Harshit P Shah
Company Secretaries

CERTIFICATE FOR ANNUAL AUDIT COMPLIANCE

We have examined the relevant books of accounts, records and documents maintained by M/s. KONGRUENT WEALTH MANAGEMENT SERVICES LLP, bearing SEBI registration number INA000004070 and a member of the BSE Administration and Supervision Ltd. (BASL) bearing BASL membership ID 6711 to fulfill the Annual Audit Compliance requirement as prescribed vide SEBI (Investment Advisers) Regulations, 2013, guidelines and circulars, for the year ended 2023-2024.

The purpose of this audit is to examine the processes, procedures followed, and the operations carried out by the Investment Adviser as per the applicable Acts, Rules, Regulations, Byelaws and Circulars prescribed by SEBI and BASL.

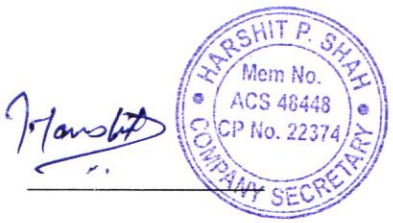
We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of this audit. In our opinion proper books of accounts, records & documents, as per the regulatory requirement have been maintained by the member, so far as it appears from examination of the books.

We have conducted the audit within the framework provided by SEBI/BASL for the purpose of this audit.

Based on the scrutiny of relevant books of accounts, records and documents, we certify that the member has complied with the relevant provisions of SEBI Act, 1992, SEBI (Investment Advisers) Regulations, 2013 and various circulars of SEBI & various circulars issued by the BASL except otherwise mentioned in the **Annexure** to this report.

We declare that we do not have any direct / indirect interest in or relationship with the member or its directors / partners / proprietors / management, other than the proposed Audit assignment and also confirm that we do not perceive any conflict of interest in such relationship / interest while conducting audit of the said member.

In our opinion and to the best of our information and according to the explanations given to us by the individual IA/proprietor/partner(s)/director(s)/compliance officer and principal officer, the Report provided by us as per the Annexure and subject to our observations, which covers the entire scope of the audit, is true and correct.



Harshit P Shah

Practising Company Secretary

Membership no.: 48448

CP. No.: 22374

UDIN No.: A048448F001369636

Date: September 30, 2024

Place: Ahmedabad

01, Padmavati Apartment, Satyanarayan Society, Ramnagar, Sabarmati, Ahmedabad 380005
+91-9714345677 access2harshit@gmail.com

ANNEXURE

NOTE:

1. **Annual Audit Compliance Report (ACR)** - As per Regulation 19(3) of SEBI (Investment Advisers) Regulations, 2013 an investment adviser shall conduct yearly audit in respect of compliance with these regulations from a member of Institute of Chartered Accountants of India or Institute of Company Secretaries of India (duly signed and stamped by IA and auditor).
2. **Client Level Segregation** - As per Clause 2(i)(i) of SEBI Circular No. SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, an investment adviser shall maintain on record an annual certificate from an auditor (in case of individual IA) and its statutory auditor (in case of a non-individual IA) confirming compliance with the client level segregation requirements as specified in Regulation 22 of SEBI (Investment Advisers) Regulations, 2013.
3. **Action Taken Report (ATR)** - As per Clause 2(vii) of SEBI Circular No. SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, In case of any adverse findings in the annual compliance audit report, Action Taken Report (ATR) for each non-compliance, duly approved by the individual IA/management of the non-individual IA within a period of one month from the date of the audit report but not later than, October 31, 2024

Annual Compliance Audit Report for F. Y 2023-2024

Name of Investment Adviser	KONGRUENT WEALTH MANAGEMENT SERVICES LLP
SEBI Registration No.	INA000004070
BASL Membership ID	6711
Entity type	Non-Individual
Financial Year	**2023-2024**
Name and Contact Details of Principal Officer	Name: Bhavesh Kirti Jhala Mobile No:- 9819166650 Email id:- bhaveshjhala@kongruent.co.in
Name and Contact Details of Compliance Officer	Name: Rakesh Dharmaji Mobile No:- 9819160027 Email id:- connect@kongruent.co.in
Total No. of Clients as on 31-03-2024	55

