SAMCO Mutual Fund

Voting Policy

Applicable to SAMCO Asset Management Private Limited ("SAMPL")

June 2026

Version 1.6

Version Control

Version	Date	Reason for change
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1.2	29-12-2022	Incorporated minor and factual changes
1.3	22-12-2023	Incorporated minor and factual changes
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Review and Approval

Date	Name
13-07-2020	Drafted by Mr.Paras Matalia, Fund Manager - Equity and approved by the Board of Directors of Samco Asset Management Private Limited and Samco Trustee Private Limited
29-12-2022	Reviewed by Mr.Paras Matalia, Fund Manager - Equity and approved by the Board of Directors of Samco Asset Management Private Limited and Samco Trustee Private Limited
22-12-2023	Reviewed by Mr.Paras Matalia, Fund Manager - Equity and approved by the Board of Directors of Samco Asset Management Private Limited and Samco Trustee Private Limited
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23-12-2025	Reviewed by Mrs. Nirali Bhansali, Fund Manager - Equity and approved by the Board of Directors of Samco Asset Management Private Limited and Samco Trustee Private Limited
29-06-2026	Reviewed by Mrs. Nirali Bhansali, Fund Manager - Equity and approved by the Board of Directors of Samco Asset Management Private Limited and Samco Trustee Private Limited

VOTING POLICY

Introduction

SAMCO Asset Management Private Limited (SAMPL) is the Investment Manager to SAMCO Mutual Fund ("the Fund"). As an Investment Manager, it has a fiduciary responsibility to act in the best interest of the unit holders 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 unit holders. In accordance with the SEBI Master Circular no. HO/24/13/11(1)2026-IMD-POD-1/I/7602/2026 dated March 20, 2026, SAMPL has set out this Voting Policy.

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

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.

Applicability

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

Voting Policy

While voting at the AGM/EGM of the investee company of the schemes, SAMPL generally follows the following guidelines. However, if the relevant facts and circumstances so warrant, the SAMPL 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 SAMPL 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.

Voting Guidelines

The list of corporate matters for which voting rights may be required to be exercised is very wide.

However, some of the matters are critical for the investors and may impact the value of the investment in the long run. Broadly,

i. The AMC supports resolutions that change the state of incorporation, merger and other corporate restructuring etc. which are in the interest of the shareholder (respective schemes of Samco Mutual Fund).

ii. The changes to the capital structure proposed by the company management, which the AMC believes to be in the long term interest of the company and the shareholders shall be supported and the AMC shall oppose such requests as are appearing to be unreasonably dilutive.

iii. The AMC shall support proposals for employee equity compensation plans and other employee ownership plans including management compensation and employee benefits provided the same are perceived by the AMC to be in the long term interest of the company and shall enhance shareholders value. The AMC shall oppose overly generous stock options which could dilute existing shareholders value and also employee compensation perceived to be excessive.

iv. The AMC shall evaluate issues relating to social and corporate responsibilities and may support matters which are believed to have significant socio-economic benefits but are not at a cost to the shareholders value.

v. The AMC shall support the Board's nominees in the election of Directors and generally support proposals that strengthen the independence of the Board of Directors. The AMC believes that the foundation for 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 the management of the company in a manner that will seek to maximise shareholder value over time.

vi. Other proposals submitted to shareholders related to selection of the auditors, amendments to the company's charter or by-laws and 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 AMC reserves the right to vote against any resolution that goes against the interest of its unit holders.

vii. The AMC shall evaluate the Related Party Transactions of the investee companies (excluding own group companies) and shall decide on a case-to-case basis whether to vote for or against such resolutions in the best interest of its unit holders. For this purpose, "Related Party Transactions" shall have 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.

For all remaining resolutions which are not covered in sub-point (i) to (vii) herein above, the AMC shall compulsorily cast its votes with effect from April 01, 2022.

In case Mutual Funds has no economic interest on the day of voting, it may be exempted from compulsorily casting of votes eg. the Schemes of the Samco MF held the securities as on the record date, but these have been sold prior to the date of the meeting.

The vote shall be casted at 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, then the voting shall be done at scheme level and the detailed rationale supporting their voting decisions shall be recorded.

Decision Making

The decision regarding the voting on the resolutions of the Investee companies, i.e whether the AMC will vote for or against the resolution or refrain from voting shall be taken by research analysts/ fund managers/Chief Investment Officer (CIO). From time to time, the AMC can avail/engage professional Proxy Voting advisory firms to obtain research and voting recommendations on resolutions proposed by investee companies. The AMC shall not be bound by the recommendations and shall act at its discretion keeping unit holders interest paramount.

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 SAMPL by casting votes through the e-voting facility provided by Central Depository Services Limited (CDSL), National Securities Depository Limited (NDSL), KFin Technologies Limited (KFin), Link Intime India Private Limited (Link Intime) and other service providers.

In cases where e-voting is not possible or not mandated, AMC 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 CIO/ 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.

Delegation of Authority:

The following personnel/ representatives of the SAMPL would be delegated the responsibility for exercising the voting rights:

1. Chief Executive Officer
2. Chief Investment Officer
3. Fund Manager – Equity
4. Head – Research/ Research Analyst(s)
5. Compliance Officer
6. Head – Operations
7. Any other representative thought fit, depending on the matter on which vote is to be exercised.

8. Representative of an externally authorized agency such as the Custodian

Conflict of interest

Wherever, SAMPL 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, the SAMPL will exercise discretion carefully keeping in mind the best interest of the unit holders. However, if, in the opinion of the Internal Investment Committee, the SAMPL is highly conflicted in any particular resolution, the SAMPL may refrain from voting in such a case.

Review and Control

The Investment Committee of the AMC shall review the voting rights exercised by the AMC periodically. 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.

Exceptional circumstances:

There may be circumstances where the AMC believes it is in the best interests of a Fund to vote differently than in the manner contemplated by the Guidelines. The ultimate decision as to the manner in which the AMC's representatives / proxies will vote rests with the AMC.

Disclosures

This Policy shall be put up on the Mutual Fund's website: www.samcomf.com

The following periodical disclosures shall be made available on the aforesaid website:

a. Voting exercised and abstained along with the rationale on the quarterly basis within 10 (ten) working days from the end quarter in the format prescribed by SEBI, as amended from time to time. Additionally, a summary of the voting exercised across all the investee companies and its break-up in terms of number of votes cast in favour, against or abstained from shall be updated.

b. Voting exercised and abstained along with the rationale on an annual basis in the format prescribed by SEBI, as amended from time to time.

c. Certification from Scrutinizer on the AMC's voting reports.

d. 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.

e. Trustees in their Half Yearly Trustee Report shall confirm the same to SEBI.

Review

The policy shall be placed before the Board of Directors of AMC and Trustees for their review on an annual basis.