

SAMCO Mutual Fund

Voting Policy

**Applicable to SAMCO Asset Management Private Limited
("SAMPL")**

Version Control

Version	Author	Date	Outline of changes
1	Compliance	July 2020	Policy Drafted

This document has been reviewed by

Sr. No.	Name	Approved date
1	Fund Manager - Equity	July 2020

This document has been approved/reviewed by

Sr. No.	Name	Date
1	Boards of AMC & Trustees	July 2020

VOTING POLICY

Introduction

SAMCO Asset Management Private Limited (SAMPL) is the Investment Manager to SAMCO Mutual Fund (“the Fund”). As an Investment Manager, it has a fiduciary responsibility to act in the best interest of the unit holders of the Fund. 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 unit holders. In accordance with the Securities and Exchange Board of India circular no. SEBI/IMD/CIR No.18/198647/2010 dated March 15, 2010 and circular no. CIR/IMD/DF/05/2014 dated March 24, 2014 SAMPL has set out this Voting Policy.

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

- i. Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti takeover provisions.
- ii. Changes to capital structure, including increases and decreases of capital and preferred stock issuances.
- iii. Stock option plans and other management compensation issues.
- iv. Social and corporate responsibility issues.
- v. Appointment and Removal of Directors.
- vi. Any other issue that may affect the interest of the shareholders in general and interest of the unitholders in particular.

Applicability

The policy applies to exercise of the voting rights/proxy votes by the schemes of SAMCO Mutual Fund, the AGMs /EGMs /meeting of creditors/preference shareholders of the investee company.

Voting Policy

While voting at the AGM/EGM of the investee company of the schemes, SAMPL generally follows the following guidelines. However, if the relevant facts and circumstances so warrant, the SAMPL may act differently to protect the interest of our unit holders.

- a) The listed Companies are mandatorily required to follow the Code of Corporate Governance prescribed by the Stock Exchanges under the listing agreement. Accordingly, taking into consideration the observance of the code of Corporate Governance and prudent management practices by Investee companies, Ordinary business like approval of Profit and Loss account and Balance sheet, Declaration of dividend, re-appointment of directors, appointment and remuneration of Auditor may

not be objected by SAMPL in the normal course unless otherwise it affects the interest of the unit holders.

- b) Voting at the Extraordinary General Meetings or in respect of items requiring approval by special resolution will be decided after taking into consideration percentage of equity holdings in the Investee Company, materiality and impact of the investment, conflict of interest, protection of shareholders interest etc.

Decision Making

The decision regarding the voting on the resolutions of the Investee companies, i.e whether the SAMPL will vote for or against the resolution or refrain from voting shall be taken by the concerned Fund Manager of the scheme. He needs to note down the reason or rationale for the decision taken by him.

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 SAMPL by casting votes through the e-voting facility provided by NSDL/CDSL/KFin Tech.

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

1. Chief Executive Officer
2. Fund Manager – Equity
3. Compliance Officer
4. Head – Operations

Further, the Chief Executive Officer and / or the Compliance Officer of the Company are authorized 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 SAMCO Mutual Fund, present and exercise the voting at the meeting.

Conflict of interest

Wherever, SAMPL comes to know that there may be potential conflict of interest when it votes on an entity with which it may have some relationship or otherwise, the SAMPL will exercise discretion carefully keeping in mind the best interest of the unit holders. However, if, in the opinion of the Internal Investment Committee, the SAMPL is highly conflicted in any particular resolution, the SAMPL may refrain from voting in such a case.

Review and Control

The Proxy Voting Policy and the actual process of exercising the proxy voting will be reviewed regularly by SAMPL. Any change in the guideline by the Regulator will be incorporated appropriately and duly complied with.

Disclosures

The Voting Rights Policy is accessible on the Fund's website i.e. www.samcomf.com. The requisite reports/certification, as specified in SEBI's Circular SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016, will also be disclosed on the Fund's website and/or in the Annual Report of the Fund.