

**POLICY ON THE DISCHARGE OF STEWARDSHIP RESPONSIBILITIES**

(Version V1/ 2024-25)

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## **I. PREAMBLE:**

SEBI along with IRDAI and PFRDA had subsequently examined a proposal for introducing stewardship principles in India, which was approved by a sub-committee of the Financial Stability and Development Council (FSDC-SC).

The Stewardship Policy ( hereinafter referred to as “Policy”) is framed pursuant to the Securities and Exchange Board of India (“SEBI”) circular no. CIR/CFD/CMD1/ 168 /2019 dated December 24, 2019, wherein SEBI has laid down 6 principles for enhancing monitoring and engagement with their investee companies.

Such activities are commonly referred to as ‘Stewardship Responsibilities’

## **II. APPLICABILITY**

The Policy is applicable to Purnartha Investment Advisers Pvt. Ltd.(“Purnartha” /”Company”) as an investment manager to Purnartha Trust, a category III Alternative Investment Fund (“AIF”), in relation to their investment in listed equities.

## **III. OBJECTIVE:**

The objective of the policy is to monitor and actively engage with investee companies of AIF on various matters including performance (operational, financial, etc.), strategy, corporate governance (including board structure, remuneration, etc.), material environmental, social, and governance (ESG) opportunities or risks, capital structure, etc. Securities and Exchange Board of India (“SEBI”) vide its circular CIR/CFD/CMD1/ 168 /2019 dated December 24, 2019 has issued Guidelines on Stewardship Code for all categories of Alternative Investment Fund (AIFs), in relation to their investment in listed equities.

SEBI has mandated that every institutional investor should formulate a comprehensive policy on how it intends to fulfil the aforesaid stewardship responsibilities and disclose it publicly.

AIFs are significant institutional investors and have a fiduciary responsibility to safeguard the interests of their unit holders. The Policy defines the stewardship responsibilities to be undertaken by Purnartha and processes that the Company intends to follow in order to safeguard the interests of unitholders of AIF.

## **IV. ROLES AND RESPONSIBILITIES**

The Equity Research team along with Fund Management Team shall be responsible for following-

- i. For ongoing monitoring of the investee companies, for engaging with the management of the investee companies and for identifying situations which require intervention in the investee companies and manner of this intervention.
- ii. for identifying situations which may give rise to a conflict of interest. The team may seek guidance from the Advisory Board on matters pertaining to intervention in investee companies or conflict of interest.

- iii. for disclosures pertaining to stewardship activities including voting report at a frequency stated by SEBI.
- iv. for maintaining the records pertaining to the voting activities and maintaining a list of investee companies in which conflict of interest, as defined below herein has been identified.

## V. IMPLEMENTATION / PROCESS AS LAID DOWN IN THE REGULATION

The term 'investee companies' used in this Policy herein shall mean investee companies as per the parameters determined by Equity Research Team.

**Principle 1: Institutional Investors should formulate a comprehensive policy on the discharge of their stewardship responsibilities, publicly disclose it, review and update it periodically.**

The primary stewardship responsibilities of the Company shall be:

- i. To take into consideration, in the investment process, the investee companies' policies and practices on corporate governance matters;
- ii. To seek productive engagement with the investee companies;
- iii. To exercise voting rights in the investee companies in a manner consistent with the best interests of its Investor, and;
- iv. To maintain transparency in reporting its voting decisions and other forms of engagement with investee companies.

