

**Abakkus Investment Managers Private Limited
and Abakkus Trustee Private Limited**

VOTING POLICY

ABAKKUS MUTUAL FUND

Version	Owner of this Policy	Approved by	Approval date
1.0	Head of Investments and Research/Chief Operations Officer	Board of Directors of AMC and Trustee Company	July 22, 2025

1. BACKGROUND

SEBI Master Circular on Mutual Funds dated June 27, 2024, mandated Mutual Funds to have a clear policy on voting and disclosure of voting activity to protect interest of unitholders and to improve governance of investee companies. The relevant guidelines and circulars issued by SEBI from time to time in this regard states that the Mutual Funds should play an active role in ensuring better corporate governance of listed companies.

In terms of the above, we, Abakkus Investment Managers Private Limited (**"the AMC"**), the AMC to the schemes of Abakkus Mutual Fund (**"the Fund"**), have a fiduciary responsibility to act in the best interest of the unitholders of the Fund and such responsibility includes exercising voting rights attached to the securities of the investee companies. In light of this, the AMC has formulated the Voting Policy and procedures for exercising the voting rights for the schemes of the Fund (**"the Policy"**).

In accordance with Securities and Exchange Board of India (**"SEBI"**) circular no. SEBI/IMD/CIR No.18 /198647/ 2010 dated March 15, 2010 read with clarificatory email received from SEBI on June 23, 2011 and subsequent SEBI Circular No. CIR/CFD/CMD1/168/2019 dated December 24, 2019, SEBI Circular No. SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 05, 2021 and Para 6.16 of the SEBI Master Circular No. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90 for Mutual Funds dated June 27, 2024 and circulars/guidelines issued thereunder from time to time, AMC has set out this Voting Policy.

2. OBJECTIVE

The AMC recognizes that its role with respect to proxy voting and stewardship activities is to protect interest of unit holders and not to interfere in the operations of its investee companies. The AMC, at no point in time, intends to participate directly or indirectly in the management of the companies.

The Policy covers the framework and principles to be followed for exercising voting rights. The AMC may rely on a company's disclosures, its Board's recommendations, company's track record, specific best practices codes, in-house research analysis, recommendations of external voting advisory services, etc.

3. APPLICABILITY AND GENERAL VOTING MATTERS

The policy applies to exercise of the voting rights/proxy votes by the schemes of Abakkus Mutual Fund at Postal Ballot (PB)/AGMs/EGMs/meeting of creditors/preference shareholders of the investee company. Voting will be cast for all schemes including passive investment schemes like Index funds, Exchange Traded Funds etc. The voting will be exercised in respect of investments held by the schemes of Abakkus Mutual Fund. However, in the event, the schemes have no economic interest in the Investee Companies on the day of voting, the Investment Manager may exercise its discretion with regard to compulsory casting of votes:

- a. Corporate governance matters are diverse and continually evolving. Whilst it is difficult to provide an exhaustive list of such issues, the following guidelines/policies reflect what Investment Manager believes to be good corporate governance measures and the stance it may generally take with respect to the below matters:
 - Change in the fundamental objectives of the company and in its character or name
 - Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti-takeover provisions
 - Stock option plans and other management compensation issues
 - Change in the capital structure, including increase and decrease of capital, and issue of shares and convertible securities
 - Changes in debt security structure or special rights currently available with the Fund including priority of repayment
 - appointment, remuneration, retirement and removal of directors, remuneration of the chief executive officer and other executive directors, and the issue of stock options to directors and executives
 - other corporate governance issues that include related party transactions
 - appointment and remuneration of statutory auditors
 - any scheme of arrangement, merger and other corporate restructuring and antitakeover proposals
 - social and corporate responsibility issues
 - Appointment and Removal of Directors
 - any other matters that may affect the interests of the shareholders/holders of debt instruments
 - Any other issue that may affect the interest of the shareholders in general and interest of the unitholders in particular
- b. Related Party Transactions (excluding own group companies):

Related party transactions of the investee companies (excluding own group companies). For this purpose, "Related Party Transactions" shall have same meaning as assigned to them in clause (zc) of Sub-Regulation (1) of Regulation (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

["related party transaction" means a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract: Provided that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange(s)].

