

SUPPLEMENT 1
DATED 26th September, 2023
to the Prospectus issued for UTI Goldfinch Funds Plc dated 26th September, 2023

UTI India Sovereign Bond UCITS ETF

This Supplement contains information relating specifically to the UTI India Sovereign Bond UCITS ETF (the “Sub-Fund”) which was approved by the Central Bank on 30th September, 2014 as a sub-fund of the Fund an open-ended umbrella type investment company with segregated liability between sub-funds and authorised by the Central Bank on 30th September, 2014 as a UCITS pursuant to the UCITS Regulations.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Fund dated 26th September, 2023 (the “Prospectus”) which precedes this Supplement and is incorporated herein.

The Shares of the Sub-Fund purchased on the secondary market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current net asset value when buying units/shares and may receive less than the current net asset value when selling them.

The Sub-Fund is an ETF. As at the date of this Supplement, the Fund has three other Sub-Funds, the **UTI India Dynamic Equity Fund**, the **UTI India Balanced Fund** and the **UTI India Innovation Fund**.

The Directors of the Fund whose names appear in the Prospectus under the heading “Management and Administration” accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement and in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Class A USD Share Accum is listed on Euronext Dublin. An application has been made to Euronext Dublin for the Class A EUR Share Accum. to be admitted to listing on the Official List and trading on the Regulated Market of Euronext Dublin. It is expected that the admission will become effective on or about the end of the Initial Offer Period for the Class A EUR Share Accum. This Supplement together with the Prospectus includes all information required to be disclosed by Euronext listing requirements and comprise listing particulars for the purpose of listing the Shares of the Sub-Fund on Euronext.

It is also intended that Shares will be listed and admitted for trading on a number of other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist. In the event that such listings do take place, the primary listing of the Shares of the Sub-Fund will normally be on the AEX and any other listings shall be secondary to the listing on the AEX.

Neither the admission of the Class A USD Share Accum. or the Class A EUR Share Accum. to the Official List and to trading on the Regulated Market of Euronext Dublin nor the approval of the Prospectus and this Supplement, pursuant to the listing requirements of Euronext Dublin shall constitute a warranty or representation by Euronext as to the competence of the service providers to or any other

party connected with the Fund, the adequacy of information contained in the Prospectus and this Supplement, or the suitability of the Fund for investment purposes.

As at the date of this Supplement, the Fund has no loan capital (including term loans) outstanding or created but unissued nor any mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, finance leases, hire purchase commitments, guarantees, other commitments or contingent liabilities.

If the Directors decide to create additional Sub-Funds or Classes, the Fund may in its discretion apply for the Shares of such Sub-Funds to be listed on the Relevant Stock Exchange. For so long as the Shares of any Sub-Fund are listed on any Relevant Stock Exchange, the Fund shall endeavour to comply with the requirements of the Relevant Stock Exchange relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Investors should read and consider the section entitled "Risk Factors" in both the Prospectus and this Supplement before investing in the Sub-Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

1. Interpretation

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

"Account Opening Form" such account opening form or application form (as the context requires) as the Directors may prescribe, to be completed by the Authorised Participant for the purposes of opening a primary market dealing account in relation to the Sub-Fund; or to be completed by the Common Depositary's Nominee for the purposes of applying for Shares to be issued in its name and to include authorisation for the Fund to deal with Authorised Participants (as applicable).

"AEX" means Euronext Amsterdam, trading as AEX.

"Base Currency" means US Dollars.

"Benchmarks Regulation" means Regulation (EU) 2016/1011 as may be amended, consolidated or substituted from time to time.

"Business Day" means any day except Saturday or Sunday on which (i) banks and stock exchanges in India, and (ii) banks in Ireland

and Singapore are generally open for business, and (iii) the Relevant Stock Exchanges on which the relevant Index Securities are traded is open for normal trading; or (iv) if there is more than one such securities markets, the securities market designated by the Investment Manager, in consultation with the Directors, following consultation with the Manager, is open for normal trading, or such other day or days as may be determined by the Directors from time to time and notified in advance to the Shareholders.

“Central Securities Depositories”	such Recognised Clearing Systems used by the Sub-Fund issuing their Shares through the Central Securities Depository settlement system, which is a national settlement system. For the purposes of this Sub-Fund, the Central Securities Depositories will be Participants in the International Central Securities Depositories.
“Clearstream”	Clearstream Banking, Société Anonyme, Luxembourg and any successor in business thereto.
“Common Depository”	the entity appointed as a depository for the International Central Securities Depositories, currently Citibank Europe plc, having its registered office at 1 North Wall Quay, Dublin 1, Ireland.
“Common Depository’s Nominee”	the entity appointed as nominee for any Common Depository which acts as the registered holder of the Shares in the Sub-Fund and is currently Citivic Nominees Limited.
“Creation Unit”	means 500,000 Shares, or such number of Shares as may be agreed by the Directors (or their delegate) in each case to allow lesser amounts. Any such discretion will be exercised on a Share Class level.
“Crore” or “crore”	means a unit in India used for numbering whereby 1 Crore = 10 million.
“Dealing Day”	Any Business Day and /or such other days or days as may be determined by the Directors, in consultation with the Manager, and notified to Shareholders in advance. However, some Business Days where markets on which the Fund Assets are listed or traded or markets relevant to the Reference Index are closed will not be Dealing Days provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, conversion and/or redemption of Shares in the Fund or any Sub-Fund in accordance with the provisions of the Prospectus and the Articles of Association.

“Dealing Deadline”	means 4pm (GMT) on the day prior to the relevant Dealing Day or such other time as the Directors, in consultation with the Manager, may determine and notify to Shareholders, provided always that the Dealing Deadline precedes the Valuation Point.
“ETF”	means Exchange Traded Fund.
“Euroclear”,	means Euroclear Bank S.A./N.V. and any such successor in business thereto.
“Euronext Dublin”	means Euronext Dublin (formerly The Irish Stock Exchange).
“FI”	means Foreign Institutional Investor.
“FPI”	means Foreign Portfolio Investor.
“FPI Regulations”	means SEBI (Foreign Portfolio Investors) Regulations, 2019.
“Fund Assets”	means the transferable securities and/or the other financial instruments invested in by the Sub-Fund and cash held by the Sub-Fund in accordance with the UCITS Regulations.
“Global Share Certificate”	means the certificate evidencing entitlement to the Shares issued pursuant to the Articles of Association and the Prospectus, described in further detail under the section titled “Global Clearing and Settlement”.
“iNAV”	means the indicative net asset value calculated and published by such entity as determined by the Directors from time to time on each day on which the Relevant Stock Exchange is open for trading. For the avoidance of doubt, the iNAV does not constitute the finalised Net Asset Value calculated with respect to the Valuation Point as published by the Administrator.
“Index Securities”	means the constituent bonds of the relevant Reference Index.
“Indian Public Sector Undertakings”	means government-owned corporations, termed as Public Sector Undertakings in India. In a Public Sector Undertaking the majority (51% or more) of the paid up share capital is held by central government or by any state government or partly by the central governments and partly by one or more state governments.
“Initial Price”	means as described in the Share Class table under the heading “2. Share Classes” below.

“INR”	means, Indian rupee, the lawful currency for the time being of India.
“International Central Securities Depositories”	means such Recognised Clearing Systems used by the Sub-Fund issuing their Shares through the International Central Securities Depository settlement system, which is an international settlement system connected to multiple national markets.
“Investment Manager”	means UTI International (Singapore) Private Limited.
“Participants”	means account holders in an International Central Securities Depository, which may include Authorised Participants, their nominees or agents and who hold their interest in Shares settled and/or cleared through the applicable International Central Securities Depository.
“Paying Agent”	means the entity appointed to act as paying agent to the Sub-Fund.
“Paying Agency Agreement”	means the agreement between the Fund and/or the Manager and the Paying Agent as may be amended from time to time in accordance with the requirements of the Central Bank.
“Portfolio”	means a representative portfolio of bonds as described under the “Investment Strategy” heading of this Supplement.
“RBI”	means the Reserve Bank of India.
“Reference Index” (FAR) Select 7 Bonds Index..	means the Nifty India Government Fully Accessible Route
“SEBI”	means the Securities and Exchange Board of India.
“SGX”	means The Singapore Exchange, trading as SGX.
“Valuation Point”	means 12 noon (Irish time) on the relevant Business Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Share Classes

The available Share Classes are as disclosed in the table below. The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance with the Central Bank.

Class	Class Currency	Initial Price	Minimum Transaction Size for Initial investment *	Minimum Holding amount*	Minimum Transaction Size for subsequent investments *	Minimum Transaction Size for redemptions*	Hedged/ Unhedged	Accumulating/ Distributing
Class A USD Share Accum.	USD	10 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	Unhedged	Accumulating
Class A USD Share Dist.	USD	10 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	5,000,000 USD	Unhedged	Distributing
Class A GBP Share Accum.	GBP	10 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	Unhedged	Accumulating
Class A GBP Share Dist.	GBP	10 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	5,000,000 GBP	Unhedged	Distributing
Class A EUR Share Accum.	EUR	10 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	Unhedged	Accumulating
Class A EUR Share Dist.	EUR	10 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	5,000,000 EUR	Unhedged	Distributing
Class A JPY Share Accum.	JPY	1000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	Unhedged	Accumulating
Class A JPY Share Dist.	JPY	1000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	500,000,000 JPY	Unhedged	Distributing
Class A SGD Share Accum.	SGD	10 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	Unhedged	Accumulating
Class A SGD Share Dist.	SGD	10 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	5,000,000 SGD	Unhedged	Distributing
NOK Institutional Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK Institutional Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing
NOK Retail Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK Retail Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing

Dist.			NOK	NOK	NOK	NOK		
NOK RDR Accum.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Accumulating
NOK RDR Dist.	NOK	10	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	5,000,000 NOK	Unhedged	Distributing
SEK Institutional Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK Institutional Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing
SEK Retail Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK Retail Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing
SEK RDR Accum.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Accumulating
SEK RDR Dist.	SEK	10	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	5,000,000 SEK	Unhedged	Distributing

*The Directors or their delegate reserve the right to differentiate between Shareholders as to and waive or reduce the Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions for certain investors. Creation Units may be issued to Authorised Participants on the primary market.

The Minimum Transaction Size for Initial investment, the Minimum Holding amount, the Minimum Transaction Size for subsequent investments and the Minimum Transaction Size for redemptions are not applicable on the secondary market and there is no minimum purchase or sale amount unless required by the relevant exchange(s).

3. Investment Objective

The investment objective of the Sub-Fund is to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the Reference Index.

4. Investment Policy

The Sub-Fund is a passively managed ETF which uses a passive investment approach and will invest directly in bonds issued by the Government of India, which may be listed on or dealt in Recognised Exchanges worldwide, that are constituents of the Reference Index. As the Sub-Fund will invest only in fixed income bonds issued by the Government of India which may be listed on or dealt in Recognised Exchanges worldwide those bonds are required by the Central Bank to be investment grade. The Sub-Fund will rely on the country rating of India as all the bonds are issued by Government of India only. At present the country rating of India is BBB- which is investment grade rated by S&P and Fitch.

The Sub-Fund will track the investment performance of the Reference Index (for a description of

the bonds which constitute the Reference Index please see heading “Index Description”), that collectively have an investment profile that is similar to that of the Reference Index. The Investment Manager may also select bonds that are not underlying constituents of the relevant Reference Index where such bonds provide similar performance attributes, with matching risk profile, to certain bonds that make up the relevant Reference Index. Given the Sub-Fund’s intention closely track the investment performance of the Reference Index it is not expected that the Sub-Fund will invest more than 15% of the Sub-Fund’s assets in bonds that while providing similar performance attributes, with matching risk profile, to certain bonds that make up the relevant Reference Index are not underlying constituents of the relevant Reference Index.

The Reference Index is an indicator of investment returns of debt obligations denominated in Indian rupees issued by the Central Government of India. The Reference Index provider determines the composition of the Reference Index in accordance with its rules and procedures for the Reference Index, which may change from time to time, and publishes information regarding the composition, investment characteristics and return of the Reference Index. As a result of its use of the Reference Index to determine the asset allocation of the Portfolio of assets held by the Sub-Fund, the Sub-Fund shall be subject to the requirements of the Benchmarks Regulation.

As required under the Benchmarks Regulation, the Fund has put in place appropriate contingency arrangements setting out the actions which will be taken in the event that the benchmark materially changes or ceases to be provided. A copy of the Fund’s policy on cessation or material change to a benchmark is available upon request from the Fund. As at the date of this Supplement, the administrator of the Reference Index, NSE Indices Limited, is availing of the transitional arrangements afforded under the Benchmark Regulation and accordingly does not appear on the register of administrators and benchmarks maintained by ESMA pursuant to Article 36 of the Benchmark Regulation.

As required under the Benchmarks Regulation, the Fund has put in place appropriate contingency arrangements setting out the actions which will be taken in the event that a benchmark which is used by a Sub-Fund which is subject to the Benchmarks Regulation materially changes or ceases to be provided. A copy of the Fund’s policy on cessation or material change to a benchmark is available upon request from the Fund. Further information in relation to the Reference Index, including the composition of the Reference Index, is available on www.nseindia.com and www.niftyindices.com

The Sub-Fund is subject to the investment and borrowing restrictions set out below under the section entitled ‘Investment and Borrowing Restrictions’.