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Regulation	Particulars	Compliance Status (anyone status as applicable to respective point to be retained)	Reason for non-compliance/ non-applicability	Management Comments	
				Whether Auditor comments accepted in case of non-compliance reported by auditor? (Yes/No)	Action taken on adverse findings (duly approved by the individual IA/management of the non-individual IA)
Regulation 3	Application for grant of certificate (1) No person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from the Board under these regulations.	Complied			
Regulation 6	Consideration of application and eligibility criteria Regulation 6 states all matters, which are relevant for the purpose of grant of certificate of registration.	Complied			
Regulation 7	Qualification and certification requirement. An individual investment adviser or a principal officer of a non-individual investment adviser registered as an investment adviser under these regulations and persons associated with investment advice shall have minimum qualification and certification requirements as mentioned in Regulation 7(1) and 7(2).	Complied			

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SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(iv)	Qualification and certification requirement. Existing individual IAs above fifty years of age shall not be required to comply with the qualification and experience requirements specified under Regulation 7(1) (a) and 7(1) (b) of the amended IA Regulations. However, such IAs shall hold NISM accredited certifications and comply with other conditions as specified under Regulation 7(2) of the amended IA regulations at all times.	Complied			
Regulation 8	Net worth (1) Investment advisers who are non-individuals shall have a net worth of not less than fifty lakh rupees. (2) Investment advisers who are individuals shall have net tangible assets of value not less than five lakh rupees.	Complied	Networth statement as on 31 March 2024 attached		
Regulation 13(b)	Conditions of certificate: The investment adviser shall inform the Board in writing, if any information or particulars previously submitted to the Board are found to be false or misleading in any material particular or if there is any material change in the information already submitted.	Complied			

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SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(v)	Registration as Non-Individual Investment Advisor. An individual IA, whose number of clients exceed one hundred and fifty in total, shall apply for registration as non-individual investment adviser within such time as specified under this clause.	Complied			
Regulation 15	General Responsibility The regulation 15 imposes certain responsibilities on the Investment Adviser for the transactions it undertakes on behalf of its clients.	Complied			
Regulation 15A read with SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(iii)	Fees Investment Adviser shall be entitled to charge fees for providing investment advice from a client in the manner as specified by the Board namely - Assets under Advice (AUA) mode or Fixed fee mode.	Complied			
Regulation 16	Risk profiling This involves profiling, assessing the risk appetite of each client individually, and communication of such profile to the respective client.	Complied			
Regulation 17	Suitability Investment adviser shall ensure suitability of the advice being provided to the client.	Complied			
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(viii)	Risk profiling and suitability for non-individual clients. (a) In case of non-individual clients, IA shall use	Complied			

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	the investment policy as approved by board/management team of such non-individual clients for risk profiling and suitability analysis. (b) The discretion to share the investment policy/relevant excerpts of the policy shall lie with the non-individual client. However, IA shall have discretion not to onboard non-individual clients if they are unable to do risk profiling of the non-individual client in the absence of investment policy.				
Regulation 18	<u>Disclosure to clients</u> This involves disclosure of all prescribed information by the investment adviser to its clients.	Complied			
Regulation 19	<u>Maintenance of records</u> This regulation requires maintenance of prescribed records, preservation of the same and audit of such records by the prescribed professional.	Complied			
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(vi)	<u>Maintenance of record.</u> IA shall maintain and preserve records of interactions, with all clients including prospective clients, where any conversation related to advice has taken place as prescribed.	Complied			

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SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(ii)	<u>Agreement between IA and the client.</u> IA shall enter into an investment advisory agreement with its clients as prescribed and shall ensure that neither any investment advice is rendered, nor any fee is charged until the client has signed the aforesaid agreement and a copy of the signed agreement is provided to the client.	Complied			
Regulation 20	<u>Appointment of Compliance officer</u> An investment adviser shall appoint a compliance officer who shall be responsible for monitoring the compliance by the investment adviser.	Complied			
Regulation 21 **And** **SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - V(6)**	<u>Redressal of investor grievances through SEBI Complaints Redress system (SCORES) Platform:</u> 6.2 - IAs shall prominently display in their offices the information about the grievance redressal mechanism available to investors. 6.3 - IAs shall also followed the Master Circular (SEBI/HO/OIAE/IGRD/P/CIR/2022) issued by SEBI on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) and complied with it.	Complied			

