in securities and they shall be;
 - Not allowed to deal or trade in securities that the concerned analyst recommends or follows within 30 days before and 5 days after the release of the research report.
 - Not allowed to deal or trade directly or indirectly in securities that he reviews in a manner contrary to his/her given recommendation.
 - Not allowed to purchase or receive securities of the Issuer before the issuer's initial public offering, if the issuer is principally engaged in the same types of business as companies that the research analyst follows or recommends.

Item 12 – Brokerage Practices

Each of our Funds and Private Accounts will incur substantial brokerage commissions and other transaction expenses. We generally have wide discretion in deciding what brokers, dealers, banks and other financial intermediaries and counterparties with or through which to execute or enter into portfolio transactions, including through entities that are affiliated with us (collectively, "Transacting

Parties” or “Brokers”). In addition to paying commissions to Transacting Parties in connection with transactions effected on any agency basis, our Funds or Private Accounts may buy or sell securities directly from or to Transacting Parties acting as principal (such as market-makers for over-the-counter securities) at prices that include markups or markdowns. The following describes some noteworthy aspects of our use of, and relationships with, Transacting Parties.

Selection Criteria for Brokers

As an SEC-registered investment adviser, we have a general duty to seek “best execution” for our clients’ securities transactions. What constitutes “best execution,” and determining how to achieve it, are inherently uncertain, however. In choosing Transacting Parties, we are not required to consider any particular criteria. In evaluating whether a Transacting Party will provide best execution, we consider a range of factors. These include;

- historical net prices (after markups or markdowns) on other transactions;
- the execution, clearance and settlement and error correction capabilities of the Transacting Party generally and in connection with securities of the type and in the amounts to be bought or sold;
- the Transacting Party’s reliability and financial stability;
- as discussed more fully below, the nature, quantity and quality of research and other services and products provided by the Transacting Party.

We are not required to select the Transacting Party that charges the lowest transaction cost, even if that Transacting Party can provide execution quality comparable to other Transacting Parties, and our clients should be expected at times to pay more than the lowest transaction cost available in order to obtain for itself and/or for us services and products other than the execution of securities transactions.

“Soft Dollars”

We may select Transacting Parties in recognition of the value of various services or products, beyond transaction execution, that they provide to our Funds, to our Private Account clients, or to ourselves. Selecting a Transacting Party in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with “soft dollars.”

Conflicts of Interest. When we use “soft dollars” to obtain research or other products and services, we

receive a benefit because we do not have to produce or pay for that research or those other products or services using cash from other sources. Because many products and services that we may receive from Transacting Parties may provide general benefits to us, our interests in allocating our clients' securities transactional business may conflict with those of one or more of our clients. For example, we may have an incentive to, in order to induce brokers and dealers to provide us with services or benefits, among other things, cause a client to:

- pay higher commissions and other compensation than it would otherwise pay broker-dealers that do not provide soft dollar services or products;
- place more trades than would be optimal for a client's investment strategy;
- use broker-dealers that do not obtain for a client the best possible price on portfolio transactions; and
- use (and pay) broker-dealers in effect to act as intermediaries with other broker-dealers who actually execute transactions.

The extent of the conflicts of interest arising out of the use of soft dollars depends in large part on the nature and uses of the services and products acquired with soft dollars.

Section 28(e) Safe Harbor. A U.S. federal statute, Section 28(e) of the Securities Exchange Act of 1934, as amended, recognizes the potential conflict of interest involved in the use by an investment manager (such as Quantum Advisors) of soft dollars generated by securities transactions to pay for various expenses but provides a "safe harbor" from breach of fiduciary duty claims if certain conditions and requirements are met. Under the Section 28(e) safe harbor, soft dollars may be used to acquire "research" and "brokerage" services and products for which a client would not otherwise be required to pay. Services or products generally constitute "research" under Section 28(e) if they constitute advice, analyses or reports any of which express reasoning or knowledge as to the value of or investing in or trading securities, or as to issuers, industries, economic factors and trends, portfolio strategy or performance, but only to the extent we use them for lawful and appropriate assistance in making investment decisions for a client. "Brokerage" services and products are those used to effect portfolio transactions or for functions that are incidental to effecting those transactions (such as clearance, settlement or short-term custody related to effecting clearing or settling transactions) or regulatory required in connection with transactions. Using soft dollars to pay for services and products other than