5. Investment Strategy

The Sub-Fund may invest in bonds issued by the Government of India which may or may not form part of the Reference Index. The Sub-Fund aims to closely track the performance of the Reference Index.

The Investment Manager may also select bonds issued by the Government of India by means of direct investment which are not underlying constituents of the relevant Reference Index where such bonds provide similar performance, with matching risk profile, to certain bonds that make up the relevant Reference Index. Bonds which are not underlying constituents of the relevant Reference Index are selected where they will enhance the Sub-Fund’s ability to track the

performance of the Reference Index. For example, bonds issued by the Government of India which are not underlying constituents of the relevant Reference Index may be selected where they provide similar performance, with matching risk profile, to certain bonds that make up the relevant Reference Index. Bonds issued by the Government of India which are not underlying constituents of the relevant Reference Index may also be selected where they enhance the Sub-Fund's ability to track the performance of the Reference Index. Furthermore although new bond issues by the Government of India enter the Reference Index only on the last day of the month the Sub-Fund may seek to include them in the Portfolio closer to their issue date if that is advantageous to the Sub-Fund from a trading perspective.

Notwithstanding that the Sub-Fund intends to closely track the performance of the Reference Index, it may also (i) pending reinvestment by it (for example where it cannot for any reason immediately make the investment it wishes and is obliged to wait for a number of days) or (ii) subject to the investment objective, invest on an ancillary, short-term basis in cash, cash equivalents (including bank deposits and money market instruments). The investment Portfolio of the Sub-Fund will be constructed to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the Reference Index and will comply with UCITS guidelines.

Rebalancing of the Reference Index will be effective on the first working day of the month. For the Sub-Fund, in seeking to replicate the Reference Index, the effect of such a rebalance may for example, involve, inter alia, selling an outgoing Index Security and using the proceeds to invest in the incoming Index Security or reassessing the allocation of the net assets of the Sub-Fund to a particular Index Security.

The Investment Manager reviews the Index Securities held in the Sub-Fund's Portfolio each Business Day. In order to minimise Tracking Error, it closely monitors factors such as any changes in the weighting of each Index Security in the Reference Index, whether trading in the particular Index Security is suspended from trading for any reason, dividend distributions and the liquidity of the Index Securities. The Investment Manager may also conduct an adjustment on the Portfolio of the Sub-Fund regularly, taking into account Tracking Error reports, the index methodology and any rebalance notification of the Reference Index.

The Directors may, if they consider it in the interests of the Sub-Fund to do so and with the consent of the Depositary, substitute another index for the Reference Index if:-

- the weightings of constituent securities of the Reference Index would cause the Sub-Fund (if it were to follow the Reference Index closely) to be in breach of the UCITS Regulations and/or any tax law or tax regulations that the Directors may consider to have a material impact on the Fund and / or any Sub-Fund;
- the particular Reference Index or index series ceases to exist;
- a new index becomes available which supersedes the existing Reference Index;
- a new index becomes available which is regarded as the market standard for investors in the particular market and/or would be regarded as of greater benefit to the Shareholders than the existing Reference Index;

- it becomes difficult to invest in securities comprised within the particular Reference Index;
- the Reference Index provider increases its charges to a level which the Directors consider too high;
- the quality (including accuracy and availability of data) of a particular Reference Index has, in the opinion of the Directors, deteriorated;
- an index becomes available which more accurately represents the likely tax treatment of the investing Sub-Fund in relation to the component securities in that Reference Index.

The above list is indicative only and cannot be understood as being exhaustive by limiting the ability of the Directors to change the Reference Index in any other circumstances as they consider appropriate.

Where such a change would result in a material difference between the constituent securities of the Reference Index and the proposed Reference Index, Shareholder approval will be sought in advance. In circumstances where immediate action is required and it is not possible to obtain Shareholder approval in advance of a change in the Reference Index, Shareholder approval will be sought for either the change in the Reference Index or, if not so approved, the winding up of the Sub-Fund as soon as practicable and reasonable.

Any change of the Reference Index will be cleared in advance with the Central Bank, reflected in revised Prospectus documentation and will be noted in the annual and semi-annual reports of the Sub-Fund issued after any such change takes place.

The Directors may change the name of the Sub-Fund, particularly if the Reference Index, or the name of the Reference Index, is changed. Any change to the name of the Sub-Fund will be approved in advance by the Central Bank and the relevant documentation pertaining to the relevant Sub-Fund will be updated to reflect the new name.

Any of the above changes may have an impact on the tax status of the Fund and/or the Sub-Fund in a jurisdiction. Therefore, it is recommended that the Shareholders should consult their professional tax adviser to understand any tax implications of the change in their holdings in the jurisdiction in which they are resident.

On each Business Day, before commencement of trading on the Relevant Stock Exchange, the Sub-Fund will disclose on www.utifunds.com the identities and quantities of the Sub-Fund's Portfolio holdings that form the basis for the Sub-Fund's calculation of the Net Asset Value in respect of the previous Dealing Day.

The Investment Manager monitors the investment restrictions applicable to the Sub-Fund. As soon as the Investment Manager becomes aware that the weighting of any particular bond in the Reference Index exceeds the permitted investment restrictions, the Investment Manager will seek to either unwind that particular position or reduce the Sub-Fund's exposure to that bond to ensure that the Sub-Fund at all times operate within the permitted investment restrictions and complies with the requirements of the UCITS Regulations.

Investment policies of the Sub-Fund shall comply with the restrictions for FPI (investments as established by SEBI and the RBI as set out in Appendix 1.

The SEBI issued the SEBI (Foreign Portfolio Investors) Regulations, 2019 (the "FPI Regulations") which replaced the SEBI (Foreign Portfolio Investors) Regulations, 2014. Under the FPI Regulations all foreign investors who intend to acquire Indian securities are required to make an application to the designated depository participants to be registered as an FPI. Designated depository participants are the entities which will approve the application as an FPI and are also given the responsibility of granting the FPI license. All investments by foreign investors will need to be made in compliance with the investment conditions prescribed under the FPI Regulations and the regulations and guidelines prescribed by the RBI under Foreign Exchange Management Act (the "FEMA Regulations").

Pursuant to its investment policy, the Fund intends to make investments in invest in bonds issued by the Government of India subject to the conditions of the FPI Regulations and FEMA Regulations.

6. Sustainable Finance Disclosure

This Sub-Fund does not have as its objective sustainable investment, nor does it promote environmental or social characteristics. The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

Adverse Impacts on sustainability factors

The Investment Manager does not take into account the principal adverse impacts on sustainability factors as described in Article 7(1) of the SFDR on the basis that this Sub-Fund falls within the meaning of Article 6 of the SFDR and is a passively managed fund which invests directly in bonds issued by the Government of India that are constituents of the Reference Index.

Sustainability Risks

Sustainability risk is the risk that the value of an investment will decline as a result of an environmental, social or governance event or circumstance. Ecological events include climate change, scarcity of natural resources and pollution. Social events may include labour issues and product liability. Governance can include themes such as shareholder rights, business ethics, diversity and executive remuneration. Sustainability risks can arise in all kinds of forms. With regard to the theme of climate, for example, there is a distinction between transition risks and physical risks, whereby transition risks can be divided into legal and regulatory risks, technological risks, market risks and reputation risks. In addition, the impact of sustainability risk has various scopes, including company-specific, sector-specific and on country level. The occurrence of a sustainability risk results in other (financial) risks manifesting. This can negatively affect the value of the investment.

Concrete examples of sustainability risks for the Sub-Fund are: a company has an overly generous remuneration policy or a remuneration policy that is inconsistent with the interests of the shareholders. Also, a company's reputation can deteriorate as a result of negative publicity about an environmental or labour issue that can cause the value of its stock to decline. The expected impact of sustainability risks on the return depends on the type of sustainability risk

that materialises. For developed markets equity portfolios, this expected impact is generally viewed as significant.

Sustainability Risk Integration Features

The Sub-Fund has a passive investment policy whereby the Sub-Fund aims to follow the Reference Index as closely as possible. The Reference Index has no specific sustainability characteristics. The Sub-Fund therefore does not have any specific sustainability characteristics.

The Investment Manager applies the following measures to integrate sustainability risks for this Sub-Fund:

Exclusions: Exclusions required by international laws and treaties apply to this Sub-Fund. The Sub-Fund does not invest into companies if prohibited by sanctions of the European Union, United Nations or the Office of Foreign Assets Control of the United States.

7. Initial Offer in the Primary Market

Class A USD Share Accum. has launched and is available on any Dealing Day at the Net Asset Value.

Shares in Class A USD Share Dist. were initially offered in the primary market to Authorised Participants during the period from 9a.m. (Irish time) on the 2nd November, 2017 to 5 p.m. (Irish time) on the 2nd May, 2018 however no subscriptions were received during this time and the initial offer period was paused. The Directors restarted the initial offer period and offered the Class A USD Share Dist. and started the initial offer period and offered the Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist. and Class A SGD Share Accum. in the primary market to Authorised Participants during the period from 9a.m. (Irish time) on the 27 September, 2021 to 5 p.m. (Irish time) on the 25th March, 2024 (the "Initial Offer Period") at the Initial Price per Share and subject to acceptance of applications for Shares in the relevant Class will be issued for the first time on the last Business Day of the Initial Offer Period.

The NOK Institutional Accum., NOK Institutional Dist., NOK Retail Accum., NOK Retail Dist. NOK RDR Accum. And NOK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27th September, 2023 to 5pm (Irish time) on the 25th March, 2024 (the "Initial Offer Period") at the Initial Price of NOK 10.00 per Share. The SEK Institutional Accum., SEK Institutional Dist., SEK Retail Accum., SEK Retail Dist., SEK RDR Accum. And SEK RDR Dist. will be offered to investors during the period from 9am (Irish time) on the 27th September, 2023 to 5pm (Irish time) on the 25th March, 2024 (the "Initial Offer Period") at the Initial Price of SEK 10.00 per Share.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Sub-Fund will be issued to Authorised Participants at the Net Asset Value per Share.

8. Tracking Error

Tracking Error between the investment performance of the Sub-Fund and the Reference Index

may occur due to differences between the securities held in the Sub-Fund's Portfolio and the securities held in the Reference Index.

In normal market conditions the volatility of the Sub-Fund's returns can be expected to be closely correlated to the volatility of the Reference Index. The Investment Manager anticipates the annual Tracking Error (being the difference between the return of the Sub-Fund and the return of the index tracked) will, over time, not exceed 5%. Because it is not practical to buy all the bonds that constitute the Reference Index, the Sub-Fund will comprise of a Portfolio of bonds as described under the "Investment Strategy" heading of this Supplement. It can therefore be expected to have a larger Tracking Error than if it used a replication indexing strategy.

As set out in the Investment Policy section, exposure to the Reference Index is achieved through direct investment in the Index Securities, the purpose of which is to seek to provide the Sub-Fund with the performance of the Reference Index but may not be able to do so exactly due to factors including, but not limited to, fees and expenses and taxes. Consequently, the Net Asset Value of the Sub-Fund may not exactly track the value of the Reference Index. Shareholders should thus be familiar with the risks associated with such an approach to investment.

9. Index Description

The Reference Index seeks to measure the performance of the portfolio of securities, each security having a residual maturity of more than 2 years, issued by the Central Government of India. The Reference Index includes the top 7 most liquid securities issued by the Central Government of India and is reviewed on a monthly basis. The Reference Index is computed using a total return methodology, including price return and interest return.

Methodology

Security Eligibility

All securities issued by the Central Government of India (excluding special securities, floating rate securities, inflation linked securities) are eligible. The residual maturity of the government securities as on the Reference Index's effective date should be more than 2 years. Eligible securities are categorised under the Fully Accessible Route ("FAR") by RBI. There is no minimum outstanding amount for government security securities.

Security Selection

From the eligible universe, the top 7 securities are selected based on their monthly composite liquidity scores calculated using previous one-month trades data. The composite liquidity score of a security is calculated based on average daily turnover (50% weight), total number of days traded (25% weight) and total number of trades (25% weight) during the analysis period. For each eligible security, above 3 parameters are averaged based on previous 4 weeks trades data by giving 10% weight to the first week of the month, 20% weight to the second week of the month, 30% weight to the third week of the month and 40% weight to fourth week. A detailed illustration of calculation of monthly and weekly composite liquidity scores for the government securities is available upon request from the Investment Manager.

Security Weight

The weight of each security in the Reference Index is based on its monthly composite liquidity rank as on the effective date as per the below table:

Monthly composite liquidity rank of the index constituent	Weights
1	25%
2	25%
3	25%
4	10%
5	5%
6	5%
7	5%
	100%

Subsequently, the weights may drift due to price movement. Any interest amount received is assumed to be reinvested in the portfolio on the same date, in the proportion of the existing weights.

Index Rebalancing/Reconstitution

The Reference Index will be reviewed on a monthly basis with data cut-off date of T-9 working days and effective on first working day of the month (T). Accordingly, the analysis period will be the month starting from the previous cut-off date to the present cut-off date.

