DSP
FUND MANAGERS
IFSC PRIVATE LIMITED

Stewardship and Voting Policy

DSP Fund Managers IFSC Private Limited

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I. INTRODUCTION

At DSP Fund Managers IFSC Private Limited (the Company), we view stewardship as both a responsibility and a privilege. The Unit holders / Investors of the Schemes and Funds (together referred to as "Schemes") managed by the Company have entrusted us with their assets, and we are dedicated to putting their interests first. This means careful consideration of all relevant financial, operational, strategy, opportunities or risks, environmental, social and governance (ESG) implications throughout the investment process, with the aim of achieving long-term sustainable returns. It also means careful monitoring of investments and constructive engagement to advance investors / unit holder's long-term best interests.

To enhance investor protection and promote robust corporate governance, the IFSCA specifies a Framework on Stewardship Code vide its Circular F. No. IFSCA-AIF/132/2024-Capital Markets dated October 23, 2025. The set of principles, enumerated under the Stewardship Code, are aimed at guiding the regulated entities (Fund Management Entity) undertaking investment activities in IFSC which act as institutional investors, aligning their practices with global standards for long-term value creation.

In line with the aforesaid requirement, the Board of Directors have approved this Stewardship and Voting Policy which sets out the framework and guidelines on discharge of the stewardship responsibilities of the Company in accordance with

II. MEANING AND TERMS

i Fund Manager – means the designated Fund Manager of the respective Scheme who shall be responsible for final decisions with respect to stewardship decisions.

ii Investment Team – shall include Fund Managers, Dealers and Principal Officer of the Company.

iii Conflict of Interest Policy - means the conflict of interest policy as approved by the Board of Directors of the Company.

iv Investee Company – shall include companies in which investments are made by Schemes managed by the Company.

III. ROLES AND RESPONSIBILITIES

The roles and responsibilities are defined as below:

The Investment Team (comprising of Fund Managers and the Principal Officer) shall have effective oversight of the Company's Stewardship and voting activities and shall recommend changes to the Stewardship and Voting Policy to the Board of the Company. The Investment team shall also be responsible 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. The investment team shall also be responsible for identifying situations which may give rise to a conflict of interest. The team may seek guidance from the Board of Directors of the Company in matters pertaining to intervention in investee companies or conflict of interest. The Investment Team shall maintain records in line with this Policy and applicable regulatory requirements. The Principal Officer (PO) is the designated oversight and escalation point of contact for stewardship and voting matters.

The Scope will be as follows:

- To approve investments in associates / group / vendor companies.
- To handle matters with conflicting situations.
- To monitor compliance with IFSCA Framework on stewardship code.

IV. STEWARDSHIP PRINCIPLES

The Company as a Fund Management Entity should shoulder greater responsibility towards its investors / unit holders. Therefore, in an endeavour to safeguard the interests by enhancing monitoring and engagement with investee companies, the Investment Team shall work towards fulfilling the objectives of the below listed principles.

Principle 1 - Discharge of stewardship responsibilities

Monitoring and engagement cover performance, strategy, governance, ESG risks, capital structure and shareholder resolutions. Thresholds for "meaningful" exposure are defined at scheme level. Engagement methods are adapted for global investee companies, with documentation of outreach even where no reciprocation is received.

Principle 2 – Managing conflict of Interest

The Company is an affiliate of a large, diverse financial services firm with many affiliates. This may at times give rise to situations of apparent conflict. The Company has detailed out below process of identifying and managing conflict of interest.

Avoiding conflict of interest: The Investment Team shall undertake reasonable steps to avoid actual or potential conflict of interest situations in line with the Conflict of Interest Policy of the Company. Where a conflict arises, the Investment Team shall: (a) record the rationale behind the investment decision; (b) document any mitigation measures; (c) Principal Officer shall review and decide on the conflict in consultation with the proxy advisor, if any; and (d) if applicable, the investment team shall exercise voting in group/associate/vendor companies in consultation with proxy advisor's advice while documenting the rationale for following or diverging from such advice..