research and brokerage is not protected by the safe harbor, but does not necessarily constitute a violation of any law or fiduciary duty. Similarly, use of non-commission soft dollars or otherwise failing to satisfy procedural elements of the Section 28(e) safe harbor are not protected but are not necessarily prohibited. Nevertheless, we generally intend to use soft dollars (including markups and markdowns on principal transactions where protected) for purposes, and in ways, that satisfy the requirements of the Section 28(e) “safe harbor.” Services obtained through “soft dollars” are used for the benefit of all our clients.

Even where our use of soft dollars to acquire research and brokerage is protected by Section 28(e), we will have a conflict of interest in connection with that use because we might otherwise have to pay cash for those services and products and we may have an incentive to use Transacting Parties who provide those services and products more than we otherwise would.

Procedures

A committee (the “Best Execution Committee”) composed of our senior management personnel, evaluates our brokers on an on-going basis by obtaining inputs from our in house dealer, research and back-office teams. The Best Execution Committee then rates the execution and other services provided by brokers based on those inputs to generate a ranking of our brokers. Our Chief Compliance Officer (or his or her designee) communicates the Best Execution Committee’s broker rankings to our Chief Investment Officer or the in house dealer, who may then take up the matter with any underperforming brokers to improve their performance. In addition, our compliance team compares, on a quarterly basis, the broker rankings with the broker turnover report to ensure that the broker turnover does not deviate significantly from the broker rankings.

Directed Brokerage

Generally all our Clients authorise us to select brokers that we may use to undertake transactions in the Clients’ accounts.

Our Private Account clients may direct us to use particular brokers (“designated brokers”) to effect transactions in their accounts (“directed brokerage”). Clients who use directed brokerage (“directed brokerage clients”) may incur higher transaction costs (and therefore experience lower overall returns) than clients who do not use directed brokerage. For example, designated brokers may charge higher brokerage commission than brokers that we would otherwise use. In addition, designated brokers may

execute trades for our directed brokerage clients at disadvantageous times – for example, a designated broker may buy (or sell) a particular security for a directed brokerage client before (or after) brokers that we have selected buy (or sell) identical or related securities for our other clients. Under those circumstances, a directed brokerage client may be subject to adverse price movements, particularly if the designated broker's trades occur after large block trades, involve illiquid securities or occur in volatile markets.

Aggregation of Orders

Where the Firm has to execute trades for multiple clients, the Firm subject to applicable laws & rules undertakes bulk trades and thereafter allocate executed trades amongst clients for whom such aggregation was made at the weighted average executed price in line with the allocation ratio decided prior to the execution of the aggregated trades.

The allocation of investment opportunities across clients is generally made on a pro-rata basis. Exceptions may be made to this policy if (i) a trade is effected in connection with the rebalancing of the portfolio due to increases or withdrawals of assets for one or more clients; or (ii) a client is subject to a trading restriction that would prohibit such client from trading in a particular security.

Item 13 – Review of Accounts

We generally monitor our clients' aggregate portfolio holdings on a regular basis. In addition, our Chief Investment Officer performs individual account-level reviews at least monthly, or more frequently as necessary to respond to significant changes in economic or market conditions. Our Chief Investment Officer also performs account reviews for Private Account clients when those clients inform us of changes in their financial circumstances or investment objectives.

We generally forward to our Private Account clients monthly, quarterly and annual reports. QIEF forwards these reports to the Private Account Clients and the investors in the "Funds" that we advise on a non-discretionary basis. These reports generally include a portfolio appraisal; statements of realized and unrealized gains and losses, interest, dividends and expenses; contributions and withdrawals; and statements of performance history.

Item 14 – Client Referrals and Other Compensation

We do not receive any economic benefit other than the fees described in Item 5 on Page 7 for providing investment advisory services to the Funds and Private Account Clients.