Selection of government securities in the Reference Index shall be based on the securities' monthly composite liquidity rankings calculated using the previous month trades data. The top 5 government securities ranked based on the monthly composite liquidity score are compulsorily included in the Reference Index. Existing government securities in the Reference Index whose monthly composite liquidity rank goes beyond 9 are compulsorily excluded from the Reference Index and are replaced with the next best bond based on monthly composite liquidity rank.

Any security shortlisted for inclusion in the Reference Index based on its monthly liquidity rank shall not be included in the Reference Index, if its weekly composite liquidity rank in week 2, week 3 or week 4 of the previous month is beyond 10. The next best government security based on monthly composite liquidity rank shall be given preference in such case. This rule shall not be applied if such a security was first issued during the last six months of the index effective date. This rule shall also not be applied if no other government security with weekly rank for week 2, week 3 and week 4 within top 10 is available.

If there is no inclusion or exclusion in the Reference Index and there is also no change in the ranks of the existing government securities within the Reference Index, the drifted weights of the constituents will not get reset and the existing weights will continue. This rule shall not be applied if the weight of the any securities breaches 30%.

Further information in relation to the Reference Index is available on www.nseindia.com and www.niftyindices.com

10. Investment and Borrowing Restrictions

Investment of the assets of the Sub-Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of the Sub-Fund. The investment and borrowing restrictions applying to the Sub-Fund are set out in Appendix I to the Prospectus. With the exception of permitted investments in unlisted securities and over the counter derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges or markets listed in Appendix II to the Prospectus.

The Sub-Fund may invest up to a maximum of 10% of the Net Asset Value of the Sub-Fund in other collective investment schemes in accordance with the requirements of the Central Bank and the investment restrictions set out in Appendix I to the Prospectus, where the investment policies of such collective investment schemes are consistent with those of the Sub-Fund.

The Sub-Fund has the ability to hold cash from time to time if the Investment Manager believes it is appropriate and is not obliged to be fully invested.

Borrowing Powers

The Fund on behalf of the Sub-Fund may only borrow for cash flow purposes on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Sub-Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Fund or the Sub-Fund and may charge the Sub-Fund's assets as security for such borrowings only in accordance with the provisions of the UCITS Regulations.

Adherence to Investment and Borrowing Restrictions

The Sub-Fund will adhere to any investment or borrowing restrictions stated herein or imposed by Euronext for so long as any Shares in the Sub-Fund are listed on Euronext, subject to the UCITS Regulations.

Change to Investment and Borrowing Restrictions

It is intended that the Fund and the Sub-Fund shall have the power, subject to the prior approval of the Central Bank and the prior approval of Shareholders and as disclosed in an updated Prospectus, to avail of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Sub-Fund in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited.

11. Secondary Market Investors

Trading

Application will be made to Euronext Dublin for the listing of the Class A USD Share Dist. and start the initial offer period and offer the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist. and Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the

SEK RDR Accum.to AEX for the admission to trading of the Class A USD Share Dist. and start the initial offer period and offer the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist., Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the SEK RDR Accum. issued and available to be issued on the main market of each and/or such other exchanges as the Directors may determine from time to time (the "**Relevant Stock Exchanges**") on or about the launch date. It is also intended that applications will be made to list the Shares of the Sub-Fund on other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist.

This Supplement and the Prospectus, including all information required to be disclosed by Euronext Dublin listing rules, together comprise listing particulars for the purposes of trading on the main market of each of the Relevant Stock Exchanges.

Exchange Traded Fund

The Shares of this Sub-Fund are fully transferable among investors and will be listed and/or traded on the Relevant Stock Exchanges. It is envisaged that Shares will be bought and sold by public and institutional investors in the secondary market in the same way as the ordinary shares of a listed trading company.

Shares in the Sub-Fund which are purchased on the secondary market (as further described in Section "Dealing in Shares in the The Secondary Market" of the Prospectus) cannot usually be redeemed directly from the Fund. Investors normally sell their Shares on the secondary market with the assistance of an intermediary e.g. stockbroker or other investment broker and may incur fees for investing in this manner. In addition, please note that such investors may pay more than the current Net Asset Value per Share when purchasing Shares on the secondary market and may receive less than the current Net Asset Value when selling their shareholding.

Where the stock exchange value of the Shares of the Sub-Fund significantly varies from its Net Asset Value, Shareholders who have acquired their Shares (or where applicable, any right to acquire a Share that was granted by way of distributing a respective Share) on the secondary market may sell the Share back to the Sub-Fund directly. For example, this may apply in cases of market disruption such as the absence of a market maker. In such situations, information will be communicated to the regulated market, indicating that the Fund is open for direct redemptions from the Fund. Such secondary market investors should refer to section "Redemption of Shares in the Primary Market" the Prospectus for details on how to process such redemption requests. Only the actual costs of providing this facility i.e. those costs associated with liquidating any underlying positions, will be charged to such secondary market investors and in any event, the fees in respect of such redemptions shall not be excessive.

12. Investment Manager

The Fund has appointed UTI International (Singapore) Private Limited as investment manager of the assets of the Sub-Fund with discretionary powers pursuant to the Investment Management

Agreement. Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Sub-Fund in accordance with the investment objective and policy of the Sub-Fund. The Fund and the Sub-Fund shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or its own acts or omissions following the advice or recommendations of the Investment Manager. The Fund shall hold harmless and indemnify out of the relevant Sub-Funds' assets the Investment Manager from and against all actions, proceedings, damages, claims, costs, demands, charges, losses and expenses including, without limitation, legal and professional expenses on a full indemnity basis ("Loss") which may be brought against, suffered or incurred by the Investment Manager in connection with any act or omission of the Investment Manager taken, or omitted to be taken, in connection with the Sub-Funds or the Investment Management Agreement, other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice.

The Investment Manager was incorporated in Singapore on 15 November 2006 and is regulated by the Monetary Authority of Singapore in the conduct of financial services and investment management activities.

The Investment Manager is also the Distributor of the Fund.

The Investment Management Agreement provides that either party thereto may terminate the Investment Management Agreement by giving to the other parties thereto not less than thirty (30) days written notice (or such shorter notice as agreed in writing by the parties thereto) or forthwith by notice in writing in certain circumstances such as the insolvency of any party or unremedied breach after notice. The Investment Manager has the power to delegate its duties under the Investment Management Agreement in accordance with the requirements of the Central Bank. The Investment Management Agreement further provides that the Fund shall indemnify and hold the Investment Manager harmless out of the applicable Sub-Fund's assets against any damages, losses, liabilities, actions, proceedings, claims, costs and expenses (including reasonable legal fees and expenses) which may be brought against, suffered or incurred by the Investment Manager by reason of the performance of its duties (other than by reason of the Investment Manager's negligence, bad faith, wilful default, recklessness, breach of the UCITS Regulations or fraud).

13. Investment Committee

The Investment Manager has appointed an investment committee to provide investment advice. The investment committee will provide an oversight role for the Investment Manager. The biographical details of the members are set out below.

- (i) Mr Praveen Jagwani

Mr. Jagwani is an investment and banking professional in the financial services industry since 1992, with over 29 years of track record. He has been with the Investment Manager since 2009. Having worked in many geographies and multi-cultural environments he displays a good balance between results and people orientation. He

started his career with ANZ Grindlays Bank in India and worked later in Australia and Bahrain across Credit, Consumer Finance, Systems and Private Banking. He later joined Standard Chartered Bank and built the Wealth Management and Investment Advisory business in the Middle East. He was appointed the Chief Investment Officer for Middle East & South Asia and was responsible for Product, Research, Certification and Compliance. He then joined Merrill Lynch and worked with them in London and Dubai in their Hedge Fund & Private Equity Advisory business. Mr. Jagwani holds a graduate degree in Computer Science (B.Sc.) and a Master's degree in Operations Research (M.Sc.) from Delhi University. He also has a Master's of Business Administration from XLRI Jamshedpur and has completed Chartered Financial Analysis (CFA) program from CFA institute USA.

(ii) Mr. Manish Khandelwal

Mr Khandelwal a commerce graduate (B.COM), LLB (A) and has done his Masters in Business Administration (MBA) from Symbiosis Institute of Business Management, Pune in 2004. He has around 17 years' experience in the investment management industry. Prior to joining UTI International (Singapore) Private Limited, he worked with UTI AMC in India in Institutional Sales, Distribution, Retail Sales & Marketing and PMS (Portfolio Management services). He regularly interacted with the intermediaries, service providers and also responsible for advising high net worth clients on their mutual fund investments. Mr Khandelwal is presently working as Director- Products & Operations with UTI International (Singapore) Private Limited. He is responsible for the firm's core business processes Operations, Accounts, Dealing, Products and Marketing functions.

(iii) Mr. Rahul Aggarwal, Fixed Income Portfolio Manager, UTI IS

Mr Aggarwal is responsible for the fixed income portfolio management function of UTI IS. He has close to 12 years of fixed income money management experience having worked for institutions like Edelweiss, IIFL and L&T Investment Management. He graduated from Punjab Engineering College, Chandigarh with a B.E. (Computer Science & Engineering) in 2003 and also holds a Post Graduate Diploma in Management from IIM Calcutta. Mr Aggarwal is a versatile professional who started out as a software developer in 2003 and gradually worked his way into the finance industry. As a testimony to his pursuit of continual learning, he has also obtained the Financial Risk Manager (FRM) designation and also passed level 1 and level 2 of the CFA examination.

(iv) Ms. Shweta Roongta

Ms Shweta Roongta is the Business & Investment Analyst at UTI International, Singapore. She performs Portfolio specialist and Marketing duties in her present role. She graduated from Narsee Monjee College of Commerce and Economics, Mumbai with a B.Com degree and qualified as a Chartered Accountant with an All India Rank in 2015. After her qualification, she was selected by Aditya Birla Group in their Finance Leadership Program and worked with them across their Fashion, Financial Services and Commodity Trading businesses for 4 years. Prior to joining UTI, she was working

with ArrowResources Group as a Senior Financial Controller. In her career of 8 years, she has lived and worked in India, Thailand, Switzerland and Singapore. Her interest in financial markets led to her pursuing CFA and she cleared all 3 levels of CFA in 2022 after which she joined UTI in April 2022.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role. As part of the oversight role, the Investment Committee shall ensure that the Portfolio is managed in compliance with the regulations applicable to the Sub-Fund. It shall monitor the performance and investment strategy of the Investment Manager. At investment committee meetings, the following matters will be discussed: performance review, Portfolio review, outlook and strategy of the Sub-Fund. The Investment Committee does not provide any advice to the Investment Manager. All committee members of the investment committee are employees of the Investment Manager. In any scenario if that the Investment Committee disagrees with any of the actions of the Investment Manager then it will ask the Investment Manager to explain such action taken. To date no such situation has arisen.

The Investment Committee will neither have any discretionary investment management powers nor will they receive a fee for their role.

14. Investment Advisor

The Investment Manager may appoint UTI Asset Management Company Ltd as an investment advisor to provide non-discretionary investment advice to the Fund. UTI Asset Management Company Ltd is a company incorporated in India under the Companies Act, 1956. Its registered office is at UTI Tower, GN Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. UTI Asset Management Company Ltd is the oldest and one of the largest asset management companies in India.

15. Intra-Day Portfolio Value ("iNAV")

The Fund will make available an iNAV if this is required by any Relevant Stock Exchange. In such circumstances, the Fund will make available or may designate other persons to make available on its behalf, on each Business Day (save in periods of market disruption), an intra-day portfolio value or "iNAV" for the Sub-Fund. The iNAV will be calculated based upon information available during the trading day or any portion of the trading day, and will ordinarily be based upon the current value of the assets/exposures of the Sub-Fund in effect on such Business Day, together with any cash amount in the Sub-Fund as at the previous Business Day.

An iNAV is not, and should not be taken to be or relied on as being, the value of a Share or the price at which Shares may be subscribed for or redeemed or purchased or sold on any Relevant Stock Exchange. In particular, any iNAV provided for any Sub-Fund where the constituents of the Reference Index are not actively traded during the time of publication of such iNAV may not reflect the true value of a Share, may be misleading and should not be relied on. The inability of the Fund or its designee to provide an iNAV, on a real-time basis, or for any period of time, will not in itself result in a halt in the trading of the Shares on a Relevant Stock Exchange, which will be determined by the rules of the Relevant Stock Exchange in the circumstances. Investors should be aware that the calculation and reporting of any iNAV may reflect time delays in the receipt of the relevant constituent securities prices in comparison to other calculated values based upon the same constituent securities including, for example, the Reference Index or the

iNAV of other ETFs based on the same Reference Index. Investors interested in subscribing for or redeeming Shares on a Relevant Stock Exchange should not rely solely on iNAV which is made available in making investment decisions, but should also consider other market information and relevant economic and other factors (including, where relevant, information regarding the Reference Index, the relevant constituent securities and financial instruments based on the Reference Index corresponding to the relevant Sub-Fund). None of the Fund, the Investment Manager, the Depositary, the Administrator, any Authorised Participant and the other service providers shall be liable to any person who relies on the iNAV.

