

## **VOTING POLICY-PEERLESS MUTUAL FUND**

### **Background**

SEBI vide its circular No. SEBI / IMD / CIR No.18/198647/2010 dated March 15, 2010 has advised the Asset Management Companies to make general policy for proxy voting and exercise the voting rights in respect of shares held by the Mutual Funds in the listed companies to play an active role in ensuring better corporate governance of listed companies.

### **Proxy Voting guidelines**

As an Investment Manager to the Peerless Mutual Fund, Peerless Funds Management Co. Ltd. (PFMCL) have a fiduciary responsibility to act in the best interest of the unit-holders of the Fund. This responsibility includes exercising voting rights at the general meetings of the companies in which the schemes of the Fund invest.

The fund managers shall review all voting proposals (routine as well as non routine items) and shall ensure that non routine items like change in the state of incorporation, merger and other corporate restructuring, changes in capital structure, stock options, appointment and removal of directors, etc are identified and voted in the manner designed to maximize the value of the unit-holders.

### **Procedure for voting/using proxy to vote of Peerless Funds Management Co. Limited where it is holding equity shares /voting rights in listed companies.**

The following procedure will be followed in case of listed companies where Peerless Funds Management Co. Limited (AMC) is holding interest least 1% equity shares or Preference Shares or voting rights as an investment manager to Peerless Mutual Fund as well as investments in group companies of the AMC and companies that have subscribed to the units of schemes of Peerless Mutual Fund.

A member of the Executive team comprising of Managing Director & CEO and the Fund Managers would take decisions regarding exercising of voting rights or using proxy in the best interest of the unit holders of the schemes of Peerless Mutual Fund.

The Company Secretary would be responsible for communication with the company of the decision on exercising of voting rights and would also oversee the review & control of the entire process of exercising voting rights.

This Voting Policy will be accessible on PFMCL's website ([www.peerlessmf.co.in](http://www.peerlessmf.co.in))

and would also be available in our annual report distributed to the unit-holders.

PFMCL will 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.

Records of the manner in which voting has been exercised, specific rationale supporting the voting decision (for, against or abstain) with respect to each vote proposal (required pursuant to SEBI circular dated March 15, 2010 and SEBI circular dated 24 March 2014) shall be accessible on our website [[www.peerlessmf.co.in](http://www.peerlessmf.co.in)]. The same would also be disclosed in the annual report distributed to the unit-holders.

### **Conflicts of Interest**

Conflicts of interest may arise in certain situations, where:

(a) The PFMCL/Fund Managers have material business relationship with a proponent of a proxy proposal, participants in a proxy contest, or directors or director candidates of a investee company; and

(b) An employee of the PFMCL has a personal interest in the outcome of a particular proxy proposal (which might be the case if, for example, a member of an employee's immediate family were a director or executive officer of the relevant company).

However PFMCL 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.

The policy will be reviewed in April- 2015.