However we have engaged QIEF, our affiliate to act as our marketing agent under a solicitation agreement entered with them. Under the solicitation agreement QIEF is required to promote our Private Account client advisory services to all potential clients. In addition to its own efforts to solicit separate account advisory services clients for us, QIEF has also engaged its 100% subsidiary; QIEF Management Corp (QIEF Corp) a Florida based corporation to promote our Private Account client advisory services to US-based sophisticated non-government private sector institutional clients including but not limited to university endowments and foundations. QIEF Corp does not market our services to any governmental agencies, including, without limitation, any state, local or municipal pension funds, or state colleges or universities. QIEF Corp receives its marketing fees, from QIEF on a “cost plus” basis i.e. reimbursement of all reasonable costs incurred by it plus an appropriate arms-length “mark ups” (currently 10%) over these costs, under their agreement with QIEF. We do not pay any fees to QIEF Corp. We compensate QIEF on a “cost” basis i.e. we reimburse all reasonable costs incurred by QIEF for its marketing effort in US.

With regard to solicitation of non – USA clients, in addition to its own efforts, QIEF has also appointed a non-US third party solicitor (Solicitor) under a solicitation agreement with the Solicitor, to refer to us non-US clients situated in France, Switzerland, Luxembourg, Belgium and Monaco, subject to the parties complying with applicable regulations. QIEF compensates this Solicitor by way of a referral fee amounting to 12% of the fixed advisory fee received by us from the referred client. With regard to solicitation of non-US clients we compensate QIEF on a “cost plus” basis i.e. , we reimburse all reasonable costs incurred by QIEF in serving as marketing agent, plus an appropriate arms-length “mark up” over these costs, which is currently at 12% of the costs. We do not directly pay any fees to this Solicitor.

All referral fees paid to QIEF by us and by QIEF to QIEF Corp as regards solicitation of US clients, are in accordance with Rule 206(4)-3 of the Investment Advisers Act, 1940. In the event that the current solicitation agreement of QIEF with the non-US third party Solicitor were to change to involve the solicitation of US clients, we would comply with Rule 206(4)-3 under the Advisors Act, which is the rule governing solicitation of US clients on behalf of an advisor.

Item 15 – Custody

We do not maintain custody of any assets held in Private Accounts. With respect to the Funds sponsored by QIEF that we advise on a non-discretionary basis, all of which are “offshore funds” (i.e., private funds organized and incorporated in a country other than the United States), we and QIEF being “offshore advisers” (i.e. advisers having a principal office and place of business outside the United States) are not required to comply with the SEC’s rules regarding custody of client assets.

Investors in these Funds do however; generally receive the Funds’ audited financial statements prepared in accordance with International Financial Reporting Standards, audited by our auditors, registered with Public Company Accounting Oversight Board (PCAOB) and subject to PCAOB inspection along with the reconciliation statement, reconciling the material differences with US GAAP, within 120 days of the end of each fiscal year.

Item 16 – Investment Discretion

We usually receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, we exercise our discretion in a manner consistent with the stated investment objectives for the particular client account. For some clients, our authority to trade securities may also be limited by certain securities and tax laws that require diversification of investments and favour the holding of investments once made.

Item 17 – Voting Client Securities

We have adopted policies and procedures that address generally the guidelines we expect to follow in the exercise of our voting authority over proxies we receive on behalf of clients. Generally Quantum Advisors has discretion to vote for the proxies on behalf of Clients. In the absence of specific guidelines from Clients, Quantum Advisors will vote proxies in the best interest of the clients. However clients may place reasonable restrictions on voting authority in the same manner that they may place such restrictions in the actual selection of the account securities. We will consider a number of factors to determine whether exercising the clients’ voting rights as to its securities is in the relevant clients’ best interest.

When voting a proxy, we will generally follow our voting guidelines. We attempt to identify conflicts of interest that may arise in the proxy decision making process. If a material conflict of interest over proxy

voting arises between us and a client, we will seek to resolve the conflict and vote the proxies in a manner that is in the relevant clients' collective best interests.

We will provide, upon request, a copy of these policies and procedures and/or information concerning our voting record on account proxy matters. Such a request may be forwarded to the Chief Compliance Officer at Anand@QASL.com who will respond to any specific query from the client.

Item 18 – Financial Information

We do not charge or solicit pre-payment of more than US \$ 1,200 in fees per client six months or more in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.

Item 19 – Requirements for State-Registered Advisers

Not Applicable.