

IDBI ASSET MANAGEMENT LIMITED



# VOTING POLICY

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## VOTING POLICY

### IDBI Asset Management Limited

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Note:	This Policy is prepared keeping in mind the Corporate Governance practices in the Company and as per extant SEBI (MF) Regulations. The manual will be reviewed and updated every financial year.

## **Voting Policy of IDBI AMC**

### **Introduction:**

IDBI Asset Management Limited (IDBI AMC), Investment Manager to IDBI Mutual Fund (“the Mutual Fund”) shall while managing the schemes be obligated to act in the best interest of the unit holders and shall participate in meetings and exercise voting rights responsibly as a representative of Unit holders in the companies wherein the scheme(s) have invested, either by way of postal ballot or through e-voting or through physical attendance. The AMC shall, as a matter of Principle, not authorize proxy to brokers, for voting on AMCs behalf.

The extant policy was approved by the Board of IDBI MF Trustee Company on 12<sup>th</sup> September 2012. The policy was updated pursuant to SEBI circular dated 24<sup>th</sup> March 2014, Companies Act, 2013 and amended Listing agreement. This document provides general guideline and procedures for IDBI AMC to exercise voting rights in respect of securities held by IDBI Mutual Fund in the investee companies which includes its Group/associate Companies.

Our unit holders are the beneficiaries of the trust property and therefore the votes cast by IDBI AMC, will be on their behalf and for the common good of the unit holders.

The principles and positions reflected in AMC's Voting Policy are designed to guide the AMC in its proxy votes/ e voting only. The Investment Team base their determinations of whether to invest in a particular company on a variety of factors, and while corporate governance may be one such factor, it may not be the only consideration.

### **Voting Policy:**

#### **General:**

The Company follows the practice of investing in companies which has strong fundamentals and sound corporate governance practice. Our approach to attending the AGM, EGM or voting though Postal Ballot or casting vote electronically generally depends on the implications of the business to the interest of the unit holders.

Our Schemes do not propose to invest in the equity shares of unlisted companies.

The voting decision(s) with respect to proposals made by Companies, in which the Scheme/s have investments, shall ordinarily be made in favour, if it is in compliance with the provisions of the Companies Act, 2013 (including rules, regulations, guidelines and clarifications, notifications, amendments etc thereof), SEBI rules, regulations etc., latest judgments of courts & landmark judgments of Supreme

Court), RBI regulations, and other Statutory requirements to the extent applicable and Listing Agreement and which is in the interest of the unit holders. However, the proposals shall be evaluated on case to case basis before arriving at a final voting decision.

We may decide to vote against the resolution, if we believe that voting for such resolution will affect the value of security of such companies and which may cause devaluation to the assets of the unit holders.

As a matter of policy, while evaluating the proposals of the Company, IDBI AMC shall also check for and take into consideration matters including but not limited any prosecutions/penalties levied on the Company, notices received by the Company from Statutory Authorities CDR references, BIFR while arriving at a voting decision.

The policy covers aspects including but not limited to, proposals generally sought by Companies for approval. Any area not covered herein shall be evaluated on a case to case basis by the AMC with the objective at all times to protect the interest of the unitholders.

**Guidelines:**

Following guidelines have been developed to ensure consistency with the standards applied to our Funds' portfolios and our overall stock selection process.

- 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 increase and decrease in capital and preferred stock issuances.
- c. Stock option plans and other management compensation issues;
- d. Social and corporate responsibility issues.
- e. Appointment, re-appointment and Removal of Directors.
- f. Resolutions by companies in whose bonds/Debentures IDBI MF has investment
- g. Any other issue that may affect the interest of the shareholders in general and interest of the unit-holders in particular.

- a. **Corporate Governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti takeover provisions**

**1. Financials**

As a matter of policy we favor true and fair representation of financials keeping in view the regulatory/statutory prescriptions applicable to the Company.