Identifying conflict of interest: While dealing with investee companies, the Company may be faced with a conflict of interest. Given below are a few instances including but not limited to where conflict of interest may arise:

a) The Investee Company is an investor / unit holders of DSP AIFs.
b) The Investee Company is the group / associate / vendor of the Company.
c) Employees of the Company involved in decision making responsibilities may have personal interests in the Investee Company that conflict with their responsibility to act in the best interests of the investors. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with. A conflict of interest may be actual, potential or perceived and may be financial or nonfinancial.

To manage the above conflicts of interest, the Company/Investment Team ensures that

a. Rationale behind an investment decision shall be recorded.
b. The voting in the group / associate / vendor company will be exercise as advised by the Proxy advisor.
c. A conflict of interest in relation to an investee company shall be reported to the Board and get recorded.

Principle 3 – Monitoring of the Investee Company

a) Investment team is responsible for monitoring companies in which the Scheme(s) managed by the Company have invested based on the thresholds / levels decided by the Investment Team.
b) Monitoring will include strategy and business outlook, operational and financial performance, Industry Analysis, management evaluation and corporate governance issues

including remuneration, board structure/diversity, related party transactions, Environmental, Social, Governance (ESG) risks, Shareholder rights, their grievances and key risk areas. Detailed voting positions on governance, capital structure, compensation, CSR/ESG and board matters are set out under Proxy Voting section (points A to E).

c) The monitoring will be based on publicly available information, quarterly results, annual reports, management meetings, and sell side research and industry information.
d) The Company shall inform the investee companies to not share any unpublished price sensitive information which would make the Company 'insider', without a specific prior agreement.
e) The Investment Team can engage through various mechanisms, including direct private communications such as writing letters/email, dialogue with management and meeting with the senior management personnel depending upon the volume and size of investment.
f) Information provided by the investee companies must be safeguarded and insulated.

Principle 4 – Intervention in the Investee Companies and Escalations

Concerns may arise with respect to the Investee Companies from time to time mainly on account of insufficient disclosures, non-compliance to regulations, performance parameters, governance or risk issues, corporate plans/ strategy, corporate social responsibility, environment and social matters.

The Company may intervene on a case-by-case basis if it feels that its intervention is required to protect value of its investment and for discharging its stewardship responsibility.

Possible situations that may demand initiation of intervention, including collaborative engagement, can be as follows:

1. Persistent underperformance relative to peers or benchmarks;
2. Poor Performance of an investee companies;
3. Related party transactions related to royalty or loans to sister concerns;
4. Concerns around corporate governance related to improper excessive Director/Executive remuneration in relation to annual profits or overall financial performance;
5. Inequitable treatment of shareholders especially in Mergers and Acquisitions (M&A);
6. Failure of investee company to adequately respond to material issues raised;
7. Any breach or potential breach of legal or regulatory obligations;
8. Decisions that could affect minority shareholder value.

The mode of intervention may be chosen depending on the materiality of the issue and investor's level of investment/ influence.

All interventions and escalation actions shall be documented and disclosed with details of engagement, concerns raised, responses received, and decisions taken subject to confidentiality and regulatory norms

The company will implement following set of broad steps for intervention, however depending on seriousness of the issue some of these can be expedited to timely protect the interest of unitholders / investors of Schemes managed by the Company.

Step 1: Interaction

In such instances, the Company will seek to engage with the investee company's management to discuss the concerns and apprehensions and actions to mitigate the concerns. The interactions must be held with the company personnel authorized and empowered to act on the areas of concerns.

Step 2: Reiteration

If there is no response from the management or there is any lack of follow-up action as promised despite the passage of a reasonable period of time, the Company may re-engage with the management to reiterate the conclusions or the plans of action decided at the prior meetings. A time bound plan to rectify or re-align the business practices or actions should be discussed and agreed upon.

Step 3: Escalation

In case there is no progress despite the first two steps and if it is a serious concerns, the matter will be discussed with Board of the Company for further escalation to the Board of Directors of the investee company. If the Board of the Company decides to escalate, the communication to the Board of the investee company should elaborate on the concerns, the past requests for engagement with the management of the company, the past discussions and the agreed course of actions.

