

SCHEME: Marathon Edge India Fund I ('ME Fund')

Report on Implementation/Discharge of Stewardship Responsibilities for April 2021- March 2022

SEBI vide its circular no. CIR/CFD/CMDI/168/2019 dated December 24, 2019 ("SEBI circular") has mandated all Mutual Funds and all categories of AIFs to formulate a "Stewardship Code" in relation to their investments in listed equities. In accordance with Principle 6 of the SEBI circular, institutional investors should report periodically on their stewardship activities.

Accordingly, the following report provides the implementation status of every principle as prescribed under SEBI Circular and as elaborated in our stewardship code/policy pertaining to our stewardship activities / responsibilities during the period ending March 2022:

Sr No .	Principles of Stewardship Code	Status
1	Formulation of Policy, its disclosure and review	Complied. The Policy on discharge of Stewardship responsibilities has been approved and adopted by ME Fund with effect from 1 October 2020. It will be reviewed periodically, to ensure it stays updated as per extant regulations. The policy document and report on how principles mentioned in Stewardship Code is being implemented has been shared with all investors.
2	Managing Conflicts of Interest	Complied. During the period, there were no instances where conflict of interest situations surfaced in any of our listed equity investments affecting our stewardship responsibilities. ME Fund did not invest in any listed companies which in turn are unit holders of the fund that could have potentially impacted our ability to act independently. Also, Marathon Edge Partners LLP (investment manager of ME Fund), also does not offer merchant banking or corporate finance solutions to any listed company.
3	Monitoring of Investee Companies	Complied. Our team is actively monitoring the investee companies based on the public disclosures made in stock exchanges and financial media. We take part in the earnings calls and shareholders' meetings that is called for by the investee companies during the currency of our investment. Key financial updates are shared to the unit holders along with the quarterly note.
4	Intervention and Collaboration with Investee Companies	Complied.

		During the period, there were no instances where we had to intervene in any matters pertaining to our listed equity investments.
5	Voting Policy	<p>Complied.</p> <p>We have exercised the voting rights in accordance with our approved proxy voting policy and stewardship policy.</p> <p>The investment team follows the guidelines for voting as per the approved voting policy. Each resolution of the investee companies is evaluated carefully, and votes are casted in the best interest of the unitholders.</p> <p>During the period we have voted on shareholders resolutions of following portfolio companies:</p> <ul style="list-style-type: none"> • Newgen Software • NIIT Limited • KPIT Technologies • Bharat Matrimony
6	Reporting of Stewardship Activities	<p>Complied.</p> <p>A disclosure pertaining to our stewardship activities during the period is communicated to all the investors.</p>