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Regulation 22, **SEBI Circular Ref. No.** **SEBI/HO/IMD/DF1/CIR/P/2020/182** **(Dated September 23, 2020) Clause 2(i)**	<u>Client level segregation of advisory and distribution activities.</u> (1) Has the annual client level segregation requirement been certified by an auditor (in case of individual IA) and its statutory auditor (in case of a non-individual IA) [Certificate of auditor to be attached along with] (2) An individual investment adviser shall not provide distribution services. (3) The family of an individual investment adviser shall not provide distribution services to the client advised by the individual investment adviser and no individual investment adviser shall provide advice to a client who is receiving distribution services from other family members. (4) A non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services. (5) Non-individual investment adviser shall maintain an arm's length relationship between its activities as investment adviser and distributor by providing advisory services through a separately identifiable department or division. (6) Compliance and monitoring process for client segregation at group or family level shall be in accordance with the guidelines as prescribed in the referred circular.	Complied	Certificate on client level segregation attached		
Regulation 22A	<u>Implementation of advice or execution</u> (1) Investment adviser may provide implementation services to advisory clients,	Complied			

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	provided no consideration shall be obtained directly or indirectly either at group level or at family level. (2) Investment adviser shall provide implementation services only through direct schemes. (3) Investment adviser or group or family of investment adviser shall not charge any implementation fees from the client. (4) The client shall not be under any obligation to avail implementation services offered by the investment adviser.				
SEBI Circular Ref. No. SEBI/HO/IMD/DF1/CIR/P/2020/182 (Dated September 23, 2020) Clause 2(ix)	<u>Display of details on website and in other communication channels.</u> IAs shall prominently display the information as prescribed, on its website, mobile app, printed or electronic materials, know your client forms, client agreements and other correspondences with the clients.	Complied			
(SEBI/HO/MIRSD2/DOR/CIR/P/2020/221 dated November 03, 2020)	Compliance status of the SEBI circular for Advisory for financial Sector Organizations regarding Software as a Service (SaaS) based solutions for half-yearly ended September'23 and March'24.	Complied			

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SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0686 (Dated December 13, 2021) **and** **SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - V (7) & SEBI/HO/IMD/IMD-II CIS/P/CIR/2021/0686 (Dated December 13, 2021)**	<u>Publishing Investor Charter and disclosure of Investor Complaints</u> (1) All registered investment advisers are required to publish investor charter on their websites and mobile applications. If registered investment adviser do not have websites/mobile applications, then as a one-time measure, investor charter to be sent to the investors on their registered e-mail address. (2) All registered investment advisers are required to disclose the details of investor complaints by 7th of the succeeding month on a monthly basis on their websites and mobile applications. If investment adviser do not have websites/mobile applications, status of investor complaints to be sent to the investors on their registered email ids on a monthly basis.	Complied			
Cyber Security Awareness	Whether any planned Cyber Security Awareness are carried out among employees, stakeholders and clients. If Yes, details of Cyber Security Awareness programme conducted in the period of audit.	Complied			
TRAI Guidelines - SEBI/HO/MIRSD/DoS-2/P/OW/2023/0000011041/1 (Dated March 16, 2023) and BASL Circular No. 20230329-1 dated March 29, 2023	Telecom Regulatory Authority of India (TRAI) - Guidelines to curb spam SMSes and misuse of Headers and Content Templates by unauthorised Telemarketers (UTMs)	Complied			
Usage of brand name/trade name - SEBI/HO/MIRSD/ MIRSD-PoD-2/P/CIR/2023/52 (Dated April 06, 2023) and BASL Circular No. 20230411-1 dated April 11, 2023	Compliance to Usage of brand name/trade name by Investment Advisers (IA)	Complied			