16. Application for Shares in the Primary Market

Investment in the Sub-Fund on the primary market is limited to Authorised Participants who must meet specified criteria set down by the Fund.

Please refer to the section of the Prospectus entitled "Application For Shares in the Primary Market" and this Supplement for further details regarding the application process for Shares in the primary market.

Settlement of Shares

Subscription monies net of all bank charges should be received through SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form, within the timeline agreed at the order placement stage.

Confirmation of Ownership

Confirmation in writing of entry on the register of Shareholders in the primary market will be sent to Shareholders within 2 Business Days of the final Net Asset Value for that Dealing Day being calculated by the Administrator.

Subscription Fees

Subscription fees of up to 5% of the total subscription amount may be charged by the Authorised Participant, Global Distributor or any Local Distributor.

Swing Pricing

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in the Sub-Fund. In order to prevent this effect, called "dilution", the Directors determine that a "Swing Pricing" methodology applies and have the power to approve adjustment of the Net Asset Value per Share upwards or downwards. The swing factor shall not exceed 1% of the Net Asset Value of the Sub-Fund. The Administrator is responsible for the calculation of the swing price. Further, for the purpose of calculating the expenses of a Sub-Fund which are based on the Net Asset Value of the relevant Sub-Fund, the Administrator will continue to use the un-swung Net Asset Value.

The "Swing Pricing" methodology is described in further detail under the sub-section headed "Description of the swing pricing methodology" under the section entitled "Swing Pricing" in the Prospectus.

17. Procedure for Dealing on the Primary Market

The primary market is the market on which Shares of the Sub-Fund are issued by the Fund or redeemed by the Fund on applications from Authorised Participants. Only Authorised Participants are able to deal in Shares on the primary market.

Applicants wishing to deal on the primary market in respect of the Sub-Fund have to satisfy certain eligibility criteria and be registered with the Fund, to become Authorised Participants. In addition, all applicants applying to become Authorised Participants must first complete the Fund's Account Opening Form which may be obtained from the Administrator and satisfy certain anti-money laundering checks. The signed original Account Opening Form should be sent to the Administrator. Applicants wishing to become Authorised Participants should contact the Investment Manager for further details. The Fund has absolute discretion to accept or reject any Account Opening Form and to revoke any authorisation to act as an Authorised Participant. The Common Depositary's Nominee, acting as the registered holder of Shares in the Sub-Fund, may not apply to become an Authorised Participant.

All dealing applications are at the Authorised Participant's own risk. Dealing requests, once submitted, shall (save as determined by the Investment Manager at its discretion) be irrevocable. Amendments to registration details and payment instructions will only be effected upon receipt by the Fund of the original documentation.

Authorised Participants are responsible for ensuring that they are able to satisfy settlement obligations when submitting dealing requests on the primary market. Authorised Participants instructing redemption requests must first ensure that they have sufficient Shares in their account to redeem (which Shares must be delivered to the Administrator to arrange for cancellation by the settlement date). Redemption requests will be processed only where the payment is to be made to the Authorised Participant's account of record.

Clearing and Settlement

Authorised Participants' title and rights relating to Shares in the Sub-Fund will be determined by the clearance system through which they settle and/or clear their holdings. This Sub-Fund will settle through the relevant International Central Securities Depositories and the Common Depositary's Nominee will act as the registered holder of all such Shares. For further details, see the section "Global Clearing and Settlement" below.

18. Global Clearing and Settlement

The Directors have resolved that Shares in the Sub-Fund will not currently be issued in dematerialised (or uncertificated) form and no temporary documents of title or share certificates will be issued, other than the Global Share Certificate required for the International Central Securities Depositories (being the Recognised Clearing Systems through which the Sub-Fund's Shares will be settled). The Sub-Fund will apply for admission for clearing and settlement through the applicable International Central Securities Depository. The International Central Securities Depositories for the Sub-Fund currently are Euroclear and Clearstream and the applicable International Central Securities Depository for an investor is dependent on the market in which the Shares are traded. All investors in this Sub-Fund will ultimately settle in an International

Central Securities Depository but may have their holdings within Central Securities Depositories. A Global Share Certificate will be deposited with the Common Depository (being the entity nominated by the International Central Securities Depositories to hold the Global Share Certificate) and registered in the name of the Common Depository's Nominee (being the registered holder of the Shares of the Sub-Fund, as nominated by the Common Depository) on behalf of Euroclear and Clearstream and accepted for clearing through Euroclear and Clearstream. Interests in the Shares represented by the Global Share Certificate will be transferable in accordance with applicable laws and any rules and procedures issued by the International Central Securities Depositories. Legal title to the Shares of the Sub-Fund will be held by the Common Depository's Nominee.

A purchaser of interests in Shares will not be a registered Shareholder in the Fund, but will hold an indirect beneficial interest in such Shares and the rights of such investors, where Participants, shall be governed by their agreement with their International Central Securities Depository and otherwise by the arrangement with their nominee, broker or Central Securities Depository, as appropriate. All references herein to actions by holders of the Global Share Certificate will refer to actions taken by the Common Depository's Nominee as registered Shareholder following instructions from the applicable International Central Securities Depository upon receipt of instructions from its Participants. All references herein to distributions, notices, reports, and statements to such Shareholder, shall be distributed to the Participants in accordance with such applicable International Central Securities Depository's procedures.

19. International Central Securities Depositories

All Shares in issue are represented by a Global Share Certificate and the Global Share Certificate is held by the Common Depository and registered in the name of the Common Depository's Nominee on behalf of an International Central Securities Depository, beneficial interests in such Shares will only be transferable in accordance with the rules and procedures for the time being of the relevant International Central Securities Depository.

Each Participant must look solely to its International Central Securities Depository for documentary evidence as to the amount of its interests in any Shares. Any certificate or other document issued by the relevant International Central Securities Depository, as to the amount of interests in such Shares standing to the account of any person shall be conclusive and binding as accurately representing such records.

Each Participant must look solely to its International Central Securities Depository for such Participant's share of each payment or distribution made by the Fund to or on the instructions of the Common Depository's Nominee and in relation to all other rights arising under the Global Share Certificate. The extent to which, and the manner in which, Participants may exercise any rights arising under the Global Share Certificate will be determined by the respective rules and procedures of their International Central Securities Depository. Participants shall have no claim directly against the Fund, the Paying Agent or any other person (other than their International Central Securities Depository) in respect of payments or distributions due under the Global Share Certificate which are made by the Fund to or on the instructions of the Common Depository's Nominee and such obligations of the Fund shall be discharged thereby. The International Central Securities Depository shall have no claim directly against the Fund, Paying Agent or any other person (other than the Common Depository).

The Fund or its duly authorised agent may from time to time require investors to provide them with information relating to: (a) the capacity in which they hold an interest in Shares; (b) the identity of any other person or persons then or previously interested in such Shares; (c) the nature of any such interests; and (d) any other matter where disclosure of such matter is required to enable compliance by the Fund with applicable laws or the constitutional documents of the Fund.

The Fund or its duly authorised agent may from time to time request the applicable International Central Securities Depository to provide the Fund with following details: ISIN, ICSD participant name, ICSD participant type - Fund/Bank/Individual, Residence of ICSD Participant, number of ETF of the Participant within Euroclear and Clearstream, as appropriate, that hold an interest in Shares and the number of such interests in the Shares held by each such Participant. Euroclear and Clearstream Participants which are holders of interests in Shares or intermediaries acting on behalf of such accountholders have authorised pursuant to the respective rules and procedures of Euroclear and Clearstream to disclose such information to the Fund of the interest in Shares or to its duly authorised agent.

Investors may be required to provide promptly any information as required and requested by the Fund or its duly authorised agent, and agree to the applicable International Central Securities Depository providing the identity of such Participant or investor to the Fund upon their request.

Notices of general meetings and associated documentation will be issued by the Fund to the registered holder of the Global Share Certificate, the Common Depository's Nominee. Each Participant must look solely to its International Central Securities Depository and the rules and procedures for the time being of the relevant International Central Securities Depository governing delivery of such notices and exercising voting rights. For investors, other than Participants, delivery of notices and exercising voting rights shall be governed by the arrangements with a Participant of the International Central Securities Depository (for example, their nominee, broker or Central Securities Depositories, as appropriate).

Paying Agent

The Fund will appoint a Paying Agent for Shares represented by the Global Share Certificate. In such capacity, the Paying Agent will be responsible for, among other things, ensuring that payments received by the Paying Agent from the Fund are duly paid; maintaining independent records of securities, dividend payment amounts; and communicating information to the relevant International Central Securities Depository. Payment in respect of the Shares will be made through the relevant International Central Securities Depository in accordance with the standard practices of the applicable International Central Securities Depository. The Fund may vary or terminate the appointment of the Paying Agent or appoint additional or other registrars or paying agents or approve any change in the office through which any registrar or paying agent acts.

Registrar

The current registrar for the Fund is the Administrator. The Administrator will be responsible for maintaining and updating the Fund's register of Members as it relates to the Sub-Fund.

20. Form of Shares and Register

As with other Irish companies limited by shares, the Fund is required to maintain a register of Shareholders. Shares will be in registered form. Only persons appearing on the register of Shareholders will be a Shareholder. Fractional Shares will not be issued and orders for Shares to be paid for in cash will be rounded to the nearest whole share amount. Any such rounding may result in a benefit for the relevant Shareholder of Sub-Fund. No temporary documents of title or Share certificates will be issued, other than Global Share Certificate required for the International Central Securities Depositories. The Administrator will also send a trade confirmation to Authorised Participants. Potential investors should refer to the section above titled "Global Clearing and Settlement" for details of the settlement system and the relative rights of investors through such settlement system.

21. Redemption of Shares in the Primary Market

Authorised Participants may redeem Shares subject to the provisions of the Prospectus entitled "Redemption of Shares in the Primary Market".

Timing of Payment

Redemption proceeds in respect of Shares will be paid to Authorised Participants within five Business Days of the Dealing Day provided that all required documentation has been furnished to and received by the Administrator.

22. Transactions on the Secondary Market

Application will be made to Euronext Dublin and the AEX for the listing of the Class A USD Share Dist., the Class A USD Share Accum., Class A GBP Share Dist., Class A GBP Share Accum., Class A EUR Share Dist., Class A EUR Share Accum., Class A JPY Share Dist., Class A JPY Share Accum., Class A SGD Share Dist., Class A SGD Share Accum., the NOK Institutional Dist., the NOK Institutional Accum., the NOK Retail Dist., the NOK Retail Accum., the NOK RDR Dist., the NOK RDR Accum., the SEK Institutional Dist., the SEK Institutional Accum., the SEK Retail Dist., the SEK Retail Accum., the SEK RDR Dist. And the SEK RDR Accum.. Application may also be made for the Shares of each or any Class of the Sub-Fund to be admitted to such other Relevant Stock Exchanges as the Directors may from time to time determine. It is also intended that applications will be made to list the Shares of the Sub-Fund on other stock exchanges, which may include the London Stock Exchange and SGX, however the Fund does not warrant or guarantee that such listings will take place or continue to exist.

For further information in relation to transactions on the secondary market, please refer to the section in the Prospectus titled "Dealings in the secondary market where a Sub-Fund is an Exchange Traded Fund". There can be no guarantee once the Shares are listed on a Relevant Stock Exchange that they will remain listed. Furthermore, if listing of the Reference Index is discontinued or suspended, the Sub-Fund's listing will be suspended at the same time. As soon as listing of the Reference Index is resumed, the Sub-Fund's listing will be resumed.

23. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Sub-Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders

requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

24. Indian Income Tax Considerations

The discussion of Indian tax matters contained herein is based on existing law, including the provisions of the Indian Income Tax Act, 1961 (“ITA”), the Income tax Rules, 1962 (the “Rules”), various circulars and notifications issued thereunder from time to time and the provisions of the Double Tax Avoidance Agreement between India and Ireland (the “Tax Treaty”). The ITA is amended every year by the Finance Act of the relevant year and this summary reflects the amendments made up to Finance Act, 2021. The rates specified in this section are as applicable for the Financial Year 2021-2022 under the ITA and should be increased by applicable surcharge and cess, if any, as currently leviable¹. The tax rates applicable pursuant to the Tax Treaty will generally not be subject to surcharge or cess.

This summary is not intended to constitute a complete analysis of the Indian income-tax implications as applicable and does not constitute legal, professional or tax advice. The relevant tax provisions are subject to change. This section has been prepared to give an overview of the expected tax implications in connection with the income accruing to the Sub-Fund. No assurance can be given that future legislation, administrative rulings or court decisions will not significantly modify the conclusions set forth in this summary, possibly with retroactive effect. Additionally, the discussion of Indian tax matters contained herein does not address the tax consequences to investors arising from the acquisition, holding or disposition of interests in their respective local jurisdictions.

General

The Fund is an open-ended umbrella type investment company with segregated liability between sub-funds and established as an Undertaking for Collective Investment in Transferable Securities pursuant to the UCITS Regulations. The investment policy of the Sub-Fund is to invest primarily in Indian government securities (debt securities). For this purpose, the Sub-Fund will obtain a FPI registration in accordance with the FPI Regulations and a Permanent Account Number (commonly known as PAN) from the Indian income tax department.