4. VOTING GUIDELINES

The AMC shall compulsorily cast votes for all the schemes of the mutual fund including passive schemes like index funds, exchange traded funds, etc., in respect of the resolutions which includes the following:

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

Mergers and acquisitions and corporate restructuring proposals will be subject to appropriate review on a case-to-case basis to determine whether they would be beneficial to shareholders' interest. The Investment department will analyze various economic and strategic factors in making the final decision on a merger, acquisition or any other corporate restructuring proposals. Based on the fund manager's opinion whether the proposal is likely to enhance the economic value or cause indeterminate and unnecessary expense to shareholders, the AMC may exercise a vote either in favor or against the proposal.

B. Changes to capital structure (including increase or decrease of capital and preferred stock issuances)

The proposals for approval to alter the capital structure of the company, such as an increase in authorized capital, will generally be supported. However, each proposal shall be evaluated on a case-to-case basis, to determine whether the proposed changes are in the best interest of the shareholders.

C. Stock option plans and other management compensation issues

In general, compensation matters are normally determined by the Company's Board of Directors, rather than the shareholders. The AMC would generally support proposals for Employee Stock option plans and other management compensation plans which are tied to achieving long-term performance and enhancing shareholder value but would oppose excessive compensation and any undue favour to managerial staff or the promoter group, especially during turbulent periods for the company, if it feels that approval of the plan would be against shareholder interest.

D. Social and Corporate Responsibility Issues

The AMC would generally support proposals on social and corporate responsibility issues that have demonstrable economic benefit to the issuer and long-term economic value of the securities held in the scheme on case-to-case basis.

E. Appointment and Removal of Directors

The foundation of good corporate governance is in the selection of responsible and qualified Directors who are likely to diligently represent the interest of all shareholders and oversee

management of the Company in the manner that will seek to maximize shareholder value over time.

Hence, the AMC would generally support the Board's nominees in the election of Directors, who possess a good track record, and generally support proposals that strengthen the independence of Board of Directors. However, each such proposal shall be evaluated on a case-to-case basis.

- F. Any other issue that may affect the interest of the shareholders in general and interest of the unitholders in particular, including but not limited to board and executive remuneration, shareholders rights, audits and accounts, grant of ESOPS, appointment of auditors, corporate charter and by-laws, conflict of interest, etc.
- G. Related party transactions of the companies (excluding own group companies) shall be analysed properly to assess if it is beneficial to the shareholders.

However, compulsory casting of votes may be exempted in case of the Fund having no economic interest in the Investee Companies on the day of voting.

5. USE OF SERVICES OF VOTING ADVISOR:

The AMC may use their discretion to avail the services of Proxy advisor(s)/Proxy advisory firms to aid in arriving at decision for voting. The Investment Committee duly constituted by the Board of the AMC is authorized to approve engagement of an external agency for proxy voting or other voting advisory services, scope of services, whenever the AMC proposes to avail such services. The fund managers shall not be bound with the Proxy advisors' recommendations, and they are permitted to use their discretion whether to rely and/or act on the suggestions/ recommendations given by such Proxy advisor(s).

6. VOTING PROCEDURE

The decision of the Fund Manager - Equity on voting for shareholders resolution(s) to be passed at all the general meeting or through postal ballot of the investee company, shall be executed by Abakkus Mutual Fund by casting votes through the e-voting facility provided by NSDL/CDSL/Kfin Tech/Any other entity.

However, in case the e-voting facility is not offered by any Investee Company or Abakkus Mutual Fund is not in a position to cast its vote through e-voting, any of the following personnel/ representatives of Abakkus Mutual Fund would be delegated the responsibility for exercising the physical voting rights:

1. Chief Executive Officer
2. Fund Manager - Equity
3. Any member from Research Team
4. Compliance Officer
5. Senior official from Operations Team
6. Risk Officer

Further, the Chief Executive Officer and/or the Compliance Officer of the Company are authorised to empower, in writing, any of the senior managers or executives of the Company as authorized representatives to enabling them to attend the meeting, to complete the attendance slip and sign the same on behalf of the schemes of Abakkus Mutual Fund, present and exercise the voting at the meeting.

7. CONFLICTS OF INTEREST

Conflicts of interest may arise in certain situations, where:

- AMC/fund managers have material business relationship with a proponent of a proxy proposal, participants in a proxy contest, or directors or director candidates of a investee company; and
- An employee of the AMC has a personal interest in the outcome of a particular proxy proposal (which might be the case if, for example, a member of an employee's immediate family were a director or executive officer of the relevant company).

However, AMC 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.