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SEBI / BASL Inspections	Last SEBI / BASL Inspection carried out date and period of inspection. Whether complied with inspection observations.	Complied Date of BASL site visit: 17/05/2024			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - Point II(2)	<u>Whether IAs have complied with the following points:-</u> 2.1 - Restriction on free trial 2.2 - Proper risk profiling and consent of client on risk profiling 2.3 - Receiving fees though banking channel only 2.4 - Display of complaints status on website	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - IV(5)	<u>Advisory for Financial Sector Organizations regarding Software as a Service (SaaS) based solutions</u> Compliance of the SEBI circular for Advisory for financial Sector Organizations regarding Software as a Service (SaaS) based solutions for half-yearly ended 31st March and 30th September.	Complied			
SEBI Circular no. SEBI/HO/MIRSD/ MIRSD-PoD-2/P/CIR/2023/51 dated April 05, 2023 - VI(9) and BASL Circular no. 20230406-2 dated April 06 2023	<u>Advertisement code</u> Investment Advisers shall ensure compliance with the advertisement code	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI (10)	<u>Facilitating transaction in Mutual Fund schemes through the Stock Exchange Infrastructure</u> Compliance of aforementioned point VI (10) of master circular by registered investment advisers	Complied			

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SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI(11)	Unauthenticated news circulated by SEBI Registered Market Intermediaries through various modes of communication: Compliance of aforementioned point VI (11) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI (12)	Guidelines on Outsourcing of Activities by Intermediaries Compliance of aforementioned point VI (12) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI(13)	Framework for Regulatory Sandbox: Compliance of aforementioned point VI (13) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI (14)	General Guidelines for dealing with Conflicts of Interest of intermediaries and their Associated Persons in Securities Market: Compliance of aforementioned point VI (14) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI(15)	Approach to securities market data access and terms of usage of data provided by data sources in Indian securities market: Compliance of aforementioned point VI (15) of master circular by registered investment advisers	Complied			

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SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI (16)	Reporting Requirements under Foreign Account Tax Compliance Act: Compliance of aforementioned point VI (16) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VI(17)	Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) / Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed there under: Compliance of aforementioned point VI (17) of master circular by registered investment advisers	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VII	Reporting Requirements: IA has followed and complied to all reporting requirement as per VII of Master Circular	Complied			
SEBI Master circular Ref. No. SEBI/HO/MIRSD-PoD-2/P/CIR/2023/89/ dated June 15, 2023 - VIII	ANNEXURES Has IA followed all the annexures as prescribed in point VIII of Master circular	Complied			



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Signature of Partner / Director

Date:

HARSHIT P. SHAH
Mem No.
ACS 48448
CP No. 22374
COMPANY SECRETARY

Harshit P Shah

Practising Company Secretary

Membership no.: 48448

CP. No.: 22374

UDIN No.: A048448F001369636

Date: September 30, 2024

Place: Ahmedabad

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PKA PARESH KAPASI & ASSOCIATES
CHARTERED ACCOUNTANTS

CERTIFICATE ON COMPLIANCE WITH CLIENT LEVEL SEGREGATION REQUIREMENT AS SPECIFIED IN REGULATION 22 OF SEBI (INVESTMENT ADVISERS) REGULATION 2013

Pursuant to SEBI circular no. SEBI/HO/IMD/DF1/CIR/P/2020/182 dated September 23, 2020, we have verified the books of account and other documents of KONGRUENT WEALTH MANAGEMENT SERVICES LLP, a SEBI Registered Investment Adviser bearing IA reg. No.INA000004070. and BASL ID 1640.

Basis our verification of books of account and other documents as produced before us, we hereby certify that KONGRUENT WEALTH MANAGEMENT SERVICES LLP, has complied with client level segregation requirement as specified under regulation 22 of SEBI (Investment Advisers) Regulation, 2013 for Financial Year ending on March 2024.

Yours Faithfully,

For Paresh Kapasi & Associates
Chartered Accountants

PARESH KAPASI & ASSOCIATES MUMBAI Chartered Accountants

Paresh Kapasi
Proprietor
Mumbai
Membership No: 112728
FRN: 0123025W

Membership No.112728

Date:- 23rd Sept 2024

Place:-Mumbai

Office Address :Bungalow No 40, Jansukh Niwas, Near Fly Over, Kasturba Road,Kandivali West, Mumbai - 400 067
Contact details : +91 9137 745 629
Emails : pareshkapasi@hotmail.com ; kapasi_associates@hotmail.com
Website : www.pareshkapasi.in