The basis of charge of Indian income-tax depends upon:

1. The residential status of the taxpayer during a tax year; and
2. The nature of the income earned.

The Indian tax year runs from April 01 until March 31.

Residency in India

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¹ Surcharge – Nil, where taxable income does not exceed INR 10 million; 2% (two percent) where taxable income exceeds INR 10 million but does not exceed INR 100 million and 5% (five percent) where taxable income exceeds INR 100 million. Health and Education cess – 4% (four percent) of the income tax plus applicable surcharge.

The Sub-Fund will be subject to taxation in India only if: (1) it is regarded as a tax resident of India; or (2) being a non-resident, has an Indian source of income, including income arising through a permanent establishment or a business connection in India; or has received or deemed to have received income or earned income (whether accrued or otherwise) in India.

The income earned by the Sub-Fund from investments in India should generally be regarded as Indian sourced income. Such income should be taxable in India as per provisions of the ITA.

As per provisions of the ITA, a foreign company is regarded as a tax resident in India if its place of effective management (“POEM”) is in India in that year. POEM has been defined to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

The Central Board of Direct Taxes (“CBDT”) has vide its circular no. 6 of 2017 dated January 24, 2017 issued guiding principles for determination of POEM. The POEM guidelines emphasise on principle of ‘substance over form’ while determining POEM. As per the said guidelines, the POEM in case of foreign company engaged in active business outside India shall be presumed to be outside India, if the majority of the meetings of the board of directors (with de facto power of control and management with the board of directors) of such company are held outside India. For foreign companies not engaged in active business outside India, determination of POEM would be two stage process, i.e. (1) First stage would be identification or ascertaining the person or persons who actually make the key management and commercial decisions for the conduct of the company’s business as a whole and (2) Second stage would be determination of place where these decisions are in fact made (rather than implemented). The POEM of the foreign company is to be determined on a year on year basis and is based on all relevant facts related to the management and control of the foreign company and is not to be determined on the basis of isolated facts.

Further, the CBDT issued a circular dated February 23, 2017 to clarify that the POEM provisions to determine the tax residency of a company would not be applicable to companies having turnover or gross receipts of INR 500 million or less in a financial year.

If any non-resident entity is treated as resident of India, then its global income could be subject to tax in India as per the provisions of the ITA. The CBDT has issued a notification dated June 22, 2018 prescribing special provisions with respect to certain computational and procedural aspects of foreign companies which are regarded as residents in India on account of its POEM being in India.

The Sub-Fund has appointed the Investment Manager, a company incorporated in Singapore as its investment manager to provide investment management services to the Sub-Fund. The investment manager on day to day basis, subject to overall control of the Directors of the Fund, has discretion to purchase and sell securities and otherwise manage Sub-Fund’s Portfolio. It is expected that the Sub-Fund will be wholly managed and controlled from outside India and hence will not be treated as resident in India. Accordingly, the place of effective management of the Sub-Fund is not expected to be in India. Hence, the Sub-Fund is expected to be regarded as a non-resident for the purposes of the ITA.

Streams of income

It is currently envisaged that the Sub-Fund could earn the following streams of income from its investment in debt securities:

- Gains arising on transfer of Indian debt investments;
- Interest income;
- Other income.

The ITA provides that where the Indian Government has entered into a tax treaty with any other country for avoidance of double taxation or granting relief of tax, then the provisions of ITA would apply to the extent they are more beneficial. Therefore, provisions of the Tax Treaty ought to apply to the Sub-Fund to the extent they are more beneficial to the Sub-Fund provided the Sub-Fund is a tax resident of Ireland and it fulfils the eligibility criteria to claim benefits under the Tax Treaty.

If the Sub-Fund is able to obtain satisfy the eligibility criteria under the Treaty, furnish a tax residency certificate from the Ireland Revenue Authorities in its own name, furnish a declaration in Form No.10F along with supporting documents and if its place of effective management is not in India, then the benefit of the Tax Treaty should generally be available to the Sub-Fund in respect of its Indian investments and India sourced income. While it is assumed that the Sub-Fund would be entitled to the benefits accorded by the Tax Treaty, no assurance can be provided that the Indian tax authorities will not challenge the eligibility of the Sub-Fund for benefits of the Tax Treaty. This would be subject to the Indian General Anti – Avoidance Rules (“GAAR”) which are effective from April 01, 2017 and application of Principal Purpose Test (“PPT”) under the Multilateral Instrument (“MLI”) which is effective from April 01, 2020. If the GAAR and MLI provisions are held to be applicable, benefits under the Tax Treaty could be potentially denied (for more details on GAAR and MLI provisions, please refer to discussion in paragraphs below). Details of taxation relating to the Sub-Fund’s investments are set out below.

Gains arising on transfer of debt securities:

Under the ITA:

The definition of ‘capital asset’ includes any security held by an FPI², which has invested in such security in accordance with the regulations made under the Securities and Exchange Board of India (SEBI) Act, 1992.

The Sub-Fund will obtain FPI registration in accordance with the FPI Regulations and invest in debt securities. Accordingly, debt securities held by the Sub-Fund should be regarded as ‘capital assets’ and income earned by the Sub-Fund on transfer of such debt securities should be regarded as capital gains.

Depending upon the period of holding of assets, capital gains arising on transfer of debt securities could be taxable either as short-term or long-term capital gains.

2 Vide Notification No. 9/2014 dated January 22, 2014, the Indian Government has extended the benefits available to Foreign Institutional Investors under section 115AD of the ITA to FPIs in India. A similar notification is yet awaited for FPIs registered under the FPI Regulations.

Nature of Asset	Short-term capital asset	Long-term capital asset
Debt securities listed on a recognised stock exchange in India	Held for not more than 12 (twelve) months	Held for more than 12 (twelve) months
Debt securities not listed on a recognised stock exchange in India	Held for not more than 36 (thirty six) months	Held for more than 36 (thirty six) months

The capital gains tax rates under the ITA are as under:

Characterisation	Short-term	Long-term
Tax rate	30% (thirty percent) on transfer of debt securities under the FPI route	10% (ten percent) on transfer of debt securities under the FPI route

Under the Tax Treaty:

As per the Tax Treaty, capital gains earned by the Sub-Fund on transfer of debt securities should not be subject to tax in India.

Interest:

Under the ITA:

As per the ITA, amongst others, interest on government securities payable to an FPI should be subject to a withholding tax rate of 5% (five percent)*, if such interest is payable on or before July 01, 2023. Interest on government securities payable after such period could be subject to withholding tax rate of 20% (twenty percent).

In view of the above, interest income payable to the Sub-Fund on or before July 01, 2023 from its investment in debt securities should be subject to tax at the rate of 5% (five percent).

*The tax rate on such interest income is aligned with the withholding tax rate.

Under the Tax Treaty

As per Article 11 of the Tax Treaty, interest income arising to the Sub-Fund, being an Irish tax resident, shall be charged to tax at the rate of 10% (ten percent) provided (i) the Sub-Fund is the "beneficial owner" of such interest income; and (ii) the Sub-Fund does not have a PE in India as per Article 5 of the Tax Treaty or a fixed base in India and the debt-claim in respect of which the interest is paid is effectively not connected with such PE or fixed base.

Any other income:

Under the ITA

Any other income is generally considered as income from other sources and could be taxable at the rate of 40% (forty percent).

Under Tax Treaty

As per the Tax Treaty, other income earned by the Sub-Fund should generally not be subject to tax in India.

Other relevant tax considerations:

Provisions related to indirect transfer

As per provisions of the ITA, capital gains on income arising from the transfer of shares or interest in a foreign company or entity registered outside India shall be taxable in India (subject to availability of Tax Treaty benefit, if any), if the shares or interest, directly or indirectly, derive their value substantially from assets located in India. The shares or interest shall be deemed to derive substantial value from the assets located in India, if on the specified date, the value of Indian assets –

- i. exceeds INR 100 million; and
- ii. represents at least 50% of the value of all the assets owned by the foreign company.

The capital gains will be taxable in India only to the extent that they are attributable to the Indian assets. Valuation rules have been prescribed in this regard.

Exemption to small shareholders - There would be no levy of Indian tax if the transferor, along with its related parties: (a) does not hold the right of management or control in the direct ordinary shareholder or indirect ordinary shareholder; and (b) holds less than or equal to 5% of the voting power or the share capital, directly or indirectly, in the company/entity organised outside India which holds the Indian assets directly.

A per the ITA, indirect transfer provisions are not applicable in the context of investments held directly or indirectly by non-residents in FPIs registered as Category I FPI in accordance with the FPI Regulations. In the current context, the Sub-Fund is expected to obtain Category I FPI registration and therefore indirect transfer provisions may not apply in the context of investments held directly or indirectly by non-residents in the Sub-Fund.

Minimum Alternate Tax (“MAT”)

The provisions of the ITA provides for levy of MAT on all companies. Under these provisions, where income-tax payable by a company on its total income as computed under the ITA is less than 15% (fifteen percent) of its book profits (computed in a prescribed manner), then the book profit is deemed to be total income and the tax is computed at 15% (fifteen percent) of its book profits.

Further, as per the ITA amended by the Finance Act 2016, MAT provisions should not be applicable to a foreign company, if:

- a. it is resident of a country with which India has a tax treaty, and it does not have a permanent establishment in India, in accordance with the provisions of the relevant tax treaty; or
- b. it is resident of a country with which India does not have a tax treaty, and it is not required to seek registration under Indian corporate laws.

In the current case, as the Sub-Fund is expected to be resident of Ireland with whom India has a tax treaty. Further, the Sub-Fund does not have a permanent establishment in India. Therefore,

MAT provisions should not be applicable to the Sub-Fund.

General Anti-avoidance Rule

The GAAR provisions are effective from April 01, 2017. GAAR may be invoked by the Indian tax authorities in case arrangements are found to be impermissible tax avoidance arrangements. A transaction can be declared as an impermissible tax avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which also satisfies at least one of the four tests mentioned below:

- a. Creates rights or obligations which are ordinarily not created between parties dealing at arm's length;
- b. It results in directly / indirectly misuse or abuse of the ITA;
- c. It lacks commercial substance or is deemed to lack commercial substance in whole or in part;
or
- d. It is entered into or carried out in a manner, which is not normally employed for bona fide business purposes.

In such cases, the Indian tax authorities are empowered to deny the benefits under a tax treaty, re-allocate the income from such arrangement, or re-characterize or disregard the arrangement. Some of the illustrative powers are:

- a. Disregarding or combining or re-characterizing any step of the arrangement or party to the arrangement;
- b. Ignoring the arrangement for the purpose of taxation law;
- c. Relocating place of residence of a party, or location of a transaction or situs of an asset to a place other than provided in the arrangement;
- d. Looking through the arrangement by disregarding any corporate structure; or
- e. Re-characterizing equity into debt, capital into revenue, etc.

The above terms should be read in context of the definitions provided under the ITA. Further, the onus to prove that the main purpose of an arrangement was to obtain any tax benefit is on the Indian tax authorities. Also, any resident or non-resident may approach the Authority for Advance Rulings to determine whether an arrangement can be regarded as an impermissible avoidance arrangement. The GAAR provisions, if invoked, could result in denial of the beneficial provisions of the Tax Treaty.

The Rules have come out with few exceptions where the provisions of GAAR shall not apply. A summary of the key exceptions for application of GAAR provisions as provided under the Rules, are set out below:

- **Monetary Threshold Exemption:** The GAAR provisions should apply only where the tax benefit (to all the parties in aggregate) from an arrangement in a relevant year exceeds INR 30 million (rupees thirty million).
- **Exemption to FPIs and P-Note holders:** SEBI registered FPIs are excluded from applicability of GAAR provisions if they do not avail benefits under a tax treaty entered into by India.

Investments in FPIs made by non-resident investors by way of offshore derivative instruments, directly or indirectly, are excluded from the ambit of the GAAR provisions.

Further, on January 27, 2017, the CBDT has issued clarifications³ on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Amongst others, the following is clarified:

- GAAR shall not be invoked merely on the ground that the entity is located in tax efficient jurisdiction. GAAR will not apply if the jurisdiction of FPI is finalised based on non-tax commercial considerations and the main purpose of the arrangement is not to obtain tax benefit;
- Specific Anti-Avoidance Rules (SAAR) and GAAR can co-exist and may be applied depending on facts and circumstances of the case;
- GAAR shall not be invoked in cases where the tax avoidance strategy is sufficiently addressed by the LOB clause in the tax treaty;
- GAAR provisions shall not apply if the arrangement is held as permissible by the Authority for Advance Ruling or where the Court has explicitly and adequately considered the tax implication while sanctioning an arrangement; Two stage approval process will be followed for invoking GAAR.

Avoidance of tax by certain transactions in securities

As per the ITA, where the owner of any securities sells or transfers those securities, and buys back or reacquires the securities, then, if the result of the transaction is that any interest becoming payable in respect of the securities is receivable otherwise than by the owner, the interest payable as aforesaid (whether it would or would not have been chargeable to income tax) is deemed, to be the income of the owner and not to be the income of any other person. For this purpose, references to buying back or reacquiring the securities is deemed to include references to buying or acquiring similar securities.