Step 4: Reporting to Regulators/Authorities

Only in exceptional cases, where the concerns relate to matters of public interest or public laws, if there is no response or no action taken by an investee company despite the escalations as mentioned earlier, the Board of the Company basis recommendation of investment team may decide to report to the relevant regulator, authority or any Government body as may be required.

In case the Company’s intervention is not successful (either fully or partially), it will not automatically result in the Company being required to exit its investment in the Investee Company. The investment team will take a decision based on then existing environment and expectations.

Principle 5 – Voting and disclosure of voting activity

The Investment team may decide to vote (for or against) from voting on proposals of the investee companies taking into account the possible implications of the voting and decisions shall be taken in the best interest of investors / unitholders.

1) **Mechanism for Voting:**

Since the introduction of voting through electronic means, the Company casts its votes on the voting platforms offered by Central Depository Services Limited (CDSL), National Securities Depository Limited (NDSL), KFin Technologies Private Limited (KFin), Link Intime India Private Limited (Link Intime), Broadridge Financial Solutions, Institutional Shareholders Services Inc. (ISS proxy exchange) and other service providers. In cases where e-voting is not possible or not mandated, the Company endeavours to exercise its vote at such meetings through a proxy appointed in accordance with Companies Act, 2013. Further, even after a vote has been cast through the electronic means/otherwise, the fund managers may attend the general meetings of the investee companies, to pose questions to the management of the Investee Company pertaining to various matters.

Where voting rights are exercisable in respect of investee companies, the Fund Manager shall, where practicable, obtain non-binding voting advice from DSP Asset Managers Private Limited (DSPAM) or designated proxy-advisors or third party research firm to receive analysis and recommendations on the shareholder meetings of the companies prior to casting votes on shareholder resolutions. Such advice shall be advisory only and the Fund Manager retains final decision-making authority and responsibility to act in the best interests of the Scheme's investors. The receipt of advice and the Fund Manager's final voting decision and rationale shall be recorded and retained in accordance with the recordkeeping provisions of this Policy.

The Fund Manager should ensure that the Company/Fund shall vote to all investee companies where voting rights are available.

2) **Voting Disclosure**

The Fund Manager shall maintain detailed records of votes cast, abstentions, and justifications, and shall retain these records for a minimum of seven years or for such longer period as required by applicable law.

The Fund shall disclose its voting on half yearly basis for the shareholders meeting/postal ballot at which the voting took place. The disclosure shall contain details as to whether the voting was For, Against or Abstained. Disclosure shall happen through the website of the Investment Manager and through Annual Investor Communication.

3) PROXY VOTING

A Fund's proxy voting approach is guided by the headings below. For each resolution, the Fund Manager will apply the Decision Criteria, document the rationale, and follow the Escalation and Conflict Resolution process where required.

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

M&As will be subject to careful review by the Fund Manager to determine whether they would be beneficial to shareholders. The Company will analyse various economic and strategic factors in making the final decision on a merger or acquisition resolution. Corporate restructuring proposals are also subject to a thorough examination on a case-by-case basis.

b) Capital Structure

These proposals relate to various requests, principally from management, for approval of amendments that would alter the capital structure of the Company, such as an increase in authorized shares. As a general matter, the Company will support requests that it believes enhance the rights of common shareholders and oppose requests that appear to the unreasonably dilutive.

c) Compensation and Benefits

We generally support proposals for employee equity compensation plans and other employee ownership plans provided our research does not indicate that approval of the plan would be against shareholder interest. These proposals concern those issues submitted to shareholders related to management compensation and employee benefits. As a general matter, we favor disclosure of a Company's compensation and benefit policies and oppose excessive compensation but believe that compensation matters are normally best determined by a corporation's Board of Directors, rather than shareholders. Proposals to "micro-manage" a Company's compensation practices or to set arbitrary restrictions on compensation or benefits should therefore generally not be supported.

