

Voting Policy

Introduction

C & S Investment Managers Private Limited (CSIM) is an Investment Manager to the SEBI registered Category III Alternative Investment Fund, CSIM India AIF. In this respect, CSIM has an obligation to act in the best interest of clients while managing the AIF funds as an Investment Manager. This responsibility includes exercising the voting rights attached to securities held while managing the investments of the fund in capacity of an Investment Manager.

This Policy contains the principles that form the basis of all votes. CSIM believes that these principles are essential to ensure the long-term performance of funds managed by CSIM.

CSIM will manage voting rights with the same level of care and skill as it manages the funds.

Voting Policy

1. For ensuring better corporate governance of listed companies, CSIM shall endeavor to vote on all resolutions which may affect its Fund's clients' interest, either by postal ballot or through attendance or e-voting.
2. CSIM shall not give proxy to brokers, for voting on its behalf.
3. CSIM shall be represented by the concerned Key Investment Team or concerned analyst tracking the stock or such personnel as may be authorized by Key Investment Team.
4. The decision regarding the voting on the resolution, i.e. whether the Investment Manager will vote for or against the resolution proposed by the Company/Issuer, will be taken by Key Investment Team.
5. The actual exercise of the proxy votes in the AGMs/EGMs of the investee companies will cover 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 clients in particular.
6. Whenever there is a change in Auditors, Independent Directors, Key Management personnel of the investee companies, CSIM shall be vigilant and make more enquiries, including asking the Company/ Issuer to provide reasons for the same.
7. Any Corporate Governance Issues requiring support from other shareholders may be discussed with them by CSIM.
8. Key Investment Team will note the action taken in respect of Voting in its meetings.
9. CSIM shall exercise voting in the exclusive interest of the clients. Appropriate controls and mechanisms shall be in place to manage conflict of interest, that may arise.
10. Information on AGM / EGM – the details of AGM / EGM including the proposals shall be provided by Custodian to Key Investment Team for necessary action. Records shall be maintained in the format as provided in Annexure I.

Annexure I

Company Name	Date	Type of meeting (AGM / EGM)	Proposal (resolution details)	Reasons for the proposal (explanatory statement)	Client holding (aggregate) percentage to paid up capital of the company	Key Investment Team person Name	Vote (for / against /abstain)	Reason for Voting (for / against / abstain)	Action taken (Yes / No) Attach supporting documents