

FORM C

**SECURITIES AND EXCHANGE BOARD OF INDIA,
(PORTFOLIO MANAGERS) REGULATIONS, 1993.**

Name of the Portfolio Manager : AMJ Stock Brokers (P) Ltd.
First Floor, City Centre, Collage Road
Changanacherry, Kerala, India - 686 101
Ph : +91 481 2421207
Mob : +91 9495653548

Ref: SEBI Reg. No. INP000002593

We confirm that:

- i. the Disclosure Document forwarded to the board is in accordance with the SEBI (Portfolio Managers) Regulations, 1993 and the guidelines and directives issued by the Board from time to time.
- ii. the Disclosures made in the documents are true, fair and adequate to enable the investors to make a well informed decision regarding entrusting the management of the portfolio to us / investment in the Portfolio Management Scheme.
- iii. the Disclosure Document has been duly certified by an independent chartered accountant Mr. Jose Chandy No. 25329, Proprietor Jose Chandy & Co. on 14 Sep 2009. (A copy of certificate for investors is provided in page 2)



Tito Mathew
Principal officer

Date : 14 Sep 2009

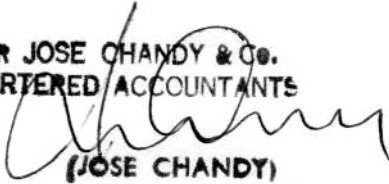
Place : Changanacherry

14th September 2009

CERTIFICATE

I have verified the disclosure and statements made by AMJ STOCK BROKERS PVT. LTD., in its application under the SEBI (Portfolio Managers) Regulations, 1993 and on that basis, I certify that the disclosures made in the documents are true, fair adequate to enable the investores to take informed decision.



FOR JOSE CHANDY & Co.
CHARTERED ACCOUNTANTS

(JOSE CHANDY)
Proprietor.
25329

RISK DISCLOSURE DOCUMENT

- 1 This document has been filed with the Board along with the certificates in the prescribed format in terms of Regulation 14 of the SEBI (Portfolio Managers) Regulations, 1993.
- 2 The purpose of the document is to provide essential information about the portfolio services in a manner to assist and enable the investor in making decisions for engaging a Portfolio Manager.
- 3 The necessary information about the Portfolio Manager required by an investor before investing and the investor may also be advised to retain the documents for future reference.
- 4 All the intermediaries involved in the scheme are registered with SEBI as on the date of the document.
- 5 Details of the principal officer :
 - Name : Tito Mathew
 - Address : AMJ Stock Brokers Pvt. Ltd.
No. 83 / 4-1, 2nd Floor, 13th Main, HAL 2nd Stage, Doopanahalli
Off Indiranagar 100 Feet Road, Bangalore, India 560 038
 - Phone : + 91 80 41269843
 - Mobile : + 91 93425 35876
 - E-mail : tito@amjstocks.com

Date : 14 Sep 2009

Place: Changanacherry

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1. Disclaimer Clause

The Document has been prepared in accordance with the SEBI (Portfolio Managers) Regulations, 1993 and filed with SEBI. Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of the Document.

2. Definitions

i	Document	Document refers to the risk disclosure document.
ii	AMJ STOCKS	Shall mean AMJ Stock Brokers Pvt. Ltd.
iii	HUF	HUF shall mean the Hindu Undivided Family as defined in Section 2 (31) of the Income Tax Act, 1961.
iv	NRI	NRI shall mean Non Resident Indian as defined in Section 2 (30) of the Income Tax Act, 1961.
v	NAV	NAV shall mean Net Asset Value, which is the price that the investment would ordinarily fetch on sale, in the open market on the relevant date, less any receivables and fees due.
vi	OCB	OCB shall mean Overseas Corporate Bodies.
vii	PMS	PMS shall mean Portfolio Management Services offered by AMJ STOCKS.
viii	RBI	RBI shall mean the Reserve Bank of India.
ix	SEBI	SEBI shall mean the Securities and Exchange Board of India.
x	Corpus	Corpus refer to amount / securities in Portfolio Management Scheme