Parameters such as high promoter shareholding, company's profitability, default in repayment of loans, operating cash flows etc shall also be looked into. The

Company shall also look into the observations, if any made by the Statutory Auditors, Secretarial Auditors, Cost Auditors etc in their respective reports while arriving at a voting decision on case to case basis.

IDBI AMC shall as a matter of policy generally vote in favour of proposed dividend payout.

## **2. Mergers, Amalgamations and other arrangements**

Proposals pertaining to mergers and acquisitions shall be subject to careful review by the AMC to determine whether they are value accreting to shareholders/unit holders. Various economic and strategic factors shall be considered in making the final decision on a merger or acquisition which shall include basis of valuation, mode of consideration, scheme details, rational, impact on financials, benefits to promoters, legal and tax implications, impact on minority shareholders (exit option), post merger shareholding pattern etc. Corporate restructuring proposals are also subject to a thorough examination on a case by- case basis.

Any resolution moved by shareholders demanding the company to present a report on the impact a merger or acquisition has on employment levels, director and executive compensation, philanthropic commitment, and company products will be supported by the AMC.

IDBI AMC will not act as a party to any group effort directed at taking over the controlling interest in any company.

IDBI AMC will oppose any plans by companies to allot shares to any party in contravention to the SEBI (Acquisition of Shares & Takeover) Regulations, 1997, as amended/re enacted from time to time.

## **3. Amendments in Memorandum of Association, Articles of Association**

IDBI AMC shall generally support amendments in Articles of Association, Memorandum of Association for the purpose of aligning with the Companies Act 2013.

IDBI AMC shall evaluate the proposals and decide its voting approach on a case to case basis in the following areas

1. Change in objects clause
2. Change in registered office from one place to another including state
3. Change in place of maintaining the statutory registers, returns and copies thereof at a place other than the registered office of the Company.
4. Amendment in articles otherwise than alignment with Companies Act, 2013.

b. **Changes in Capital Structure including increases and decreases of capital and preferred stock issuances.**

We believe that a listed company should have adequate participation from public at any point of time. We will generally support companies having diversified shareholding. We will cast our vote judiciously in matters related to reduction in share capital, splitting of shares by reducing the face value of shares etc.

IDBI AMC shall evaluate the proposals and decide its voting on a case to case basis in the following areas

- 1) Public issues for all permitted instruments
- 2) Preferential issue/QIPs/Private Placement for all permitted instruments.
- 3) Proposals for convertible securities
- 4) Proposals for reduction in share capital, subdivision, consolidation, splits etc
- 5) Issue of bonus issues.
- 6) Proposals for Buy back,
- 7) Increase in Investor Investment Limits under Portfolio investment scheme or such schemes as per extant FEMA polices
- 8) Any other proposal having an effect of change in Capital Structure

While evaluating the proposals the AMC shall look into all factors, including but not limited to, the following, as applicable:

- a. the reasons of fund raising, the urgency, post issue shareholding pattern, underwriting details, pricing, rating.
- b. debt ratios, returns on capital employed, extent of dilution, CDR schemes etc.
- c. the financial performance of the company, operating cash flows, debt servicing capacity, past repayment history, post conversion dilution etc.
- d. prevailing interest rates, PE and EPS etc.

c. **Stock Option Plans and other management compensation issues;**

1. **Stock Option plans**

In the expectation that companies fostering employee ownership will grow faster, attract and retain higher quality employees, create more employee wealth, and achieve sustained superior performance, we will generally support resolutions favoring ESOPs if the same is done within the parameters of applicable regulations and will prefer companies that have a compensation Committee in place.

## **2. Management & Director Compensation:**

A company's compensation plan should be in alignment with the shareholders' long-term interests. IDBI AMC believes that executive compensation should be directly linked to the performance of the company. The compensation Structure to Executive/Non Executive/Independent Directors (Commission) should be within limits as prescribed in the Companies act 2013 as amended from time to time.

IDBI AMC shall evaluate the proposals and decide its voting on a case to case basis considering the financial health of the Company, adequacy of profits, alignment of the compensation with the long term interest of the Investee Company, potential conflict of interest and in compliance with the relevant provisions of the Companies Act 2013 and listing agreement.