The Company shall fulfil its stewardship responsibilities in the following manner:

- i. The Company shall frame procedures on voting to deal with the exercise of the Company's voting rights in investee companies.
- ii. The Company shall appropriately engage and intervene on any issue/matter which may, potentially, affect an investee company's ability to deliver long-term sustainable performance and value. The matter may include performance (operational, financial, etc.), strategy, corporate governance (including board structure, remuneration, etc.), material environmental, social, and governance (ESG) opportunities or risks, capital structure, etc. Such engagement may be through detailed discussions with management, interaction with investee company boards, voting in board or shareholders meetings, etc.
- iii. The Company shall endeavour to work collectively with other institutional investors and support collaborative engagements organised by representative bodies and others.
- iv. The Policy will be reviewed and updated as and when there are regulatory requirement or business need. However, the Policy will be reviewed by the Board of Company at least annually. The updated policy will be publicly disclosed on the Company website.
- v. A training program shall be formulated for training of Equity Research and Fund management Team explaining the responsibility under the Code along with amendments, if any. This may be done through external agency or internal team presentations.

**Principle 2: Institutional investors should have a clear policy on how they manage conflicts of interest in fulfilling their stewardship responsibilities and publicly disclose it.**

The Company should handle the matters carefully when the interests of clients or beneficiaries diverge from each other. The Company will ensure that the interest of the client/beneficiary is placed before the interest of the entity.

The Company has detailed out below the process of identifying and managing conflict of interest.

Avoiding conflict of interest: The Company shall undertake reasonable steps to avoid actual or potential conflict of interest situations. In the event of any doubt as to whether a particular transaction would create (or have the potential to create) a conflict of interest situation, the senior management of the company will be consulted and suitable steps to avoid such conflict of interest will be taken.

Identifying conflict of interest: While dealing with investee companies, the Company may be faced with various conflict of interest situations. Given below are a few instances where conflict of interest may arise:

1. The investee company is an associate of the Company;
2. The investee company is also an institutional client of the Company;
3. The Company is a lender to the investee company;
4. The investee company is a partner or holds an interest, in the overall business or is a distributor for the Company;
5. A nominee of the Company has been appointed as a director or a key managerial person of the investee company; or
6. The Company and the investee company are part of same group (fellow subsidiary);
7. A director or a key managerial person of the Company has a personal interest in the investee company In order to manage/avoid the above conflicts of interest, the Company will undertake the following steps:

1. A conflict of interest in relation to an investee company shall be highlighted to the senior management of the Company.
2. The employees in the Equity Research and Fund Management team shall comply with the Policy for Prevention of Insider Trading of the Company.
3. Rationale for voting on each shareholder resolution shall be recorded by the Company. The Company may consider abstaining from voting when the Company and the investee company are part of the same group, unless the Company records rationale for voting on such resolutions.
4. Rationale behind a new investment decision shall be recorded.
5. Blanket bans on investments in certain cases

6. Client relations/ sales functions should not be involved in voting decision making function.
7. Employee should recuse from decision making in case of the they are having any actual/ potential conflict of interest in the transaction.
8. The Company should maintain records of decisions taken to address such conflicts.

**Principle 3: Institutional investors should monitor their investee companies**

The Company while monitoring of the investee companies will consider the following:

1. The Company will monitor following areas which shall, inter-alia, include:
  - a. Company strategy and performance - operational, financial etc.
  - b. Industry-level monitoring and possible impact on the investee companies.
  - c. Quality of company management, board, leadership etc.
  - d. Corporate governance including remuneration, structure of the board (including board diversity, independent directors etc.) related party transactions, etc.
  - e. Risks, including Environmental, Social and Governance (ESG) risks
  - f. Shareholder rights, their grievances etc.
  - g. Succession planning
2. Senior Management of the Company including the Chairman and the Managing Director shall approve a threshold level primarily based on the materiality of the issue and the size of our exposure to the individual investee company, beyond which the exposure to the investee company will be deemed to be 'meaningful'. The threshold level will help in determining the level of engagement, monitoring and intervention with the investee company. The Committee is empowered to modify the meaningful threshold level, as it deems appropriate.
3. The teams shall engage with investee companies as part of the research process that leads to an investment in an investee company, which might include meetings with management.