- xi **Securities** - "Securities" includes: "Securities" as defined under the Securities Contract (Regulations) Act 1956; shares, stocks, bonds, warrants, Convertible and non-convertible debentures, fixed return investments equity linked instruments, negotiated instruments, deposits, money market instruments, commercial paper, certificate of deposit, units issued by Unit Trust of India and/or by any mutual funds, mortgage backed or other assets backed securities, derivatives, derivative instruments, options, futures, foreign currency commitment, hedged, swaps or netting of any other securities issued by any company or any body corporate, any trust, any entity, the Central Government, the State Government or the local or statutory authority and all money rights or property that may at any time be offered or accrue (whether by right, bonus, redemption, preference, option or otherwise) and whether in physical and in dematerialized form in respect of any of the foregoing or evidencing or representing rights or interest therein; any other instrument or investment /s as may be permitted by applicable law from time to time.
- xii **Effective Date** means the date on which the Portfolio Management account of the client is activated in the books of Portfolio Manager.

Words and expressions used in this disclosure document and not expressly defined shall be interpreted according to their general meaning and usage. The definitions are not exhaustive. They have been included only for purpose of clarity and shall in addition be interpreted according to their general meaning and usage and shall also carry meaning assigned to them in regulations governing Portfolio Management Services.

3. Company Profile

i) History, present business and background of AMJ STOCKS.

The history of the company can be traced back to the beginning of proprietary firm 'Travancore Investment' in 1990. The firm started its operations as sub broker to Cochin Stock Exchange. In year 2000 AMJ Stocks was incorporated as a private limited company and registered as sub brokers to NSE and BSE. From a very humble beginning the company has grown to make significant presence in the financial service industry by providing service to Corporate, Trusts, NRI's, High Networth and Retail Investors.

Currently the company's core area of operation is its PMS service and distribution of mutual funds. The promoters of AMJ Stocks have experience of more than three decades in research and equity investment. They are supported by a team of qualified and dedicated professionals to carry out the PMS activity.

ii) Products & Services

- ◆ Portfolio Management Service
- ◆ Wealth Management Service
- ◆ Distribution of all Mutual Funds in India
- ◆ Distribution of Government Bonds and Corporates Fixed Deposits
- ◆ Distribution of Life and General Insurance
- ◆ We facilitate online and offline trading facility of all leading Capital and Commodity Exchanges in India

iii) Promoters of the Portfolio Manager, Directors and their background

Sqn. Ldr. K S Mathews (Retd.), Managing Director

An engineering graduate from 'The Institution of Electronics and Telecommunication Engineers'. Further he has acquired Post Graduate Certifications in 'Introduction to Microprocessor Interfacing', Computer based Information Systems Analysis and Design' and 'Designing with Microprocessors' all from Indian Institute of Science, Bangalore.

He has also successfully completed Systems Management Course at Air Force Technical Collage, Bangalore. He started investing in capital market from 1977. Since then he had very keen interest in fundamental and technical analysis. His risk management technique makes AMJ PMS unique among the peers.

Mr. Abraham Thomas, Director

A graduate in Economics from Kerala University started as sub- broker in 1992 with The Cochin Stock Exchange Ltd later joined the company during its incorporation as a promoter. During these years he had developed large clientele which was of great asset for company to increase business. Currently he is handling operations of branches.

Mr. Jose Varughese

A post graduate in economics and having more than 10 years of experience in Capital Market. He has been operating as sub - broker to Cochin Stock Exchange from 1990. He joined the company as a promoter director since 2000. Currently he holds the key role in framing policies and decision making process of the company.

Mr. Lukose K. Chacko

He is a prominent NRI businessman and Managing Director of KBC Engineering Company WLL, Qatar. The company is having its operations in Qatar since 1987 in design, fabrication and erection of Steel Structures and Aluminum works. He is also the Director of Birla Public School, Doha. Apart from the overseas business operations KBC group has got significant presence in the Kerala in real estate, Planations and Trading.

Mr. Tito Mathew, Director

A post graduate in Finance Management (MFM) from Christ College, Bangalore. He is associated with the business development activities of the company since incorporation. With his initiative the company had enrolled many HNI as well as corporate clients to its clientele. He has urge and drive to take the company to greater heights.

