

POLICY ON VOTING AND DISCLOSURE OF VOTING RIGHTS

DICKEY ALTERNATIVE INVESTMENT TRUST

1. BACKGROUND:

The Securities and Exchange Board of India (“SEBI”) vide its circular dated August 27, 2013, inter alia, requires all intermediaries to frame an internal policy on voting and disclosure of voting rights to protect and enhance the wealth of the clients/ beneficiaries and to improve governance of the investee companies. Further, SEBI vide its circular no. CIR/CFD/CMD1/168/2019 dated December 24, 2019, has mandated all the Alternative Investment Funds to follow the Stewardship Code (“Code”), as prescribed in Annexure A of SEBI Circular, in relation to its investments in listed equities. As per Principle 5 of the Code, an institutional investor should have a clear policy on how they manage conflict of interest in fulfilling their stewardship responsibilities and publicly disclose it.

2. SCOPE:

To protect and enhance wealth of the clients/ beneficiaries and to improve governance of the investee companies, it is critical that the institutional investors take their own voting decisions in the investee company after in-depth analysis rather than blindly supporting the management decisions. As an investment manager, Dickey Asset Management Private Limited (“DAMPL” or “Company”) has a fiduciary responsibility to act in the best interest of the investors 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 investor.

DAMPL will manage voting rights with the same level of care and skill as it manages various schemes of the fund. In general, DAMPL does not have the intention to participate directly or indirectly in the management of the companies, but it will use its influence as the representative of the shareholders amongst others by exercising its voting rights in accordance with the best interests of its investor.

3. VOTING MATTERS:

Matters generally coming up for voting:

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

- (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) Appointment, remuneration, retirement and removal of Directors;
- (d) Stock option plans and Other Management Compensation issues;
- (e) Changes to the Memorandum and Article of Association of the Company;
- (f) Social and corporate responsibility issues;
- (g) Appointment and remuneration of Statutory Auditors;
- (h) Transactions with Related Party(ies);
- (i) Other Corporate Governance matters; and
- (j) Other issues affecting the interest of the shareholders and investors of the Fund in particular.

Philosophy of Voting Policy

Voting Right means, the right of a shareholder to vote on matters of corporate policy and other resolutions. The exercise of voting rights will require regular monitoring of financial performance, corporate governance matters, industry performance and subsequent consideration of the potential impact of a vote on the value of the securities of the issuer held by the schemes of the Fund. In order to discharge its obligations under this policy, the Company will access and utilize research on management performance and corporate governance issues of the Investee Company(ies), drawn either from its in-house Fund Management team or from independent consultants/firms amongst others.

The schemes are entitled to exercise the voting rights attached to the shares of the Investee Company(ies). The shareholders do not necessarily need to be physically present at the site of the Investee company's annual general meeting / extra-ordinary general meeting in order to exercise their right to vote. It is common for shareholders to voice their vote through an e-voting system provided by entities such as NSDL, CSDL, etc. or by appointing a proxy.

In cases where investments are in group companies of the Company or where the Investee Companies have substantial investments in the schemes of the Fund, DAMPL shall specifically review all voting proposals, routine as well as non-routine and take decisions with respect to voting on such proposals in the best interest of the unit holders. DAMPL may also decide to abstain from such voting, if it deems fit to do so in the best interest of the unit holders or if there is a conflict of interest.

Fund assets will only be voted in the exclusive interest of the investor, without taking into consideration the interest of the businesses of group companies. The strict separation of the Company's asset management activities from other activities within the group prevents access of the Company to insider and unpublished price sensitive information for which use and/or disclosure of such information could generate conflicts of interest. As a result, group companies inter se may cast different votes on a voting issue.