However, the above provisions do not apply if the owner or the person who has beneficial interest in the securities, as the case may be, proves to the satisfaction of the Indian tax authorities that there has been no avoidance of tax or the avoidance of tax was exceptional and not systematic and that there was no tax avoidance by a transaction of the nature referred herein in the case of the taxpayer in any of the three preceding years.

Multilateral Convention to implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Sharing

The Organization for Economic Co-operation and Development (“OECD”) released the MLI to implement tax treaty related measures to prevent Base Erosion and Profit Shifting (“BEPS”). The introduction of MLI by the OECD is a recent global tax development. Once adopted, MLI will supplement the existing tax treaties that India has with several countries and incorporate anti-avoidance rules/Limitation of Benefit conditions. At the time of signing the MLI, countries are required to submit a list of their existing tax treaties that they would like to designate as Covered Tax Agreement (“CTA”) for the purpose of MLI application i.e., agreements to be amended

³ Circular no 7 of 2017

through the MLI.

Both, India and Ireland, have listed their bilateral tax treaty with each other as CTA. Accordingly, MLI in the context of the Tax Treaty is effective from April 01, 2020. The MLI, amongst others, includes a PPT test. Indian Revenue authorities through application of PPT can seek to deny tax benefits to an arrangement or a transaction if the principal purpose or one of the principal purposes of the arrangement or transaction is to obtain tax benefits unless it is established that granting that benefit in these circumstances would be in accordance with the object and purpose of the relevant provisions of the Tax Treaty.

Capital losses

As per the provisions of the ITA, short term capital loss can be set-off against both short term capital gains and long term capital gains but long term capital loss can be set-off only against long term capital gains. The unabsorbed short term and long term capital loss can be carried forward for 8 years.

It may be noted that, if any person has sustained a loss in any financial year under the head 'capital gains' and claims such loss or any part thereof to be carried forward under the provisions of ITA, then such person is required to furnish a return of loss within the prescribed due dates in order to set off the same against income earned in future assessment years.

Further as per provisions of the ITA, in the case of a company which is not a company in which the public are substantially interested (closely held company), the capital losses can be carried forward and set off only if on the last day of financial year shares of the company carrying at least 51% of voting power are beneficially held by persons who beneficially held shares carrying at least 51% of the voting power of the said company on the last day of the financial year or years in which the said losses have arisen.

25. Fees and Expenses

The attention of investors is drawn to the "Fees and Expenses" section of the Prospectus.

Fees and expenses relating to the establishment of the Sub-Fund are set out below.

The Sub-Fund will bear its attributable portion of the ongoing fees and operating expenses of the Fund, as detailed in the Section of the Prospectus headed "Operating Expenses and Fees".

Establishment Expenses

The costs relating to the launch of the Sub-Fund are estimated to be up to USD 100,000 and will be amortised by the Fund over the first five years of the Sub-Fund's operation.

Manager's Fee

The Manager shall be entitled to receive out of the assets of the Sub-Fund an annual fee up to 0.0125% of the Net Asset Value of the Sub-Fund (plus VAT, if any), subject to a minimum amount of €50,000 per annum for the initial Sub-Fund and €12,500 p.a. per additional standalone fund or Sub-Fund of the Fund. The Manager's fee will be accrued and calculated on each Valuation Point and payable quarterly in arrears.

The Manager shall be entitled to reimbursement of all reasonable and properly vouched out-of-pocket expenses (plus any applicable taxes) incurred on behalf of the Sub-Fund, out of the assets of the Sub-Fund.

Investment Manager's Fees

The Investment Manager shall be entitled to receive from the Fund a maximum annual fee of up to 75bps of the Net Asset Value of the Sub-Fund. The Investment Manager shall be entitled to be reimbursed by the Fund out of the assets of the Sub-Fund any properly vouched reasonable out-of-pocket expenses incurred by it on behalf of the Fund which are attributable to the Sub-Fund. The Investment Manager will be responsible for any fees payable to the Investment Committee and to any Investment Advisor appointed. The Investment Manager may at its discretion enter into fee-sharing arrangements with third parties including but not limited to sub-distributors, Authorized Participants and market-makers, subject to the aforementioned overall annual fee of up to 75bps of the Net Asset Value of the Sub-Fund.

All fees and expenses and value added tax payable to the Investment Manager will be calculated and accrue at each Valuation Point and will be payable monthly in arrears and in such currency as may be agreed between the Fund and the Investment Manager.

Foreign Portfolio Investors Fee

For registration as an FPI, the registration fees that the Sub-Fund will be required to pay will depend on the category of FPI that the Fund wishes to register itself as. While for Category I FPIs and Category II FPIs, the registration fee is USD 3,000 and USD 300, respectively. The Sub-Fund will be applying as a Category I FPI and fees will be USD 3,000.

Redemption Fee

Shareholders will not be subject to a redemption fee.

Euroclear Fees

Euroclear shall be entitled to a maximum fee of 2bps of Net Asset Value.

26. Distributions

The Directors are entitled to declare and pay dividends for the Shares in the Sub-Fund which are designated as distributing Shares in the Share Class table above. The Directors may declare and pay dividends on a semi-annual basis equal to; net income and realised and unrealised gains, net of realised and unrealised losses. Any dividend will be declared on the last Business Day in January and in July in each year or on such other date as may be determined by the Directors, or such other frequency as the Directors consider appropriate. The Sub-Fund may commence declaring and the payment of dividends for the relevant Class twelve months following the date of the closing of the Initial Offer Period for that Class. The Directors may also determine if and to what extent dividends paid include realized capital gains and/or are paid out of capital attributable to the relevant Class. Dividends declared will be paid in cash and payment will be made to the relevant Shareholders pre-designated bank accounts, net of bank charges.

In the event that the income generated from the Fund's investments attributable to the relevant Class during the Relevant Period is insufficient to pay dividends as declared, the Directors may in their discretion determine that such dividends be paid from capital. Shareholders should note that some or all of the dividends of the Sub-Fund may be paid from the capital of the Sub-Fund. The policy of paying dividends from capital will have the following effects (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth and (iii) the cycle may continue until all capital is depleted. The rationale for providing for the payment of dividends out of capital is to allow each Sub-Fund the ability to maximise the amount distributable to investors who are seeking a higher dividend paying Share Class. Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard.

Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the account of the Sub-Fund.

The Directors may at any time determine to change the policy of the Sub-Fund with respect to distributions. If the Directors so determine, full details of any such change will be provided in an updated prospectus or supplement and will be notified to Shareholders in advance of such change becoming effective.

In the case of Shares which are designated as accumulating Shares in the Share Class table above, the net income and profits available for distribution will be accumulated and reflected in the Net Asset Value per Share which shall rise accordingly.

27. Risk Factors

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Fund" and the risks in using derivatives highlighted in that section of the Prospectus and should also consider the following risk factors prior to investing in the Sub-Fund:

Index Related Risks

What factors will be of relevance to the Shares of the Sub-Fund will depend upon a number of interrelated matters including, but not limited to, the nature of the Shares, the Index Securities or Fund Assets (if applicable), the investments and assets of the Fund and the techniques used to link the investments and assets of the Sub-Fund to the Reference Index (if applicable). No investment should be made in the Shares of the Fund until careful consideration of all those factors has been made.

The level of an Index to which the Sub-Fund can have indirect exposure can fall as well as rise.

There is no assurance that the Reference Index to which the Sub-Fund is exposed to will continue to be calculated and published on the basis described in this Supplement, or at all, or that it will not be amended significantly. Any change to the Reference Index may adversely affect the value of the Shares. The past performance of the Reference Index is not necessarily a guide to its future performance.

The Reference Index sponsor NSE Indices Limited generally reserves the right to review, modify and amend the Reference Index or strategy description, components, formula, calculation and

publication procedures as further particularised in the index rules; and take any such actions that it believes necessary, appropriate or beneficial, in its sole discretion, in order to preserve or enhance the ability of an index to achieve its objectives. The selection of the strategies assets or securities of the Reference Index is made in accordance with the relevant index or strategy composition rules and eligibility criteria and not by reference to any performance criteria or performance outlook. Accordingly, the composition of the Reference Index is not designed to follow recommendations or research reports issued by the Reference Index sponsor, any of their affiliates or any other person. The Reference Index sponsor has no obligation to take the needs of the Fund or the Shareholders into consideration in determining, composing or calculating the value of the Reference Index to which the Fund has indirect exposure. Any change to the Reference Index or strategy rules may adversely affect the value of the Shares of the Sub-Fund.

In order to meet its investment objective, the Sub-Fund will seek to achieve a return which reflects the return of its Reference Index as published by the relevant index provider. While the index provider does provide descriptions of what the Reference Index is designed to achieve, index providers do not generally provide any warranty or accept any liability in relation to the quality, accuracy or completeness of data in respect of their benchmark indices, nor any guarantee that the published indices will be in line with their described benchmark index methodologies. Errors in respect of the quality, accuracy and completeness of the data may occur from time to time and may not be identified and corrected for a period of time, in particular where the indices are less commonly used. During a period where a Reference Index contains incorrect constituents, the Sub-Fund tracking such published Reference Index would have market exposure to such constituents. As such, errors may potentially result in a negative or positive performance impact to the Sub-Fund and, by extension, impact its Shareholders.

Apart from scheduled rebalances, index providers may carry out additional ad hoc rebalances to their benchmark indices in order, for example, to correct an error in the selection of index constituents. Where the Reference Index of the Sub-Fund is rebalanced and the Sub-Fund in turn rebalances its Portfolio to bring it in line with its Reference Index, any transaction costs (including any capital gains tax and/or transaction taxes) and market exposure arising from such Portfolio rebalancing will be borne by the Sub-Fund and, by extension, its Shareholders. Unscheduled rebalances to the Reference Index may also expose the Sub-Fund to Tracking Error risk, which is the risk that its returns may not track exactly those of the Reference Index. Therefore, errors and additional ad hoc rebalances carried out by the index provider to the Sub-Fund's Reference Index may increase the costs and market exposure risk of the Sub-Fund.

Value of the Reference Index and the Fund Risk

The value of an index will be determined by reference to the cumulative net gains or losses (if any) of the investment positions comprised in the index. Therefore the value of the Reference Index may vary significantly over time and may go down as well as up.

In addition, although the Sub-Fund intends to provide investors with exposure to the performance of the Reference Index, the value of the Reference Index may differ to a certain extent from the Net Asset Value per Share due to various factors such as brokerage costs, custody, administration, clearing agent and paying agent fees, incorporation expenses of the Sub-Fund, management fees and legal and other costs necessary for running the Sub-Fund, differences in currency values and costs associated with hedged or unhedged share classes.

Index Change Risk

The Reference Index's manager may from time to time modify the Reference Index. By way of non limiting example, it may incorporate different features or characteristics such as the use of different, weights, contracts, or other underlying assets, or different methods of calculation.

The constituents of the Reference Index may change over time. Potential investors in a Sub-Fund may obtain a breakdown of the constituents held by the Sub-Fund from the official websites www.nseindia.com and www.niftyindices.com or from the Investment Manager, subject to any applicable restrictions under the licence which the Investment Manager has in place with the relevant Reference Index providers.

There is no assurance that the Reference Index will continue to be calculated and published on the basis described in this Prospectus or that it will not be amended significantly. The past performance of the Reference Index is not a guide to future performance.

Dependence on the Reference Index Manager Risk

The performance of the Reference Index is largely dependent upon the Reference Index manager's skill as an index manager and there can be no assurance that the Reference Index manager or the individuals employed by the Reference Index manager will remain able to manage the Reference Index or that the management activities will be successful in the future. In such event, no assurance can be given that a replacement index manager of similar experience and credibility will be found or as to the length of time the search for a replacement could take.

The Reference Index utilises certain strategies which depend upon the reliability and accuracy of sophisticated quantitative models. To the extent such models (or the assumptions underlying them) do not prove correct, the investments comprising the Reference Index may not perform as anticipated, which could result in substantial losses.

As the Reference Index is systematic in nature, system errors may occur from time to time. In addition, due to the speed and volume of transactions entered into, occasionally weightings will be calculated, which, with the benefit of hindsight, were erroneous. In this event, the Reference Index constituent weightings will not be restated.

No Operating History for the Reference Index Risk

The Reference Index may have only recently been organised. Therefore, as of the date of the Supplement, potential investors do not have any operating history to use in evaluating the Sub-Fund and the Reference Index and the probability of success and whether to invest in the Sub-Fund. Even if there was an operating history of the Sub-Fund and the Reference Index, potential investors are reminded that past results are not necessarily indicative of future performance.

Determinations made by Index Provider

The Reference Index's provider has certain discretion: (i) to determine whether certain events have occurred; (ii) to determine any resulting adjustments and calculations; and (iii) to make such other determinations or calculations necessary to calculate the level of the Reference Index.

Consequently, the exercise by the Reference Index provider of the kinds of discretions described above will have a direct impact on the value of the Shares. However, the Reference Index provider has no obligation to take the interests of the Shareholders into consideration for any reason where exercising or refraining from exercising any discretion.