Mr. Jiju Abraham, Director

A graduate in Commerce from Mahatma Gandhi University. He had two years of experience in auditing before joining company during incorporation. He is a pleasing person with very high analytical capability for fundamental analysis. He is visionary with special capability to identify areas of future development.

Mr. Anu T. George

He has more than 15 years experience as sub-broker in Cochin Stock Exchange. Presently he is a promotor and Managing Director of Vadakkemuriyil Finance a leading non-banking finance organization in Pathanamthitta district of Kerala.

iv) Details of Service Offered

AMJ STOCKS research team after an extensive and through research using world class and leading research tools has shortlisted investable companies from leading sectors, which are segregated as

Group - A Largecap

Group - B Midcap

Group - C Smallcap

Scheme	Group wise Exposure	Benchmark
Blue Chip	100.00 percent in Group - A	CNX NIFTY
Diversified	65.00 percent in Group - A 25.00 percent in Group - B 10.00 percent in Group - C	SENSEX
Midcap	62.50 percent in Group - B 37.50 percent in Group - C	CNX MIDCAP

4. Litigation and Penalties

Penalties, pending litigations or proceedings, findings of inspection or investigations for which action may have been taken or initiated by any regulatory authority

Cases of penalties imposed by SEBI or the Directions issued by SEBI under the SEBI Act or Rules or Regulations made there under.	None
The nature of the penalty/direction	Not Applicable
Penalties imposed for any economic offense and/or for violation of any securities laws.	None
Any pending material litigation/legal proceedings against the portfolio manager/key personnel with separate disclosure regarding pending criminal cases, if any	None
Any deficiency in the systems and operations of the portfolio managers observed by the Board or any regulatory agency.	None
Any enquiry/adjudication proceedings initiated by the Board against the portfolio manager or its directors, principal officer or employee or any person directly or indirectly connected with the portfolio manager or its directors, principal officer or employee, under the act or Rules or Regulations made thereunder.	None

No penalties, pending litigations or proceedings, findings of inspection or investigations have been taken or initiated by any regulatory authority against the group companies.

5. Services offered

i) Discretionary Portfolio Management - This service provides discretionary portfolio management for capital appreciation.

Features

- ◆ A mix of high growth equity for good returns and balance in bonds, mutual funds and cash assuring safety.
- ◆ Derivatives may from time to time be used for the purpose of hedging.
- ◆ Investments are made keeping the client profile in mind.
- ◆ Investments are made only after considering various fundamental and technical aspects.
- ◆ The portfolio manager has discretion to make investments decisions on the client's behalf.

Benefits

- ◆ Focus on long-term wealth creation.
- ◆ A group of dedicated experts take full charge of investment decisions.
- ◆ An investment philosophy which aims at optimizing returns and minimising risks.
- ◆ Regular reports are provided.
- ◆ Interactions with Relationship Managers to discuss portfolio strategy etc.

Eligibility

Minimum Investment - Rs.5,00,000.00 for resident Indian and Rs.25,00,000.00 for NRI Investors.

The portfolio funds will not be invested in any of the AMJ STOCKS group companies or its associates so as to avoid any conflict of interest.

ii) No speculative transactions will be entered into as per SEBI regulations.

6. Risk associated with PMS

Decisions regarding investments in the scheme are made only after careful analysis and research by the AMJ STOCKS research team. Such investment decisions are taken keeping the SEBI Rules and Regulations in mind. Investments in the equity markets are subject to market risks. AMJ STOCKS gives no assurance or guarantee that the objectives of the scheme will be achieved.

Performance of the equity portion of the scheme may be adversely affected by price fluctuation risks, company or sectoral risks or other macro economic factors. The debt instrument and fixed income securities portion may be affected by interest rate risk, liquidity risk, credit risk and reinvestment risk.

This is the first scheme launched by AMJ STOCKS, therefore no past performance records exists.