Once an investment is made, the Equity Research team shall continue to monitor each investee company. As a part of this process, the fund manager/ analysts shall, where feasible, attend meetings/Conference calls conducted by the management of the investee company. Fund Manager/ analysts may also use publicly available information, sell side research and industry information.

4. While dealing with the investee company, the Company shall ensure compliance with its Policy on Prohibition of Insider Trading. Company will identify the situations which may trigger communication of Insider Information and shall adopt the procedures to ensure Insider Trading regulations are complied with in such cases.

5. The Company may nominate its representative on the Board of an investee company, wherever it deems necessary.
6. The Senior Management shall review the monitoring and engagement activities being carried out by the Equity Research team on an annual basis.
7. Company shall set different levels of monitoring in different investee companies. E.g. companies where larger investments are made may involve higher levels of monitoring vis-à-vis companies where amount invested is insignificant from the point of view of its assets under management.

**Principle 4: Institutional investors should have a clear policy on intervention in their investee companies. Institutional investors should also have a clear policy for collaboration with other institutional investors where required, to preserve the interests of the ultimate investors, which should be disclosed.**

The Company shall intervene if, in its opinion, any act/omission of the investee company is considered material on a case to case basis, including but not limited to poor financial performance of the company, corporate governance related practices, remuneration, strategy, ESG risks, leadership issues, litigation, insufficient disclosures, inequitable treatment of shareholders, non-compliance with regulations, performance parameters, related party transactions etc.,. Company should also involve regular assessment of the outcomes of such intervention.

The Company may consider intervening in matters below the thresholds as given in Principle 3, if in the reasonable opinion of the Management/IC, the issue involved may adversely impact the overall corporate governance or the Company's investment.

In case the investment is already earmarked for divestment or post planned divestment holding will be below threshold level, intervention may not be considered, unless if in the reasonable opinion of the Management/IC and there are other factors which warrants intervention.

The mechanisms for intervention may include meetings/discussions with the management for constructive resolution of the issue and in case of escalation thereof, meetings with the boards, collaboration with other investors, voting against decisions, etc. The matrix that should be followed by the company for intervention is as follows:

1. Communication: The Equity Research team shall communicate to the investee company's management about any concerns of the Company including steps to be taken to mitigate such concerns.
2. Engagement: In the event the management of the investee company fails to undertake constructive steps to resolve the concerns raised by the Company within a reasonable timeframe, the Company shall take all reasonable steps to engage with the management of the investee company for constructive resolution of the Company's concerns.
3. Collaboration: The Company shall also consider collaboration with other institutional investors, professional/industry associations (eg. AMFI), regulators, and any other entities

where it deems necessary and in particular, when it believes a collective engagement will lead to a higher quality and/or a better response from the investee company. The Company may approach, or may be approached by, other institutional shareholders to provide a joint representation to the investee companies to address specific concerns.

The act of collaboration with other institutional investors shall not be deemed to be an act of collusion or persons acting in concert. The Company shall determine individually its position on any issue requiring collaborative engagement.

4. Escalation: In case there is no progress despite the first three steps, the Equity Research Team shall escalate the matter to the Senior Management. If the Senior Management decides to escalate, the Company shall engage with the Board of Directors of the investee company (through a formal written communication) and elaborate on the concerns. The Company may also consider discussing the issues at the General Body meeting of the investee company. The Company may vote against decisions at appropriate forum.

**Principle 5: Institutional investors should have a clear policy on voting and disclosure of voting activity.**

To protect and enhance wealth of the clients/ beneficiaries and to improve governance of the investee companies, it is critical that the institutional investors take their own voting decisions in the investee company after in-depth analysis rather than blindly supporting the management decisions. As an Investment Manager, it has a fiduciary responsibility to act in the best interest of the investor of the Fund/Scheme. This responsibility also includes exercising voting rights towards the securities in which the Schemes of the Fund have invested (“Investee Company”), either at the general meetings of the Investee Company(s) or through postal ballots, in the best interest of the investor.

