

Proxy Voting Policy

The Firm is the Investment Manager to the Schemes of Quantum Mutual Fund (the Fund). The Firm has a fiduciary duty to act in the best interest of the scheme(s) / unit holders of the Fund. This responsibility includes exercising voting rights attached to the securities of the companies in which the schemes of the Fund invest ("Investee Company") at the general meetings of the Investee Companies in the best interest of the scheme(s) / unit holders. This Voting Policy shall be applicable to all securities including equity holding across all schemes of the Fund.

SEBI vide its Master circular no. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90 dated June 27,2024 has advised all the Asset Management Companies to disclose general policies and procedure for exercising the voting rights in respect of shares held by the Mutual Funds in the Investee Company and play an active role in ensuring better corporate governance.

SEBI vide its Master circular no. SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90 dated June 27,2024 has advised all the Asset Management Companies to record and disclose specific rationale supporting their voting decision (for, against or abstain) with respect to each vote proposal, publish a summary of the votes cast across all its investee company and make disclosure of votes cast on their website (in spreadsheet format) on a quarterly basis, within 10 working days from the end of the quarter.

The Firm shall disclose the following on its website and in the Annual Report of the Fund in accordance with the SEBI Circulars:

- a) the general policies and procedure for exercising voting rights in respect securities held by the Fund in the Investee Company.
- b) the actual exercise of votes in the AGMs / EGMs of the investee companies in the following matters:
 - (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 unit holders in particulars.

- c) Specific rationale supporting the voting decision with respect to each vote proposal mentioned above.
- d) Summary of the votes cast across all the investee company and its break-up in terms of total number of votes cast in favor, against or abstained from.
- e) The votes cast on the website on a quarterly basis, within 10 working days from the end of the quarter.
- f) The annual certification on the voting reports, obtained from the scrutinizer in terms of Rule 20 (3) (ix) of Companies (Management and Administration) Rules, 2014 and any future amendment/s to the said Rules thereof.

Voting Guidelines / Philosophy of Voting

The Investment Policy for the schemes of the Fund is to invest in companies which have good business with good management and follows corporate governance norms.

The Firm's policy is to vote for all the "schemes" of the Fund with regard to an "investee company" in the same manner. The Firm will always vote in the best interest of the schemes/unit holders.

All voting decisions are taken by us on a case to case basis. The concerned Research Analyst / Fund Manager at the Firm reviews carefully the different proposals put before the Shareholders / Management and arrives at a final decision of how to vote, keeping in mind the long term interest of the scheme(s) / unit holders, the detailed guidelines put in place by the Research and Investment Team and investment philosophy of the Fund.

If there is some serious corporate governance issue in the Investee Company then the Firm will vote against the proposal and in many cases will also exit from the investment.

In case of Passive scheme, voting decision will be taken as follows:

Where the stock is under Quantum Research Coverage, the recommendation from respective analyst will be taken

Where the stock is not part of Quantum Research Coverage, AMC may engage the services of an external agency for voting advisory services. Recommendation received from external agency will be forwarded to the equity analyst who is covering the sector to check whether the recommendation on proposal is as per Quantum's philosophy or not and accordingly will accept or modify the recommendation from external agency.

Conflicts of Interest

While voting, the Firm will identify any conflicts that exist between the interests of the Firm and the scheme / unit holders. It shall do so by reviewing the relationship of the Firm with the Investee Companies to determine;

- a) If the Firm or any of its employees or schemes has any financial, business or personal relationship with the Investee Company or
- b) Whether the Investee Company is a group company of the Firm or
- c) Whether the Investee Company has investments in the Schemes of the Fund.

Examples of potential conflicts of interest include;

- a) The Firm / Fund Manager / Research Analysts has a material business relationship with a proponent of a proposal, or directors or director candidates of a investee company; and
- b) An employee of the Firm has a personal interest in the outcome of a particular 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).
- c) The Investee Company has invested more than 5% of the net asset value of a scheme

If a material conflict of interest exists, the Compliance Officer will determine whether it is appropriate to disclose to the Investment Committee to give the Committee the discretion to vote or to vote according to an independent third-party voting recommendation.

Voting Procedure

The decision of the Research Team is provided / saved in the system and then custodian do Evoting on behalf of the Fund for resolutions to be voted at general meeting or through postal ballot of the Investee Company.

The vote exercised and rationale recorded from vote decision will be placed before the Board of Director of the Firm and Trustee Company from time to time to review that the Firm has voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate.

Record Keeping

The Back Office Team along with the Research Team of the Firm shall maintain records of the voting and any document the Firm created that was material to making a decision of how to vote on proposals, or that memorializes that decision.

Policy Monitoring

The Compliance Officer of the Firm has the responsibility for monitoring the implementation of the Company's proxy voting policy, practices, and disclosures and reviewing the proxy procedure.

The Compliance Team conducts a monitoring exercise every month and details of vote exercised during the previous month will be placed before the Investment Committee of the Firm.