### **d. Social and corporate responsibility issues.**

We do believe that the long term financial health of a corporation is tied to the economic sustainability of its workers and the communities in which they operate, source, and sell their products. Keeping the same in mind, we encourage companies to operate in an eco-friendly environment by installing advance pollution control measures in the areas of their operation. We also encourage companies to avoid any price rigging activity by suppressing the flow of essential goods including drugs for medicinal use. We support corporate disclosing their correct financial statement and ensuring remittance of applicable taxes on time. We also encourage companies to have a policy of equal opportunity employment to everybody with or without discrimination on sex, creed, caste, and religion.

#### **1. In case of CSR activities, the following shall also be evaluated**

- a. Details of CSR activity
- b. Composition of CSR committee
- c. Utilization of funds
- d. Details of projects initiated
- e. Beneficiary

#### **2. Charitable Donations**

While evaluating proposals for charitable donations, IDBI AMC shall decide on case to case basis considering

- a) Company's strong operational cash flows
- b) Performance during last three years
- c) Source of funds for charitable donations
- d) Dividend track record

e) Disclosure on nature and exact amount of such contributions, recipient charities/trusts, association with such recipient charities/trusts

**e. Appointment, re-appointment and removal of Directors:**

The election of Directors and an independent Board are key to good corporate governance. Directors are expected to be competent individuals and should be accountable and responsive to shareholders. IDBI AMC supports an independent Board of Directors, and prefers that key committees such as Audit, Nomination & Remuneration, Stakeholders relationship, HR & Compensation committees etc. are comprised of Independent Directors. IDBI AMC will generally support proposals having an optimum mix of Board Members and having women directors on Board. While deriving the optimum mix, nominee Directors shall be considered as a non-independent Director. Further separation of Chairman and CEO positions shall be supported by IDBI AMC.

While the Act provides for that the director should have been present in at least one meeting during the Financial year. IDBI AMC prefers that a director should have attendance of at least 50%. However the same shall not be the sole criteria for arriving at a voting decision. Further, the attendance criteria would not be considered in case of directors who have been appointed during the year or part of the year (for the year of appointment only). Further, if in case in that Financial Year the attendance of Director shall fall below 50%, his/her attendance during the last three financial years shall be looked into. Companies explaining reasons for non attendance/less attendance by a particular director shall be considered as good corporate governance.

IDBI AMC shall also look into the attendance of Directors at the General Meetings, so that all directors are accessible to the shareholders for the satisfactory resolution of shareholders queries preferably the chairperson of ACB/NRC/CSR/ISC/Risk Management.

IDBI AMC shall generally support the proposals for appointment of small shareholders Directors considering their eligibility, qualification and experience, number of directorships held in that role and relationship with the promoter/promoter group

Independency of Directors shall also be decided upon their pecuniary/material relationship with the Company, background of the Director, past engagements with the Company/Group, tenure of Directorship, number of Directorships held and in which Companies, etc.



**f. Resolutions by companies in whose bonds/Debentures IDBI MF has investment**

Many of the debt schemes of IDBI MF regularly invest in Bonds and Debentures of various companies after considering the credit ratings, fundamentals and securities offered. Since the investments are held on behalf of the unit holders, it becomes necessary to also participate in the meetings of such class of investors for various resolutions placed by them from time to time. IDBI AMC shall evaluate the proposals and decide its voting on a case to case basis keeping in view the best interest of unitholders and the fund.

**g. Any other issue that may affect the interest of the shareholders in general and interest of the unit-holders in particular.**

**1. Borrowings/creation of charge**

Proposals pertaining to Borrowings, creation of Charge on assets of the Company, issue of unsecured/secured Non-Convertible Bonds/Debentures shall be subject to careful review, on a case to case basis by the AMC to determine whether they would be beneficial to shareholders/unit holders. The analysis of the various ratios such as Debt-Equity, current ratio etc., viability of such borrowings, proposed utilization, health of the Company to service such debts, disclosures made by the Company with respect to such loans, creation of charge, past performance etc. shall be considered while arriving at the final voting decision.