7. Client Representation

Category of clients	No. of clients	Funds managed (Rs. In lakhs)
Associates/Group Companies	NIL	NIL
Others 2008 - 2009	29	208
Others 2009 - 2010	76	766

Related Party Disclosure

SI No.	Name of The Related Party	Nature of Relationship
1.	Sqn.Ldr. K S Mathews(Retd.)	Managing Director
2.	Mr. Abaraham Thomas	Director
3.	Mr. Jose Varughese	Director
4.	Mr. Lukose K Chacko	Director
5.	Mr. Anu T George	Director
6.	Mr. Tito Mathew	Principial Officer & Director
7.	Mr. Jiju Abraham	Director

There are no instances of transactions with related parties.

8. Financial Results

	Current Year 31.03.09 Amt. Rs. Ps.	Previous Year 31.03.08 Amt. Rs. Ps.
INCOME		
Brokerage & Commission	53,89,429.80	97,38,922.69
Interest Received	2,55,347.47	1,50,216.73
Other Income	2,29,278.71	3,14,393.28
TOTAL	58,74,055.98	1,02,03,532.70
EXPENDITURE		
Administrative expenses	53,33,897.53	63,44,985.74
Financial charges	19,493.75	35,265.78
Depreciation	4,15,942.47	3,60,081.31
TOTAL	57,69,333.75	67,40,332.83
PROFIT BEFORE TAX	1,04,722.23	34,63,199.87
a) Provision for Current Tax	15,000.00	10,66,121.00
b) Provision for Deferred Tax	[7,647.00]	[45,682.00]
c) Provision for Fringe Benefit Tax	42,000.00	60,000.00
NET PROFIT FOR THE YEAR	55,369.23	23,82,760.87
Profit/Loss, Brouht Forward	35,12,212.49	16,21,306.62
Surplus Available for Appropriation	35,67,581.72	40,04,067.49
Proposed Dividend	1,71,560.00	4,20,405.00
Corporate Dividend Tax	29,150.00	71,450.00
BALANCE TRANSFERRED TO BALANCE SHEET	33,66,871.72	35,12,212.49

Sd/-
Sqn. Ldr. K.S. Mathews (Retd.)
Managing Director

For Jose Chandy & Co.
Chartered Accountant

Sd/-
Sri. Abraham Thomas
Director

Sd/-
Sri. Jose Chandy
Proprietor

Date : 14 Sep 2009

Place : Changanacherry

9. Performance of Portfolio Manager for the last 3 years.

This is the second year of operation of AMJ STOCKS PMS

	Individual Client		Corporate Client	
	Resident	Non Resident	Resident	Non Resident
Type of Service	2	1	1	0
No. of Portfolio clients	74	1	1	0
Average period of PMS Scheme	229 Days	236 Days	38 Days	0
Total amount of funds managed (Rs. in Lakhs)	637.40	53.70	10.00	0.00
Average size of portfolio (Rs. in Lakhs)	8.60	53.70	10.00	0.00
Average return to client (Rs. in Lakhs)	0.90	4.30	0.40	0.00
Average number of scrips a client exposed to	11.00	13.00	11.00	0.00
Portfolio Turnover Ratio (%)	1.962	0.955	0.929	0.00
Gross sales (Rs. in Lakhs)	176.20	0.00	0.00	0.00
Gross purchase (Rs. in Lakhs)	500.90	26.90	7.20	0.00

10. Custody

All investments in demat form accrued by AMJ Stocks on behalf of the investor shall be kept in the custody of any approved depository participant in separate beneficiary account of the investor. The investor has to bear all the expenses at actual incurred by AMJ Stocks and /or levied by depository participant to maintain and service the individual demat account in the name of the investor.

11. Nature of Expenses and Terms of Fees

The remuneration to be paid by the investor for the Portfolio Management Service can be either one of the following two options.

Option 1:

The fee consists of two portions;

- i) Management fee of 1% per annum (charged quarterly @ 0.25% on average NAV for the quarter or proportionate to completed period of quarter) charged at the end of each quarter of financial year or at the time of withdrawal by the client whichever is earlier
- ii) 10% share of average profit per annum (charged quarterly @ 2.5% on average profit for the quarter or proportionate to completed period of quarter) charged at the end of each quarter of financial year or at the time of withdrawal by the client whichever is earlier.

Option 2:

Management fee of 3% per annum (charged quarterly @ 0.75% on average NAV for the quarter or proportionate to completed period of quarter) charged at the end of each quarter of financial year or at the time of withdrawal by the client whichever is earlier.

