

Sundaram Alternate Assets Limited Voting Policy

The Securities and Exchange Board of India vide its circular CIR/CFD/CMD1/168/2019 dated December 24, 2019, mandated all categories of AIF to have a clear policy on voting and disclosure of voting activity.

Sundaram Alternate Assets Limited (hereinafter referred to as “SA”) has adopted the Sundaram Finance Group’s corporate core values stressing ethical business practices with transparency and accountability, dedicated investor service and prudent efficient policies since inception. As an Investment Manager to various schemes of Sundaram Alternative Investment Trust, the SA believes in creating and protecting investment of our investors. The Voting Policy enable SA to participate and vote at the general meetings of the investee companies in whose securities the schemes of the Sundaram Alternative Investment Trust have invested.

Policy on Exercising Voting Rights

1. **Applicability:** The policy applies to exercise of the voting rights / proxy votes by the schemes of Sundaram Alternative Investment Trust, in the AGMs / EGMs / meeting of creditors / preference shareholders of the investee company.
2. **Voting Policy:** While voting at the AGM/EGM of the investee company by the schemes, the SA generally follows the following guidelines. However, if the relevant facts and circumstances so warrant, the SA may act differently to protect the interest of our unit holders.
 - i. The listed companies are mandatorily required to follow the Code of Corporate Governance prescribed by the Stock Exchanges under the listing regulations. 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 statutory auditors / cost auditors may not be objected by the SA in the normal course unless otherwise it affects the interest of the unit holders.
 - ii. Voting at the Extraordinary General Meetings or in respect of items requiring approval by special resolution on the following matters 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.

- a. Merger, demerger, acquisition, hiving off division, takeover and other corporate restructuring;
 - b. Expansion, diversification, incorporation of subsidiary;
 - c. Preferred stock issue, capital structure, stock option plan;
 - d. Unusual high payments of royalty, compensation, etc.;
 - e. Corporate Social Responsibility matters; and
 - f. Such other matters that may affect the investors' interest.
- iii. Depending on the nature of the agenda, the SA after consulting the fund manager/s and the Board of Directors, where necessary, may vote against the disapproved agenda to protect interest of unit holders.
3. **Abstain from voting:** Taking into consideration, the nature and importance of the items contained in the agendas, SA may not attend the meetings in case it is not materially affecting the investors' interest or any other reasons.
4. **Conflict of interest:** Wherever SA 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, SA will exercise discretion carefully keeping in mind the best interest of the unit holders.
5. **Process:** Before exercising the voting, investment team will review the Annual Reports and the Notice of the meeting and issue suitable mandate for attending/voting at the meetings.

The Executives and Officers for the SA are authorised to attend and vote at the meetings of the investee companies.

6. **Disclosure:** The information on voting exercised by the SA will be disclosed on www.sundaramalternates.com.
7. **Review:** The policy has been approved by the Board of Directors of the SA and will be reviewed periodically based on the change in regulation and other factors.