**2. Related Party Transactions**

Proposals pertaining to entering into contracts with related parties shall be subject to careful review, on a case to case basis, to ascertain the quantum of contract, purpose, nature of relationship, disclosures required under regulatory prescriptions, determination of arm's length relationship. IDBI AMC shall also look into whether the approval is sought prior to entering into contract or whether ratification is sought. Further, in case of a blanket approval being sought, IDBI AMC shall also specifically look into the nature of contracts for which the blanket approval is sought and percentage increase sought over and above the regulatory prescriptions.

**3. Deposits**

Proposals pertaining to acceptance of Deposits shall be subject to careful review, on a case to case basis, considering whether the proposals are in compliance with the provisions of Companies Act 2013, Listing agreement and other applicable laws.

**4. Appointment/Re-appointment of Auditors:**

IDBI AMC shall closely scrutinize the independence, role, and performance of auditors. On a case-by-case basis, IDBI AMC will examine proposals relating to non-audit relationships and non-audit fees and also consider proposals to rotate

auditors, and will vote against the ratification of appointment/re appointment of auditors, when there is clear and compelling evidence of a lack of independence, accounting irregularities or negligence attributable to the auditors.

IDBI AMC may consider ratification of appointment of auditors, if it has been approved by Audit Committee of the Investee Company that the auditors meet the applicable composition and independence requirements.

While applying the rotation norm, IDBI AMC shall not consider firms to be independent of each other and will treat them as a one single entity, if the firm works under a common management and if there are common linkages between audit firms within the same network.

While considering proposals for approval of Audit remuneration, IDBI AMC shall not support remuneration proposals which comprises of high proportion of fees on account of non audit and advisory related services on consistent basis. Management consultancy and Other Services are specified under Section 2(2) (iv) of the Chartered Accountants Act, 1949.

IDBI AMC shall generally support appointment/reappointment of Auditors in Public Sector Undertakings/ Banks.

#### **5. Sale, lease, Transfer, assign or otherwise dispose of the whole or part of the undertaking by the Company**

Companies may sometimes identify several business lines within the Company and may attempt to dispose of such assets for various reasons such as better synergies, hiving off to subsidiary, to focus and unlock the value of its core assets or sell of the business for a good price etc.

While evaluating such proposals the AMC shall look into the following, as applicable on a case to case basis:

- Rationale for sale,
- Expected impact on sales/profits
- Use of sales proceeds/ proposed process of sale if any
- Book value of aggregate assets to be disposed
- Market value of aggregate assets to be disposed- valuation report
- Expected price
- Details of buyer – whether a related party
- Impact on minority shareholders vis a vis controlling shareholders

**It may be noted that the parameters are only an indicative list.**

**Procedure for exercising vote:**

The proposals of the investee companies are received by the Custodian on its email id and/or also by the Company directly in hard copy form. The Custodian shall forward all such communications to the Fund Accounting Team of AMC upon receipt, from the company seeking shareholder's approval. The Fund Accounting Team shall circulate the notice to the Investment team and Company Secretary of the AMC.

The AMC shall access and utilise research on investee company performance and corporate governance issues, drawn inter alia from its in house investment team and views of the Company Secretary with respect to Corporate Governance matters. The AMC shall review the impact of such matters placed for shareholder's consideration and take decision on exercising its rights.

AMC may also refer to the research reports of independent external agencies providing Proxy Advisory Services, so as to have an in-depth analysis of the resolutions proposed and obtain a background of the facts with respect to such resolutions. The research reports shall be utilised as a matter of review and shall not be relied upon solely.

The proposals will then be analysed after taking into consideration the views of the officials mentioned above, and will be placed before the Executive Committee/circulated amongst members for final decision considering the nature of business.