The Company will manage voting rights with the same level of care and skill as it manages the funds. In general, the Company does not have the intention to participate directly or indirectly in the management of the companies but it will use its influence as the representative of the shareholders amongst others by exercising its voting rights in accordance with the best interests of its investor.

Matters generally coming up for voting:

Following are some of the general matters that come up for voting either at the general meetings of the Investee Company(s) or through postal ballots:

- Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti-takeover provisions;
- Changes to capital structure, including increases and decreases of capital and preferred stock issuances;
- Appointment, remuneration, retirement and removal of Directors;
- Stock option plans and other management compensation issues;
- Changes to the Memorandum and Article of Association of the Company;

- Social and corporate responsibility issues;
- Appointment and remuneration of Statutory Auditors;
- Transactions with Related Party(ies);
- Other Corporate governance matters; and
- Other issues affecting the interest of the shareholders and investor of fund in particular.

Philosophy of Voting Policy:

Voting Right means, the right of a Shareholder to vote on matters of corporate policy and other resolutions. The exercise of voting rights will require regular monitoring of financial performance, corporate governance matters, industry performance and subsequent consideration of the potential impact of a vote on the value of the securities of the issuer held by the schemes of the Fund. In order to discharge its obligations under this policy, the Company will access and utilize research on management performance and corporate governance issues of the Investee Company(ies), drawn either from its in-house Fund Management team or from an independent consultants/firms amongst others.

The Schemes are entitled to exercise the voting rights attached to the shares of the Investee Company (ies). The shareholders do not necessarily need to be physically present at the site of the Investee company's annual general meeting / extra-ordinary general meeting in order to exercise their right to vote. It is common for shareholders to voice their vote through an E-Voting system provided by entities such as NSDL, CSDL, etc. or by appointing a Proxy.

In connection herewith, the Company will exercise adequate safeguards to address any conflicts of interest with regard to any individual investments made by the schemes of the Fund. This may imply that the Company may decide to refrain from exercising its voting rights if considered appropriate.

Conflicts of interest may arise in certain situations, where:

- The Investee Company is a client of its affiliates;
- In certain cases, wherein any affiliates of the Company are lender to the Investee Company;
- The Investee Company is a seller whose products or services are important to the business of Company and/or its affiliates;
- The Investee Company is an entity participating in the distribution of investment products advised or administered by the Company and/or any of its affiliates.

However, the Company will make its best efforts to avoid such conflicts and ensure that any conflicts of interest are resolved in the best interests of unit holders of the Fund.

Purnartha may also decide to abstain from such voting, if it deems fit to do so in the best interest of the unit holders or if there is a conflict of interest.



The strict separation of the Company's investment management activities from other activities within Purnartha Group prevents access of the Company to insider and unpublished price sensitive information for which use and/or disclosure of such information could generate conflicts of interest.

The Company supports resolutions that promote the functioning of boards in the best interests of the shareholders, resolutions that change the state of incorporation, merger etc. which are in the shareholders interest. Issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, would be addressed on a case-by-case basis with a focus on the potential

impact of the vote on shareholder value. The Company reserves the right to vote against any resolution that goes against the interest of its investor. The Company in such other matters may decide to abstain from voting if it has insufficient information or there is conflict of interest or the Company does not have a clear stance on the proposal.

The decision regarding voting for a particular resolution, i.e. whether the Company will vote for/against or abstain, will be essentially taken by the CIO/Fund Managers of the respective Schemes. The Managing Director will be consulted, if need be.

The CIO/Fund Manager may also seek the analysis and recommendations of a research firm or a proxy voting advisory service agencies to aid such decision(s) and also to assist in exercising of votes.

#### Voting Procedure:

The decision of the respective CIO/Fund Managers on voting for shareholders resolution(s) to be passed at the general meeting or through postal ballot of the investee company, shall be executed by the Company by casting votes through the e-voting facility provided by NSDL/CDSL, by physically attending the meeting or voting through proxy.