d) Social and Corporate Social Responsibilities

These are shareholder proposals addressing either corporate social and environmental policies or requesting specific reporting on these issues. We generally do not support proposals on social issues that lack a demonstrable economic benefit to the issuer and the Fund investing in such issuer. The Company seeks to make proxy voting decisions in the manner most likely to protect and promote the long term economic value of the securities held in the scheme's accounts. We intend to support economically advantageous corporate practices while leaving direct oversight of the Company management and strategy to the Board of Directors. We seek to avoid micromanagement of Companies, as we believe that the Company's Board of Directors is best positioned to represent shareholders and oversee management on shareholders behalf. Issues of corporate social and environmental responsibility are evaluated on a case –by –case basis within the framework.

e) Board of Directors

The Company generally supports the Board's nominees in the election of Directors and generally supports proposals that strengthen the independence of the Board of Directors. As a general matter, we believe that a Company's Board of Directors (rather than shareholders) is most likely to have access to important, non-public information regarding a Company's business and prospectus, and is therefore best-positioned to set corporate policy and oversee management. We therefore believe that the foundation of good corporate governance is the selection of responsible, qualified, independent corporate Directors who are likely to diligently represent the interest of the shareholders and oversee management of the corporation in the manner that will seek to maximize shareholder value over time. In individual cases, consideration may be given to a Director nominee's history of representing shareholder interests as a Director of the company issuing the proxy or other companies, or other factors to the extent deemed relevant by the Committee.

f) Other issues

i Auditors: These proposals concern those issues submitted to shareholders related to the selection of the auditors. As a general matter, we believe that corporate auditors have a responsibility to represent the interest of shareholders and provide an independent view on the propriety of financial reporting decisions of corporate management. While we will generally agree to a corporation's choice of auditor, in individual cases, consideration may be given to an auditors' history of representing shareholder interests as auditor of the Company issuing the proxy or other Companies, to the extent deemed relevant by the Committee.

ii Corporate Charter and By-Laws: These proposals relate to various requests for approval of amendments to a corporation's charter or by-laws. We generally vote against antitakeover proposals and proposals that would create additional barriers and costs to corporate transactions that are likely to deliver premiums to shareholders.

4) **PROXY ADVISORY**: The Company may use its discretion to avail the services of Proxy Advisor(s), research analyst, etc. to arrive at a suitable decision for voting. The fund managers shall, subject to the Stewardship and Voting Policy, use their discretion whether to rely and/or act on the suggestions/recommendations given by such Proxy Advisor(s).

Principle 6: COLLABORATION WITH OTHER INVESTORS

To enhance effectiveness of stewardship activities, the Company as investors, may collaborate with other entities to promote better corporate governance and long-term value creation.
Please find the following guiding principles for collaborative actions:

a. Consider collaborative action when it is likely to have a greater impact than acting alone and amplify the voice of the stakeholders;

b. The collaboration shall be constructive, non-confrontational, voluntary and transparent, respectful of legal boundaries;
c. All collaborative activities may be appropriately evaluated and documented;

The mode of collaboration includes the direct private communications such as writing email, dialogue and meeting with other investors or any association. However, the modes of collaboration depends on criticality of the matter, number of shareholders involved and effectively use associations and stewardship platforms.

Principle 7: Disclosure and Reporting of Stewardship

On annual basis, the Company will disclose to the stakeholders all the activities undertaken by the investment team, as mandated by the Policy, in regard to implementing the Stewardship and Voting Policy and discharging its responsibilities. The Company will also send the report to investors / unitholders on annual basis.

Any deviation from the policy should be immediately notified to the investors explaining the rationale and the necessity.

V. POLICY REVIEW

The policy shall be reviewed by Board of Directors on periodic basis and necessary changes, regulatory or otherwise, shall be carried out and updated in the said policy and shall be recommended to Board to Directors for their approval.

Sr. No.	Version	Effective Date of Policy	Summary of Changes	Approver
1	1.0	January 12, 2026	New Policy	Board of Directors