The Company may, if required, obtain clarifications from the investee company, on case to case basis, on proposals, which in view of the Company require further information. The clarifications so obtained shall be recorded and placed along with the recommendations made to the Executive Committee at its meeting or by circulation or at a subsequent meeting of the Executive Committee. The decisions made by the Executive Committee by circulation shall be placed in the subsequent meeting of Executive Committee for its ratification.

Specific decision on a particular resolution i.e. to support, oppose or abstain from voting, shall be taken on a case-to-case basis placing focus on the potential impact of the vote on shareholder value and interests of the unit holders of the Schemes at large.

While the intent of IDBI AMC is to actively vote on Company proposals, the AMC may also at its discretion choose to abstain from participating in any resolution and hold a neutral stance, should the concerning issue be of no major compliance/relevance for the shareholder value and/or unit holder interest. The ultimate decision as to the manner in which IDBI AMC's proxies will be voted rests

with AMC, keeping in view at all points of time the best interest of unit holders of the schemes of IDBI AMC.

The proposals received from the Company would be either by way of postal ballot or by way of e-voting/remote e-voting or by way of physical attendance. The MD & CEO shall authorize the officials as per designations below considering the method of voting and/or location of the proposed meeting.

**Authority to cast vote and/or attend General meetings on behalf of IDBI Mutual Fund:**

The MD&CEO of AMC will severally have the authority to appoint any employee not below the rank of an Associate Vice President and/or the Compliance officer/ Company Secretary/ Custodian as authorised representative of the company to exercise voting rights on behalf of the Mutual Fund/scheme(s) at the general body meetings of the company or through Postal Ballot or through e-voting facility, if any, provided by the Company.

The official of IDBI AMC attending the General Meeting on behalf of IDBI Mutual Fund shall report the proceedings of the General Meeting to the Company Secretary, which shall be placed before the Executive Committee for its noting.

**Reporting of Statistics of voting by Mutual Funds:**

- a. IDBI AMC shall record and disclose specific rationale supporting their voting decision (for, against or abstain) with respect to each vote proposal on its website as per point (c) below.
- b. IDBI AMC shall also publish summary of the votes cast across all its investee company and its break-up in terms of total number of votes cast in favor, against or abstained from on its website on an annual basis.
- c. IDBI AMC shall also disclose the votes cast on their website on a quarterly basis, within 10 working days from the end of the quarter, in addition to disclosing voting details in their annual report.
- d. IDBI AMC shall, on an annual basis, obtain Auditor's certification on the voting reports disclosed. Such auditor's certification shall be submitted to Trustees and shall also be disclosed in the Mutual Funds' Annual Report & website.
- e. IDBI AMC shall place for review, before the ACB/Board of IDBI AMC and IDBI MF Trustee, the details of votes cast and rationale supporting their voting decision (for, against or abstain) with respect to each vote. The ACB/Board of IDBI AMC and IDBI MF Trustee shall ensure that IDBI AMC have voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate. The confirmation to the same, along with any adverse comments made by auditors, shall be reported to SEBI in the half yearly Trustee reports.

**Review:**

The Executive Committee shall review the summary of the Votes cast as per decision of the Committee on quarterly basis and, process of exercise of proxy votes and governance on periodic basis.

**Record keeping:** The AMC shall maintain records of the votes exercised for a period of 8 years which shall include but not limited to

- 1) All notices received on matters placed for vote
- 2) Decision (abstain/vote for or against) taken by the AMC.
- 3) Copy of Proxy Form/attendance slip/Postal Ballot form duly filled & submitted
- 4) Acknowledgement copy of participation through e-voting facility.
- 5) Authority Letter issued by MD & CEO
- 6) Acknowledgement copy of intimation to the investee company of authority letter and resolution of the Board.

These Guidelines are subject to change without notice only with the prior approval of the Board of IDBI AMC and IDBI MF Trustee Company Limited. The Policy has been reviewed and approved by the Board of IDBI AMC in its meeting held on 24<sup>th</sup> August 2015 and the Board of IDBI MF Trustee Company Limited in its meeting held on 25<sup>th</sup> August 2015. The policy shall be effective from 25<sup>th</sup> August 2015.