The Company supports resolutions that promote the functioning of boards in the best interests of the shareholders, resolutions that change the state of incorporation, merger etc. which are in the shareholder's interest. Issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, would be addressed on a case-by-case basis with a focus on the potential impact of the vote on shareholder value. The Company reserves the right to

vote against any resolution that goes against the interest of its investors. The Company in such other matters may decide to abstain from voting if it has insufficient information or there is conflict of interest or the Company does not have a clear stance on the proposal.

The decision regarding voting for a particular resolution, i.e. whether the Company will vote for/against or abstain, will be essentially taken by the fund managers of the respective schemes. The Investment Committee will be consulted, if need be.

The fund manager may also seek the analysis and recommendations of a research firm or a proxy voting advisory service agencies to aid such decision(s) and also to assist in exercising of votes.

Voting Procedure:

The decision of the respective fund managers on voting for shareholders resolution(s) to be passed at the general meeting or through postal ballot of the investee company/ies, shall be executed by the Company by casting votes through the e-voting facility provided by NSDL/CDSL by physically attending the meeting or voting through proxy.

However, in case the e-voting facility is not offered by any Investee Company or the Company is not in a position to cast its vote through e-voting, any of the following personnel/representatives of the Company or an externally authorised agency such as a custodian would be delegated the responsibility for exercising the physical votes by:

1. Chief Investment Officer (CIO)
2. Head - Equities
3. Fund Manager (s)
4. Research Analysts
5. Head – Compliance & Risk
6. Head-Operations
7. Company Secretary
8. Head – Research/ Research Analyst(s)
9. Representative of an externally authorized agency such as the Custodian

Quorum

Minimum 3 members.

For the purposes of quorum, the presence may either be in person or via teleconference or video conference.

Members and personnel from various departments may be asked to participate when considered necessary.

The above committee composition, quorum, and chairpersons would be subject to approval and revision by the board of directors from time to time.

A report on votes exercised by the Company and the rationale recorded for each voting decision will be placed before the Board of Directors of the Company and Trustee from time to time to review that the Company has voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate.

Although the Company will generally vote in accordance with the Policy, there may be circumstances where the Company may believe it is in the best interests of the Company to vote differently than in the manner contemplated by the guidelines. Hence, DAMPL may deviate from these guidelines which it determines that the deviation is necessary to protect the interests of the unit holders. The ultimate decision as to the manner in which the DAMPL's representatives / proxies will vote rests with the Company.

The Company may take the help of a proxy voting advisory services for providing recommendations in order to assist the CIO/Fund Managers in the decision-making process:

The Company will make the following disclosure to investors in respect of voting exercised by it:

- (a) Details of actual voting for every proposed resolution in investee companies i.e. For, Against or Abstain
- (b) Rationale for voting

DAMPL will be required to cast votes compulsorily in respect of 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 unit holders in particular.

4. PREVENTION OF CONFLICTS OF INTERESTS IN EXERCISING OF VOTING RIGHTS

DAMPL, as an institutional investor, shall actively exercise its voting rights to fulfil its governance responsibilities. While exercising such rights, the DAMPL will not compromise its duty of care to its investors and will comply with the principles in a consistent manner which prioritizes the best interests of unitholders. However, DAMPL recognizes the possibility that

independence in exercising voting rights may be hampered or conflicts of interests may arise between interested parties, due to its ownership structure, transaction, or contractual relations.

The primary examples of situations where conflicts of interests may arise in exercising voting rights are as below.

- Exercising votes in shareholder meetings of companies (and their subsidiaries) wherein DAMPL has actual or potential business relationships with.
- Exercising votes in companies in which high level executives and largest shareholders (including related parties) are acting as a director or shareholder.

In connection herewith, the Company will exercise adequate safeguards to address any conflicts of interest with regard to any individual investments made by the schemes of the Fund. This may imply that the Company may decide to refrain from exercising its voting rights if considered appropriate. The Company 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 of the Fund.

5. MANNER OF DISCLOSURE:

- (a) Disclosed in the Annual Report of the Schemes
- (b) Quarterly disclosure on the Company's website