

## Voting Policy

Version	Owner of this Manual	Approved by	Approval date
1.0	Investment Managers	Partners	19-March-2020

### Introduction

Roha Asset Managers LLP (hereinafter referred to as 'LLP') acts as an Investment Manager to the SEBI registered Category III Alternative Investment Fund, Roha Emerging Investments Trust. In this respect, LLP has an obligation to act in the best interest of clients while managing the funds as an Investment Manager to the AIF fund. This responsibility includes exercising the voting rights attached to securities while managing the investments of the fund in capacity of an Investment Manager.

This Policy contains the principles that form the basis of all votes. The LLP believes that these principles are essential to ensure the long-term performance of funds managed by LLP.

LLP will manage voting rights with the same level of care and skill as it manages the funds.

## **Voting Policy**

1. For ensuring better corporate governance of listed companies, LLP shall endeavor to vote on all resolutions which may affect Fund's clients' interest, either by postal ballot or through attendance or e-voting.
2. LLP shall not give proxy to brokers, for voting on its behalf.
3. LLP shall be represented by the concerned analyst tracking the stock or such personnel as may be authorized by the Investment Committee.
4. LLP can vote through the postal ballot method.
5. The decision regarding the voting on the resolution, i.e. whether the Investment Manager will vote for or against the resolution proposed by the Company/Issuer, will be taken by the fund manager/authorized person.
6. The actual exercise of the proxy votes in the AGMs/EGMs of the investee companies will cover 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 clients in particular.
7. Whenever there is a change in Auditors, Independent Directors, Key Management personnel of the investee companies, LLP shall be vigilant and make more enquiries, including asking the Company / Issuer to provide reasons for the same.
8. Any Corporate Governance Issues requiring support from other shareholders may be discussed with them by LLP.
9. The Investment Committee will note the action taken in respect of Voting in its meetings.
10. LLP shall exercise voting in the exclusive interest of the client. While acting as an Investment Manager to the AIF Fund there shall be strict separation with LLP's other businesses, if any. Appropriate controls and mechanisms shall be in place to manage conflict of interest that may arise.

11. Information on AGM / EGM – the details of AGM / EGM including the proposals shall be provided by Custodian to Operations team. Operations team shall co-ordinate with fund manager for necessary action. Records shall be maintained in the format as provided in Annexure 1.

Annexure 1

Company Name	Date	Type of meeting (AGM / EGM)	Proposal (resolution details)	Reasons for the proposal (explanatory statement)	Client holding (aggregate) %age to paid up capital of the company	Fund manager/authorized person Name	Vote (for / against / abstain)	Reason for Voting (for / against / abstain)	Action taken (Yes / No) Attach supporting documents