

Voting Policy



OLD BRIDGE
ASSET MANAGEMENT

Old Bridge Asset Management Private Limited (OBAMPL) has a fiduciary responsibility to act in the best interests of the unit holders of the Old Bridge Mutual Fund (“the Fund”). This includes exercising voting rights with respect to the securities in which the Fund has invested (“Investee Company”), either in general meetings of the Investee Company or through postal ballots, in the best interests of the unit holders. In line with the Securities and Exchange Board of India Circulars no. SEBI/IMD/CIRNo18/198647/2010 dated March 15, 2010, CIR/IMD/DF/05/2014 dated March 24, 2014, SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016, CIR/CFD/CMD1/168/2019 dated December 24, 2019 and SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 05, 2021, OBAMPL has outlined this Voting Policy to ensure that the votes cast by Mutual Funds are in accordance with the specified guidelines.

All its schemes, including passive investment schemes such as Index Funds and Exchange Traded Funds, which are offered by Old Bridge Mutual Funds, must cast votes compulsorily regarding the following:

- a) Matters mentioned at Para no.4(iii) of SEBI Circular SEBI/IMD/CIR No 18/ 198647 /2010 dated March 15, 2010, i.e.,
 - 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.
- b) Related party transactions of the investee companies (excluding own group companies). For this purpose, “Related Party Transactions” shall have the same meaning as assigned to them in clause (zc) of Sub-Regulation (1) of Regulation (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

[“related party transaction” means a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract: Provided that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange(s)]

Applicability

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

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While voting at the AGM/EGM of the investee company of the schemes, OBAMPL generally follows the following guidelines. However, if the relevant facts and circumstances so warrant, the OBAMPL 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 OBAMPL 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 OBAMPL will vote for or against the resolution or refrain from voting shall be taken by the concerned Fund Manager of the scheme. Fund Manager needs to note down the reason or rationale for the decision taken.

The vote shall be cast at Old Bridge Mutual Fund Level. However, in case Fund Manager/(s) of any specific scheme has strong view against the views of Fund Manager/(s) of the other schemes, the voting at scheme level shall be allowed subject to recording of detailed rationale for the same.

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 OBAMPL by casting votes through the e-voting facility provided by NSDL/CDSL/KFin Tech/Any other entity.

However, in case the e-voting facility is not offered by any Investee Company or OBAMPL is not in a position to cast its vote through e-voting, any of the following personnel/representatives of the OBAMPL 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 Old Bridge Mutual Fund, present and exercise the voting at the meeting.

Conflict of interest

If OBAMPL determines that a potential conflict of interest could arise when voting on an entity with which it has a relationship, it will exercise careful discretion and act in the best interest of unit holders. In the event that Internal Investment Committee believes the OBAMPL is highly conflicted in relation to a resolution, it may choose not to cast a vote.

Reporting

Fund Managers/Decision makers shall submit a declaration on quarterly basis to the Trustees that the votes cast by them have not been influenced by any factor other than the best interest of the unit holders. Further, Trustees in their Half Yearly Trustee Report to SEBI, shall confirm the same.

Review and Control

OBAMPL will routinely audit the Proxy Voting Policy and the associated procedure for executing proxy voting. All revisions required by the Regulator will be implemented and strictly adhered to.

Disclosures

The Voting Rights Policy is accessible on the Fund's website i.e., www.oldbridgeamc.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.

AMCs shall be required to make disclosure of votes cast on their website (in machine readable spreadsheet format) on a quarterly basis, within 10 working days from the end of the quarter as per the format specified in circular SEBI/HO/IMD/DF4/ CIR/P/2021/024 dated March 04, 2021.