However, in case the e-voting facility is not offered by any Investee Company or the Company is not in a position to cast its vote through e-voting, any of the following personnel/ representatives of the Company or an externally authorised agency such as a custodian would be delegated the responsibility for exercising the physical votes by the CIO or Fund Manager:

1. Chief Investment Officer (CIO)
2. Fund Manager (s)
3. Head – Research/ Research Analyst(s)
4. Head – Compliance
5. Head-Operations
6. Representative of an externally authorized agency such as the Custodian

A report on votes exercised by the Company and the rationale recorded for each voting decision will be placed before the Board of Directors of the Company from time to time to

review that the Company has voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate.

Although the Company will generally vote in accordance with the Policy, there may be circumstances where the Company may believe it is in the best interests of the Company to vote differently than in the manner contemplated by the guidelines.

Hence, the Company may deviate from these guidelines which it determines that the deviation is necessary to protect the interests of the Unit holders. The ultimate decision as to the manner in which the Company's representatives / proxies will vote rests with the Company.

The Company may take the help of a proxy voting advisory services for providing recommendations in order to assist the CIO/Fund Managers in the decision - making process:

The Company will make following disclosure to investor in respect of votings exercised by it:

a. Details of actual voting for every proposed resolution in investee companies i.e.

For, Against or Abstain

b. Rationale for voting

The Fund manager(s) are required to cast votes compulsorily in respect of the following matters :

a) Corporate governance matters, including changes in the state of incorporation. merger and other corporate restructuring, and anti-takeover provisions.

b) Changes to capital structure, including increases and decreases of capital and preferred stock issuances.

c) Stock option plans and other management compensation issues.

d) Social and corporate responsibility issues.

e) Appointment and Removal of Directors.

f) Any other issue that may affect the interest of the shareholders in general and interest of the unit-holders in particular.

ii) Related Party Transactions shall have same meaning as SEBI LODR, 2015.

Manner of disclosure:

a. Disclosed in the Annual Report of the Schemes

b. Quarterly disclosure on the Company's website

**Principle 6: Institutional investors should report periodically on their stewardship activities.**

Company shall report to their investors/ beneficiaries periodically on how it has fulfilled its stewardship responsibilities as per their policy in an easy-to-understand format.

The compliance with the aforesaid principles does not constitute an invitation to manage the affairs of a company or preclude a decision of the Company to sell a holding when it is in the best interest of the investors/beneficiaries.

Company shall report periodically on their stewardship activities in the following manner:

- i. The Company will disclose on website the implementation of the principles enlisted in the Code. The format of disclosure will be approved by Senior Management and is subject to regular updates.
- ii. Disclosures on the votes cast by the Company for all the resolutions put forth by the investee companies for shareholders' approval will be published periodically, as required by prevailing SEBI guidelines.
- iii. This Code, as amended from time to time, will be disclosed on the website of the Company along with other public disclosures. Any change or modification to the Code will also be disclosed at the time of updating the code on the website.
- iv. The Company in addition to the disclosure on its website as specified above shall also circulate to unitholders a status report for every financial year, as part of annual intimation to the investors. The report shall inter alia include details indicating the compliance/ any variances with the principles laid down in this Code. The format and content of the status report will be decided by the Investment Team.

**VI. EFFECTIVE DATE**

The Policy has been effective from October 14, 2021.

**VII. REVIEW OF THE POLICY**

The Directors and Key Management Persons of the Company after consultation with the Compliance Team, Equity Research Team and Fund management Team shall review and confirm the compliance with the policy annually. Further, the policy shall also be updated on an ongoing basis, if required, to keep pace with the changes in the regulatory environment. The deviation, if any have to be approved by the Managing Director or the Compliance officer. The various committee can also be formed by the Board members to resolve the matters of importance , urgency or deviations, if any .

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**Policy reviewed and approved by Board on 15th May, 2024.**

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