Disruptions

Upon the occurrence of certain disruption events to the underlying components of the Reference Index, the Reference Index provider may make adjustments to the Reference Index to cater for such events. In such circumstances, the level of the Reference Index may not be published when expected to be so and/or the Reference Index provider may estimate the value of such disrupted components to determine a level for the Reference Index and/or make such further adjustments to the Reference Index to cater for the disruption. Such events, along with any corresponding adjustments made by the Reference Index provider, could have an adverse effect on the value of the Shares.

Potential Conflicts of Interest

The Reference Index provider and/or its affiliates may have banking or other commercial relationships with third parties in relation to the Reference Index, and may engage in proprietary trading in the Reference Index or options, futures, derivatives or other instruments relating to the Reference Index (including such trading as the Reference Index provider and/or its affiliates deem appropriate in their sole and absolute discretion to hedge their market risk on any such other transactions that may relate to the Reference Index), and such trading may adversely affect the level of the Reference Index, which could in turn affect the return on, and value of, the Shares. The role played by the Reference Index provider whereby it can exercise the kinds of discretion described above and its proprietary trading or other relationships could present it with a potential conflict of interest and such conflict may have an impact, positive or negative, on the value of the Shares. In addition, the Reference Index provider may be involved in the distribution of the Share. Furthermore, the Reference Index provider and/or its affiliates may engage in similar trading and risk management activities without regard to the impact on the value of the Shares.

Termination of Market Maker Risk

A market-maker may cease to act as a market maker for the Sub-Fund in accordance with the terms of its agreement, including upon giving prior written notice. The liquidity for the Shares of the Sub-Fund may be affected if there is no market-maker. Failure to appoint a replacement authorised participant and market maker may lead to adverse consequences for the Sub-Fund and its Shareholders, including suspension of trading or delisting of the Shares from one or more market exchanges, and liquidation of the Sub-Fund in accordance with the procedures described in the Prospectus. Notwithstanding the above where the value of the Shares quoted on the secondary market significantly differs or varies from the current Net Asset Value per Share, investors who hold their Shares through a secondary market will be permitted to redeem their shareholding directly from the Fund. In such situations, information will be communicated to the regulated market, indicating that the Fund is open for direct redemptions from the Fund. Such secondary market investors should refer to section "Redemption of Shares in the Primary Market" the Prospectus for details on how to process such redemption requests.

Index Tracking Risks

While the Sub-Fund seeks to track the performance of the Reference Index, there is no guarantee that it will achieve perfect tracking and the Sub-Fund may potentially be subject to Tracking Error risk, which is the risk that their returns may not track exactly those of the Reference Index, from time to time. This Tracking Error may result from an inability to hold the exact constituents of the Reference Index, for example where there are local market trading restrictions, small illiquid components and/or where the UCITS Regulations limit exposure to the constituents of the Reference Index.

The Sub-Fund's return may not match the return of the Reference Index for a number of reasons. For example, the Sub-Fund incurs a number of operating expenses, including taxes, not applicable to the Reference Index and incurs costs associated with buying and selling securities, especially when rebalancing the Sub-Fund's securities holdings to reflect changes in the composition of the Reference Index and raising cash to meet redemptions or deploying cash in connection with newly created Creation Units, which are not factored into the return of the Reference Index. Transaction costs, including brokerage costs, will decrease the Sub-Fund's Net Asset Value to the extent not offset by the transaction fee payable by an Authorised Participant. Market disruptions and regulatory restrictions could have an adverse effect on the Sub-Fund's ability to adjust its exposure to the required levels in order to track the Reference Index. There is no assurance that an Index Provider or any agents that may act on their behalf will compile an index accurately, or that an index will be determined, composed or calculated accurately. Errors in the Reference Index data, the Reference Index computations and/or the construction of the Reference Index in accordance with its methodology may occur from time to time and may not be identified and corrected by the Reference Index provider for a period of time or at all, which may have an adverse impact on the Sub-Fund and its shareholders. In addition, the Sub-Fund may not be able to invest in certain securities included in the Reference Index, or invest in them in the exact proportions in which they are represented in the Reference Index, due to legal restrictions or limitations imposed by the governments of certain countries. The Sub-Fund's performance may also deviate from the return of the Reference Index due to a lack of liquidity on stock exchanges in which such securities trade, potential adverse tax consequences or other regulatory reasons or legal restrictions or limitations (such as diversification requirements). The Sub-Fund may value certain of its investments and/or underlying currencies based on fair value prices. To the extent the Sub-Fund calculates its Net Asset Value based on fair value prices and the value of the Reference Index is based on securities' closing prices on local foreign markets (i.e., the value of the Reference Index is not based on fair value prices), the Sub-Fund's ability to track the performance of the Reference Index may be adversely affected. For tax efficiency purposes, the Sub-Fund may sell certain securities, and such sale may cause the Sub-Fund to realise a loss and deviate from the performance of the Reference Index. In light of the factors discussed above, the Fund's return may deviate significantly from the return of the Reference Index. Changes to the composition of the Reference Index in connection with a rebalancing or reconstitution of the Reference Index may cause the Sub-Fund to experience increased volatility, during which time the Sub-Fund's index tracking risk may be heightened.

Secondary Market Risk

Even though the Shares of one or more Classes of the Sub-Fund may be listed on one or more Relevant Stock Exchanges, there can be no certainty that there will be liquidity in the Shares on any Relevant Stock Exchange or that the market price at which the Shares may be traded on a Relevant Stock Exchange will be the same as or approximately equal to the Net Asset Value per

Share. There can be no guarantee that once the Shares of a Class in the Sub-Fund are listed on a Relevant Stock Exchange, they will remain listed or that the conditions of listing will not change.

Trading in Shares on a Relevant Stock Exchange may be halted or suspended due to market conditions or for the reason that, in the Relevant Stock Exchange's view, trading in the Shares is inadvisable, or otherwise pursuant to the Relevant Stock Exchange's rules. If trading on a Relevant Stock Exchange is halted, investors in Shares may not be able to sell their Shares until trading resumes.

The market price of the Shares of a Class in the Sub-Fund which are listed on a Relevant Stock Exchange will fluctuate in accordance with changes in its Net Asset Value and supply and demand on the Relevant Stock Exchange. There can be no assurance as to the depth of the secondary market (if any) in Shares, which will affect their liquidity and market price. There is no guarantee that the Shares of a Class in the Sub-Fund which are listed on a Relevant Stock Exchange will trade at their Net Asset Value.

The Shares of the Sub-Fund may trade on the Relevant Stock Exchanges at significantly lower or higher prices than their Net Asset Value.

Market Risk

An investment in the Sub-Fund exposes an investor to the market risks associated with fluctuations in the Reference Index and the value of the securities comprised in the Reference Index. The value of the Reference Index can increase as well as decrease and the value of an investment in the Sub-Fund will fluctuate accordingly. Investors can lose all of the capital invested in the Sub-Fund.

In addition, the investor's attention is drawn to the fact that one or more securities making up the Reference Index may dominate its composition in terms of value. Consequently, such an investment should only be made as part of a diversified portfolio by investors with sufficient experience to be able to evaluate its merits and risks. In the event of one or more components of the Reference Index comprising a higher percentage than that permitted by the investment restrictions set out in Appendix I of the Prospectus, full replication of the Reference Index will not be possible.

There is no assurance that the Reference Index the Sub-Fund will aim to replicate will continue to be calculated and published on the current basis or that it will not be amended significantly. There is no guarantee that Tracking Errors will not occur.

Absence of an Active Market Risk

While Shares have been listed on Euronext and other stock exchanges, there can be no assurance that active trading markets for the Shares will develop or be maintained. Trading in Shares on an exchange may be halted due to market conditions or for reasons that, in the view of the relevant exchange, make trading in Shares inadvisable. In addition, trading in Shares on an exchange is subject to trading halts caused by extraordinary market volatility pursuant to the relevant exchange's "circuit breaker" rules. In addition, there can be no guarantee that once Shares are listed on any stock exchange that they will remain listed. Further, secondary markets

may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods in times of market stress because market makers may step away from making a market in the Shares and in executing creation and redemption orders, which could cause a material deviation in the Sub-Fund's market price from its Net Asset Value.

Investment Objective Risk

There is no guarantee that the investment objective of the Sub-Fund will be achieved.

Inaction by the Common Depositary and/or an International Central Securities Depositary

Investors that settle or clear through an International Central Securities Depositary will not be a registered Shareholder in the Fund, they will hold an indirect beneficial interest in such Shares and the rights of such investors, where Participants, shall be governed by their agreement with the applicable International Central Securities Depositary and otherwise by the arrangement with a Participant of the International Central Securities Depositary (for example, their nominee, broker or Central Securities Depositories, as appropriate). The Fund will issue any notices and associated documentation to the registered holder of the Global Share Certificate, the Common Depositary's Nominee, with such notice as is given by the Fund in the ordinary course when convening general meetings. The Directors understand that the Common Depositary's Nominee has a contractual obligation to relay any such notices received by the Common Depositary's Nominee to the applicable International Central Securities Depositary, pursuant to the terms of its appointment by the relevant International Central Securities Depositary. The applicable International Central Securities Depositary will in turn relay notices received from the Common Depositary to its Participants in accordance with its rules and procedures. The Directors understand that the Common Depositary is contractually bound to collate all votes received from the applicable International Central Securities Depositories (which reflects votes received by the applicable International Central Securities Depositary from Participants) and that the Common Depositary's Nominee should vote in accordance with such instructions. The Fund has no power to ensure the Common Depositary relays notices of votes in accordance with their instructions. The Fund cannot accept voting instructions from any persons, other than the Common Depositary's Nominee.

Proprietary Investments

The assets under management at any time during the life of the Sub-Fund may include proprietary or seed money invested by one or more interested parties (such as the Reference Index provider and/or any of its affiliates where relevant) and such investment may constitute a significant portion of such assets under management. Any money invested by interested parties may result in exposure to the performance of the Sub-Fund to such interested parties, or may be hedged in whole or part (i.e. reducing such parties exposure to performance of the Sub-Fund). There is no assurance that any such monies will continue to be invested in the Sub-Fund by any interested party for any particular time. Redemption of any such proprietary investment in whole or part may affect the viability and/or performance of the Sub-Fund. Investors should note that any proprietary investment may benefit from reduced or rebated fees as a result of agreements entered into between the interested party and the Investment Manager.

Payments

Upon instruction of the Common Depository's Nominee, redemption proceeds and any dividends declared are paid by the Fund or its authorised agent to the applicable International Central Securities Depository. Investors, where Participants, must look solely to the applicable International Central Securities Depository for their redemption proceeds or their share of each dividend payment made by the Fund or otherwise to the relevant Participant of the International Central Securities Depository (including, without limitation, their nominee, broker or Central Securities Depository, as appropriate) for any redemption proceeds or any share of each dividend payment made by the Fund that relates to their investment.

Investors shall have no claim directly against the Fund in respect of redemption proceeds or dividend payments due on Shares represented by the Global Share Certificate and the obligations of the Fund will be discharged by payment to the applicable International Central Securities Depository upon the instruction of the Common Depository's Nominee.

Failure to Settle

If an Authorised Participant submits a dealing request and subsequently fails or is unable to settle and complete the dealing request, as the Authorised Participant is not a registered Shareholder of the Fund, the Fund will have no recourse to the Authorised Participant other than its contractual right to recover such costs. In the event that no recovery can be made from the Authorised Participant and any costs incurred as a result of the failure to settle will be borne by the Sub-Fund and its' investors.

Certain Risk Factors Concerning India

Given the focus of its investment strategy, the success of the Fund will depend in large part on the general economic and business conditions in India. Risks associated with the investments in India, including but not limited to the risks described below, could adversely affect the performance of the Fund and result in substantial losses. No assurance can be given as to the ability of the Fund to achieve any return on its investments and, in turn, any return on an investor's investment in the Fund. Accordingly, in acquiring Shares in the Fund, appropriate consideration should be given to the following factors:

Indian Economic Factors

The success of the Fund's investments depends in part on general economic and business conditions in India. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and in particular if new restrictions on the private sector are introduced or if existing restrictions are not relaxed over time. Notwithstanding current policies of economic liberalization, the roles of the Indian central and state governments in the Indian economy as producers, consumers and regulators have remained significant. There is, however, no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting taxation, foreign investment, currency exchange and other matters affecting the Fund 's investments could change as well. In addition, laws and policies affecting the various investments held by the Fund could change, adversely affecting the values or liquidity of securities issued by those companies.

Capital Raising Constraints under Indian Law

FPIs are generally permitted to invest in Government bonds and corporate bonds without the prior approval of the RBI or the SEBI. However, the total outstanding investments in Government bonds and in corporate bonds cannot exceed the Debt Limits as prescribed by SEBI and RBI. Therefore, investments made by the Fund in debt instruments in India will be subject to such restrictions, and these restrictions may require Fund to obtain the prior approval of the RBI or SEBI before acquiring any debt instruments in excess of the Debt Limits. There can be no assurance that any approval required from the RBI or SEBI will be obtained on any particular terms in a timely manner, or at all. Further, there are separate limits available for investing in Government securities and corporate bonds. The non-availability of such limits may pose a risk to the Fund of not being able to invest in local currency bonds and will affect the portfolio construction of the Fund.