PKA PARESH KAPASI & ASSOCIATES
CHARTERED ACCOUNTANTS

24TH September, 2024

TO WHOMSOEVER IT MAY CONCERN

I have verified the financial position of M/s. Kongruent Wealth Management Services LLP having registered office at 10 B Hive 67 Icon Poisar Gymkhana Road, Lokmanya Tilak Nagar Poisar Near Raghuleela Mall Kandivali West, Mumbai, Maharashtra , 400067, having Income Tax Permanent Account No. AANFK3676M. On the basis of the documents produced & information & explanations given to me by them, I hereby certify that the Net Worth of M/s. Kongruent Wealth Management Services LLP as at 31.3.2024 is **Rs.. 1,97,52,429.17/- (Rs. One Crore Ninty Seven Lakhs Fifty Two Thousand Four Hundred and Twenty Nine Rupees only).**

Details of the same is as per statement attached herewith and same is to be read along with

For Paresh Kapasi & Associates
Chartered Accountants

PARESH KAPASI & ASSOCIATES ★ MUMBAI ★ Chartered Accountants

Paresh Kapasi
Proprietor
Mumbai
Membership No: 112728

Membership No.112728

Office Address :Bungalow No 40, Jansukh Niwas, Near Fly Over, Kasturba Road,Kandivali West, Mumbai - 400 067
Contact details : +91 9137 745 629 / 022 28663031 / 022 28056822
Emails : pareshkapasi@hotmail.com ; kapasi_associates@hotmail.com
Website : www.pareshkapasi.in

PKA PARESH KAPASI & ASSOCIATES
CHARTERED ACCOUNTANTS

STATEMENT OF NET WORTH FOR M/S. KONGRUENT WEALTH MANAGEMENT SERVICES LLP

This is to certify that Net Worth of M/s Kongruent Wealth Management LLP having registered office at 10 B Hive 67 Icon Poisar Gymkhana Road, Lokmanya Tilak Nagar Poisar Near Raghuleela Mall Kandivali West, Mumbai, Maharashtra , 400067 as at 31.03.2024 is as under: -

Description of Asset	Amount (in Lakhs)
A) Liquid Assets	
1. Bank Balance	1.6216498
2. Cash Balance	1.0692279
Total A	2.6908771
B) Investments	
1. Investment in Shares	8.5920843
2. Investment in Mutual Funds	64.7311735
Total B	73.3232578
C) Fixed Assets	
1. Car	14.9980416
2. Furniture and Fixtures	3.5705178
3. Computer	0.2156092
4. Apple Watch	0.2414432
5. I Phone	1.4742168
6. TV	0.4059731
7. Icon Hive 67, Unit No.410B	95.639463
8. Laptop	0.9179784
9 Mobile	0.1264126
10 Tablet	0.4703815
11 Air Pod	0.1450134
12 Printer	0.1779661
Total C	118.3830167

Office Address :Bungalow No 40, Jansukh Niwas, Near Fly Over, Kasturba Road,Kandivali West, Mumbai - 400 067
Contact details : +91 9137 745 629 / 022 28663031 / 022 28056822
Emails : pareshkapasi@hotmail.com ; kapasi_associates@hotmail.com
Website : www.pareshkapasi.in

D) Current Assets	
1. Deposits	**3.750059**
2. Loans and Advances	**12.0196167**
3. Sundry Debtors	**- 0.4340456**
Total D	**15.3356301**
E) Loans (Liability)	
1.Secured Loan	
2. Unsecured Loans	
Total E	
F) Current Liabilities	
1. Duties and Taxes	1.087
2. Sundry Creditors	0.139
3. Provisions	**10.98249**
Total F	**12.20849**
Total (A+B+C+D-E-F)	**197.5242917**

Net Worth Rs. 1,97,52,429.17/-

(Rs. One Crore Ninty Seven Lakhs Fifty Two Thousand Four Hundred and Twenty Nine Rupees only).

For Paresh Kapasi & Associates
Chartered Accountants

Paresh Kapasi
Proprietor
Mumbai
Membership No: 112728

PARESH KAPASI & ASSOCIATES MUMBAI Chartered Accountants

Membership No.112728