8. MECHANISM OF VOTING

With the introduction of voting through electronic means ("**E-Voting**"), the AMC cast its votes on the voting platform offered by NSDL/CDSL and other service providers. At times, even after E- Voting, the fund managers may attend the general meetings of the investee companies as it provides an opportunity to pose questions to the directors of the investee companies. Where E-Voting is not mandated or in cases of E-Voting is not possible, the AMC endeavour to vote through proxy.

The internal mechanisms for voting shall include guidelines on how to assess the proposals and take decision thereon as well as guidelines on how to vote on certain specific matters/circumstances including list of such possible matters/circumstances and factors to be considered for a decision to vote for/against.

9. DISCLOSURE OF VOTING POLICY AND RECORDS THEREOF

The AMC will disclose summary of the votes cast across all its investee companies and name of the company, details of resolution, actual voting done by the AMC and brief rationale of the voting decision taken as provided in **Annexure**. Further, the following periodical disclosures will be made available on the website:

- a) Disclosure of vote cast on our website (in machine readable spreadsheet format) on a quarterly basis within 10 working days from the end of the quarter. A detailed report in this regard along with a summary thereof shall also be disclosed on the website.
- b) Disclosure of votes cast on the website, on an annual basis. Further, Abakkus Investment Managers Private Limited AMC shall provide the web link in the annual report regarding the disclosure of voting details.

- c) The actual exercise of proxy votes in the AGMs/ EGMs/ meetings of creditors/ preference shareholders of the investee companies are disclosed on the company's website as well as in the annual report distributed to the unit holders from time to time.
- d) Scrutinizer's certification on the Voting Reports shall be disclosed on an annual basis in the relevant portion of the Mutual Fund's annual report and on the website.
- e) Any adverse comments made by the Scrutinizer, Board or Trustees will have to be reported to SEBI in the half yearly trustee reports.
- f) At every meeting of the Board of AMC and Trustee Company, a statement will be placed for noting as regards meetings attended and voting made since previous meeting.
- g) The Board of Abakkus Investment Managers Private Limited and Trustees of (Abakkus Mutual Fund) shall review and ensure that AMC have voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate. Confirmation to the same, along with any adverse comments made by auditors, shall have to be reported to SEBI in the half yearly trustee reports.
- h) To ensure that the Fund Managers submit a declaration on quarterly basis to the Trustees that the votes cast have not been influenced by any factor other than the best interest of the unitholders. Further, Trustees in their Half Yearly Trustee to SEBI Report filed with SEBI, they will confirm the same.
- i) This Voting Policy will be accessible on AMC's website and would also be available in the annual report distributed to the unit-holders.

Further, on an annual basis, the AMC shall obtain scrutinizer's certification on the voting reports disclosed by the AMC. Such certification shall be obtained from a "scrutinizer" in terms of Rule 20 (3) (ix) of Companies (Management and Administration) Rules, 2014 and any future amendment/s to the said Rules thereof. The scrutinizer's certification shall be submitted to the trustees and shall be disclosed in the relevant portion of the Mutual Funds' annual report and website of the Mutual Fund.

10. REVIEW BY AMC AND TRUSTEES

The AMC shall review this policy on an annual basis or earlier, if required, in light of change in applicable law and/or for business reasons and will be placed before the Board of AMC and Trustees.

11. AMENDMENTS/UPDATES, INTERNAL REVIEW AND CONTROL

Any regulatory amendment/update etc. shall be carried out from time to time to the policy by the Investment Committee. The Investment Committee will review the proxy voting required as per the voting policy and actual exercise of proxy votes. The Investment Committee may also act as an escalation mechanism in certain special cases of voting.

Annexure to Voting Policy

i) Revised format for disclosure of vote cast by Mutual Funds - during an individual quarter:

Details of Votes cast during the quarter ended __, of the financial year							
Meeting Date	Company Name	Type of meetings (AGM/ EGM)	Proposal by Management or Shareholder	Proposal's description	Investee company's Management Recommendation	Vote (For/ Against)	Reason supporting the vote decision

ii) Revised format for disclosure of voting by Mutual Funds/AMCs during a financial year

Details of Votes cast during the Financial year __								
Quarter	Meeting date	Company Name	Type of meetings (AGM/ EGM)	Proposal by management or Shareholder	Proposal's description	Investee company's Management Recommendation	Vote (For/ Against)	Reason supporting the vote decision

iii) Format of providing the summary of proxy votes cast by Mutual Funds/AMCs across all the investee companies

Summary of Votes cast during the Financial year __				
Financial year	Quarter	Total no. of resolutions	Break-up of Vote decision	
			For	Against