Investors making full withdrawal of stock(s) or fund before completion of one year from the date of commencement shall pay AMJ STOCKS a management fee @ 0.75% of the withdrawal amount per quarter

and /or part thereof, irrespective of the fee option he had chosen, for the rest of the period between the date of withdrawal and the date of completion of one year from the date commencement. In case of stock(s) withdrawal amount shall be computed as per the BSE/NSE closing price of previous trading day for the stock(s) withdrawn from the portfolio.

The brokerage, service tax and STT will be borne by the client. Custodial and other transaction related expenses would be charged at actuals.

12. Tax Provisions

Clients will be responsible and liable for taxes under the provisions of the income Tax Act, 1961 for any income generated out of the investments made in the portfolio management scheme. Presently AMJ STOCKS will not deduct tax on the capital gains generated out of the investments made in the portfolio management scheme. However this will be subject to any of the provisions of the Income Tax Act, 1961 or the Finance Bill, as applicable. AMJ STOCKS shall provide adequate statements to the clients for accounting purpose.

13. Accounting policies

- i) Investments introduced by the client in his portfolio are booked at the market value as of the date of introduction to the scheme.
- ii) Profit or loss on sale of investments is calculated by using the 'first in first out' method. AMJ Stocks do comply with the accounting standards, to the extent applicable to it, issued by the The Institute of Chartered Accountants of India.
- iii) The investments under the PMS are made on behalf of the investors. Separate demat account is opened in the name of the investors which is operated by the Portfolio Manager duly authorised by the Power of Attorney as given in the account opening form. The portfolio manager keeps the PMS funds in a separate bank account in the name "AMJ Stock Brokers (P) Ltd - PMS "

14. List of Brokers

JRG Securities Ltd.

JRG House, Ashoka Road, Kaloor, Cochin, Kerala, India - 682 017

Ph : +91 484 2409900

NSE Membership code : 07088 (SEBI Registration No : INB230708837, INF230708837)

BSE Membership code : 3031 (SEBI Registration No : INB010708833, INF010708833)

15. Customer support services

Name, address and telephone No. of the person in charge for Customer support services

Mrs. Sandhya Nair M

No. 83 / 4-1, Second Floor,
13th Main, HAL 2 Stage, Doopanahalli
(Near Fabmall, Indiranagar 100 Feet Rd.)
Bangalore 560 038
Phone : + 91 80 41269843
Mob : + 91 93425 35876

Mrs. Jyothy Joy

Manager Research,
AMJ Stocks Private Limited,
First Floor, City Center, Collage Road,
Changanacherry, Kerala, India - 686 101
Ph : +91 481 2421207
Mob : +91 9495653548

16. Grievance redressal and dispute settlement mechanism

AMJ STOCKS shall take adequate steps for redressal of grievances of the client within one month of the date of the receipt of the complaint. Any unresolved dispute between AMJ STOCKS and the client shall be settled through arbitration as per the Arbitration and Conciliation Act.

Name and Signature of all the Directors of the Portfolio Manager

- | | | |
|----|--------------------------------|------|
| 1. | Sqn. Ldr. K. S. Mathews(Retd.) | Sd/- |
| 2. | Mr. Abraham Thomas | Sd/- |
| 3. | Mr. Jose V. kailath | Sd/- |
| 4. | Mr. Lukose K. Chacko | Sd/- |
| 5. | Mr. Anu T. George | Sd/- |
| 6. | Mr. Tito Mathew | Sd/- |
| 7. | Mr. Jiju Abraham | Sd/- |

Date : 14 Sep 2009

Place : Changanacherry

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The Principal Officer
AMJ STOCKS - PMS
City Center, 1st Floor, College Road,
Changanacherry, Kerala 686 101, India

Date : / /20

Dear Sir,

Sub : Acknowledgment

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Address

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confirm the receipt of disclosure documents provided by AMJ Stocks Brokers (P) Ltd. Ltd for the Portfolio Management Service offered by the company and confirm having read and understood the contents of the same.

Thanking you.

Yours faithfully,

Signature of the Client

X