Currency Exchange Rate Risks

Exchange controls have traditionally been administered with stringent measures under the Foreign Exchange Regulation Act ("**FERA**"). The Indian rupee is not convertible on the capital account and most capital account transactions require the prior permission of the RBI. However, throughout the 1990s, the RBI eased the exchange control regime and made it more market-friendly. In the year 1999, the Indian Parliament enacted the Foreign Exchange Management Act ("**FEMA**") to replace FERA. FEMA and the rules made thereunder constitute the body of exchange controls applicable in India. The significant shift in the approach to exchange controls under FEMA is the move from a regime of limited permitted transactions to one in which all transactions are permitted except a limited number to which restrictions apply. FEMA and the notifications under FEMA were effective commencing June 1, 2000. FEMA differentiates foreign exchange transactions between Capital Account Transactions and Current Account Transactions. A Capital Account Transaction is generally defined as one that alters the assets or liabilities, including contingent liabilities outside India, of persons resident in India or assets or liabilities in India of person's resident outside India. FEMA further provides for specific classes of transactions that fall within the ambit of Capital Account Transactions and the RBI has issued regulations governing each such class of transactions. Transactions other than Capital Account Transactions, including payments in connection with foreign trade, current businesses, services, short term credit and banking facilities, interest payments, living expenses, foreign travel, education and medical care are Current Account Transactions.

The RBI has issued regulations governing such Current Account Transactions. While the regulatory regime for hedging genuine currency risk has been relaxed, it is still not practical, given the costs, to hedge currency risks 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, and the cost of hedging this currency risk (if available) could reduce the Fund's returns. A decrease in the value of the Indian rupee would adversely affect the Fund's returns, and such a decrease may be likely given India's current account deficits and its budget deficits.

The operation of the Fund's bank account in India is subject to regulation by RBI under the Indian foreign exchange regulations. The Indian domestic Depository acting also as the remitting banker will be authorized to convert currency and repatriate capital and income on behalf of the Fund. There can be no assurance that the Indian Government would not, in the future, impose certain restrictions on foreign exchange. The repatriation of capital may be hampered by changes in

Indian regulations concerning exchange controls or political circumstances. In addition, India may in the future re-introduce foreign exchange control regulations which can limit the ability of the Fund to repatriate the dividends, interest or other income from the investments or the proceeds from sale of securities. Any amendments to the Indian exchange control regulations may impact adversely on the performance of the Fund.

Also, the exchange rate between the Indian rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. Further depreciation of the value of the Indian rupee as regards foreign currencies will result in a higher cost to the Fund for foreign currency denominated expenses, including the purchase of certain capital equipment. In the past the Indian economy has experienced severe fluctuations in the exchange rates. There can be no assurance that such fluctuations will not occur in the future.

Indian Legal System

Indian civil judicial process to enforce remedies and legal rights is less developed, more lengthy and, therefore, more uncertain than that in more developed countries. Enforcement by the Fund of civil liabilities under the laws of a jurisdiction other than India may be adversely affected by the fact that the Fund's 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.

Credit Ratings Risk

The Sub-Fund may only invest in bonds issued by the Government of India provided that they are of investment grade. In the event that such bonds were to be rated below investment grade, the Sub-Fund will be obliged to divest its holding of bonds issued by the Government of India and to either wind up the Sub-Fund or to seek shareholder approval to amend the Investment Policy and Investment Strategy of the Sub-Fund.

Indian Capital Gains Tax

The Sub-Fund currently expects to take benefit of the India-Ireland tax treaty by which capital gains arising from transfer of debt securities in India would not be subject to tax. It is however uncertain whether the treaty claim of the Sub-Fund would be granted by the Indian tax authorities. The denial of India – Ireland tax treaty benefits may adversely affect taxability of the Sub-Fund which in turn may impact the return to investors. These risks are described in more detail under "Indian Taxation" in the "Taxation" section above.

Taxation of Interest Income in India

Subject to satisfaction of certain conditions, interest earned from investments made by FPIs in Government securities and rupee denominated corporate bonds would be subject to tax at the rate of 5% (plus surcharge and education cess). Where the conditions are not satisfied, interest

income from investment in debt securities in India would be subject to tax at a beneficial rate of 10% under the India-Ireland tax treaty.

It is however uncertain whether the treaty claim of the Sub-Fund would be granted by the Indian tax authorities. The denial of India-Ireland tax treaty benefits may adversely affect taxability of the Sub-Fund which in turn may impact the return to investors. These risks are described in more detail under "Indian Taxation" in the 'Taxation' section above.

Exposure to Permanent Establishment

In case income of the Sub-Fund is characterized as 'business income', it will not be taxable in India, unless it has a permanent establishment in India. Although the Sub-Fund is expected to operate in a manner that will not cause it to be treated as having a permanent establishment in India, there can be no assurances made in this regard. These risks are described in more detail under "Indian Taxation" in the 'Taxation' section above.

Fixed Income and Bond Market Risks

The Indian fixed income and bond markets especially the corporate bond markets are smaller in size and depth which could impact the liquidity in the instruments held by the Fund. Also, due to lack of broad based participation from a varied set of investors, the market participants often have uni-directional views which result in extreme reactions in valuations of certain instruments. The bond markets also have dual regulators with RBI regulating the government bond market and SEBI regulating the corporate bond market which leads to dealing with multiple settlement and trading practices.

Limited Liquidity

Some segments of the government bond market and the corporate bond markets have limited liquidity which could impact prices of instruments and limit the ability of the Investment Manager to meet redemption requests. Also, given the nascent stage of the markets, there have been instances where the liquidity for the entire markets has seized up leading to poor price discovery.

Corporate Disclosure, Accounting, Custody 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 the Fund may experience difficulties in obtaining reliable information regarding any corporate actions and dividends of companies in which the Fund has invested which may, in turn, lead to difficulties in determining the Net Asset Value with the same degree of accuracy which might be expected from more established markets. Indian accounting standards and requirements also differ in significant respects from those applicable to companies in many OECD countries. Indian trading, settlement and custodial systems are not as developed as certain OECD countries, and the assets of the Fund which are traded in the Indian market and which have been entrusted to sub-depositaries in the Indian market may be exposed to risk in circumstances in which the Depositary will have no liability.

Limitations on Investments

Under the applicable Debt Limits, the total FPI investments in Government bonds cannot exceed \$30 billion. Please see Appendix 1 for further information on the Debt Limits.

Loss of FPI Registration

For accessing the Indian securities market, the Fund will need to be registered as a FPI under the FPI Regulations. The investment by the Fund is dependent on the continued registration of the Fund as a FPI.

In the event such registration as an FPI is terminated or is not renewed, the Fund could potentially be forced to redeem the investments held in the particular share class, and such forced redemption could adversely affect the returns to the Shareholders.

Investigations

Any investigations of, or actions against, the Fund initiated by SEBI or any other Indian regulatory authority may impose a ban of the investment and advisory activities of the Fund.

28. Calculation and Publication of Net Asset Value per Share

The Net Asset Value per Share is calculated in accordance with the “Determination of Net Asset Value” section of the Prospectus, using closing bid prices. Details of the Reference Index can be found on www.nseindia.com and www.niftyindices.com.

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled “Publication of Net Asset Value per Share”, the Net Asset Value per Share of the Sub-Fund shall also be available from Bloomberg and Reuters, which shall be updated following each calculation of Net Asset Value per Share. The current Net Asset Value will be notified to Euronext Dublin immediately upon calculation and will be published on www.euronext.com.

29. Communications and Notices to Shareholders

Communications with Shareholders will also be published on the website of the Investment Manager, being www.utifunds.com. Investors should regularly visit this website, or request that their stockbrokers or other financial agents or advisors do so on their behalf, to ensure that they obtain such information on a timely basis.

30. Profile of a Typical Investor

Typical investors will be (i) those who are particularly knowledgeable in investment matters, in particular financially sophisticated high net worth individuals and institutional investors and (ii) retail investors although retail investors are primarily expected to invest in Shares through the secondary market. An investment in the Sub-Fund is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should consult with their professional and financial advisors before making an application for Shares.

The Sub-Fund is suitable to investors with a medium to long term time horizon (typically 3 to 5 years). The investment is not suitable for short term investors.

Appendix I – FPI Regime

Investment Restrictions applicable to FPIs

Under the FPI Regulations, FPIs are permitted to invest in the following instruments subject to conditions as may be specified by the RBI or SEBI from time to time:

- securities in the primary and secondary markets including shares, debentures and warrants of companies listed or to be listed on a recognised stock exchange in India;
- units of schemes floated by domestic mutual funds;
- units of schemes floated by a collective investment scheme;
- dated Government securities;
- listed non-convertible debentures (“NCDs”)/bonds issued by an Indian company;
- derivatives traded on a recognized stock exchange in India;
- commercial papers issued by Indian companies;
- INR denominated credit enhanced bonds;
- security receipts issued by Asset Reconstruction Companies (ARCs);
- Indian depository receipts;
- to be listed NCDs / bonds, only if the listing of such NCDs/ bonds is committed to be done within 15 days such investment;
- listed and unlisted NCDs/ bonds issued by companies in the infrastructure sector. Infrastructure sector companies are companies that are engaged in activities pertaining to (i) power, (ii) telecommunication, (iii) railways, (iv) roads including bridges, (v) sea port and airport, (vi) industrial parks, (vii) urban infrastructure (water supply, sanitation and sewage projects), (viii) mining, exploration and refining and (ix) cold storage or cold room facility, including for farm level pre-cooling, for preservation or storage of agricultural and allied produce, marine products and meat;
- NCDs/bonds issued by non-banking financial companies categorised as infrastructure finance companies by the RBI;
- Rupee denominated bond/units issued by infrastructure debt funds;
- Perpetual debt instruments and debt capital instruments, as specified by the RBI from time to time.

RBI – monitoring agency

Investments by FPIs in debt instruments in India are regulated by RBI as well. The type of fixed income securities where FPI’s can invest are: Government Securities having residual maturity of one year and above, Commercial Paper, Corporate Bonds and Debentures and Public Sector Undertaking (PSU) Bonds. PSUs are government-owned corporations, these are termed as Public Sector Undertakings (PSUs) in India. In a PSU the majority (51% or more) of the paid up share capital is held by the central government or by any state government or partly by the central governments and partly by one or more state governments. The RBI is the primary agency for the purposes of monitoring and regulating foreign and debt investments made by FPIs. The RBI monitors the ceilings on such investments on a daily basis, and for the purpose of facilitating such examination, the AD Banks (through which the FPI hold the designated bank/cash accounts) and domestic depositories (through which FPI are required to make investments in India) are required to monitor the investment limits on each portfolio and submit a report to the RBI to ensure that the prescribed investment limits are not breached.

Debt Investment Restrictions

There are limits on the overall investments that all FPI's can make in Indian debt instruments. SEBI and RBI issue incremental notifications, circulars and publications on www.sebi.gov.in and www.rbi.org.in in respect of these investment restrictions. Following the issuance of this Prospectus, Shareholders can access these updates at the above websites. Any update to these investment restrictions following the issuance of the Prospectus will be reflected in the revised Prospectus when this document is next updated. Any change to the investment policy of the Fund will require shareholder notification or approval as appropriate pursuant to the Central Bank UCITS Regulations.

Government Debt Investment Limits

There is a maximum cap of approximately USD 59 billion on investments in Government debt securities by FPIs as of 15 July 2021. The breakdown of the above mentioned limits (USD 59 billion) that govern the investments in Indian government debt instruments by FPIs are as follows:

Type of Instrument	Overall Limit	Eligible Investors
Government debt	USD 33 billion	FPIs,(including existing FII, QFIs) and other and long term investors registered with SEBI – Sovereign Wealth Funds (SWFS), Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 15 billion	FPIs which are registered with DPP under the categories of SWFS, Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 10 billion	State development Bonds limits available to FPIs, (including existing FII, QFIs) and other and long term investors registered with SEBI – Sovereign Wealth Funds (SWFS), Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks
	USD 0.95 billion	State development Bonds limits available to FPIs which are registered with DPP under the categories of SWFS, Multilateral Agencies, Pension Funds, Insurance Funds, Endowment Funds and Foreign Central Banks.

Investments by FPIs in those Government Securities which are permitted under the Fully Accessible Route (“FAR”) will not be reckoned in the above FPI limits. This is because there are no investment ceilings / restrictions on investments in specified Government securities under FAR.

Investment Requirements

In order to gain access to the Indian debt market, currently the Fund must have the following:

1. FPI registration with the designated depository participant;
2. PAN card issued by Indian Income Tax department. The PAN card means the Permanent account number. This is a ten-digit alphanumeric number, issued in the form of a laminated card, by the

4 Limits available in INR Crore at the following webpage have been included in the table as approximate limits in USD for ease of reference; <https://www.ccilindia.com/FPIHome.aspx>

Income Tax Department in India, to any “person” who applies for it or to whom the department allots the number without an application;

3. NSCCL/BSE codes for facilitating the trading in both the exchanges;
4. Appointment of an compliance officer;
5. Custody account with the Indian Depository bank acting as sub-depositary to the Depository; and
6. Special non-resident rupee account with an AD Bank in India.

Dated 26th September, 2023