KPIT Technologies

S. No.	Date of resolution passed	Description of the resolution	Meeting in which resolution was passed?	Meeting for the period?	Voted in favour for / against
Ordinary resolutions					
1	24-Aug-22	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022, together with the reports of the Auditors and the Board of Directors thereon.	AGM	FY22	in favour for
2	24-Aug-22	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2022, together with the report of the Auditors thereon.	AGM	FY22	in favour for
3	24-Aug-22	To declare final dividend for the financial year ended March 31, 2022. [(1.85 per equity share of Rs. 10/- each i.e., at 18.50%) in addition to Interim Dividend paid at t 1.25/- per equity share of Rs. 10/- each (at 12.50%)]	AGM	FY22	in favour for
4	24-Aug-22	To appoint a Director in place of Mr. S. 8. (Ravi) Pandit (DIN: 00075861), who retires by rotation and being eligible, offers himself for re-appointment.	AGM	FY22	in favour for
5	24-Aug-22	To appoint Mr. Anup Sable (DIN: 00940115) as a Director of the Company with effect from December 22, 2021, liable to retire by rotation.	AGM	FY22	in favour for
6	24-Aug-22	To appoint Mr. Anup Sable (DIN: 00940115) as Executive Director (Whole-time) of the Company for a period of five years with effect from December 22, 2021.	AGM	FY22	in favour for
7	24-Aug-22	To appoint Mr. Chinmay Pandit (DIN: 07109290) as a Director of the Company with effect from July 26, 2022, liable to retire by rotation.	AGM	FY22	in favour for
8	24-Aug-22	To appoint Mr. Chinmay Pandit (DIN: 07109290) as Executive Director (Whole-time) of the Company for a period of five years with effect from July 26, 2022.	AGM	FY22	in favour for
9	24-Aug-22	To appoint Ms. Manasi Patil, a relative of Mr. Kishor Patil, Ordinary CEO & Managing Director of the Company, to hold an office Resolution or place of profit in the Company.	AGM	FY22	in favour for
Special resolutions					
10	24-Aug-22	To approve the appointment of Ms. Bhavna Doshi (DIN: 00400508) as Independent Director of the Company for a period of five years with effect from September 15, 2021.	AGM	FY22	in favour for
11	24-Aug-22	To approve the appointment of Prof. Rajiv Lal (DIN: 09360601) as Independent Director of the Company for a period of five years with effect from November 1, 2021.	AGM	FY22	in favour for
12	24-Aug-22	To approve 'KPIT Technologies Limited- Restricted Stock Special Unit Plan 2022'.	AGM	FY22	in favour for
13	24-Aug-22	To approve grant of restricted stock units to the employees Special of subsidiary company(ies) of the Company under 'KPIT Resolution Technologies Limited- Restricted Stock Unit Plan 2022'.	AGM	FY22	in favour for
14	24-Aug-22	To approve grant of restricted stock units to the employees Special of group company(ies) including associate company(ies) of Resolution the Company under 'KPIT Technologies Limited- Restricted Stock Unit Plan 2022'.	AGM	FY22	in favour for
15	24-Aug-22	To approve secondary acquisition of shares through Trust Special route for the implementation of 'KPIT Technologies Resolution Limited- Restricted Stock Unit Plan 2022'.	AGM	FY22	in favour for
16	24-Aug-22	To approve provision of money by the Company for Special subscription/acquisition of its own shares by the Trust Resolution under the 'KPIT Technologies Limited- Restricted Stock Unit Plan 2022'.	AGM	FY22	in favour for
17	24-Aug-22	To approve amendments in 'KPIT Technologies Limited - Special Employee Stock Option Scheme 2079A'. Resolution	AGM	FY22	in favour for
18	24-Aug-22	To approve grant of employee stock options to the Special employees of subsidiary company(ies) of the Company Resolution under "KPIT Technologies Limited - Employee Stock Option Scheme 2019A".	AGM	FY22	in favour for

S. No.	Date of resolution passed	Description of the resolution	Meeting in which resolution was passed?		Meeting for the period?	Voted in favour for / against
			Meeting	in which resolution was passed?		
Ordinary resolutions						
1	12-Aug-22	Adoption of Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and Auditors thereon.	AGM		FY22	in favour for
2	12-Aug-22	Adoption of consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon	AGM		FY22	in favour for
3	12-Aug-22	Declaration of Dividend.	AGM		FY22	in favour for
4	12-Aug-22	Re-appointment of Smt. Deepa Murugavel (holding DIN:00725522), Director who retires by rotation, being eligible offers herself for re-appointment.	AGM		FY22	in favour for
5	12-Aug-22	Appointment M/s. BS R & Co. LLP, Chartered Accountants as statutory auditors of the Company in place of M/s S.R Batliboi Associates LLP, Chartered Accountants, retiring auditors and to fix their remuneration	AGM		FY22	in favour for

Newgen Software Technologies Limited

S. No.	Date of resolution passed	Description of the resolution	Meeting in which resolution was passed?		Voted in favour for / against	
			Meeting for the period?	Meeting for the period? against		
Ordinary resolutions						
1	23-Jun-22	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.	AGM	FY22	in favour for	
2	23-Jun-22	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2022 and the report of Auditors thereon.	AGM	FY22	in favour for	
3	23-Jun-22	To declare a Dividend of Rs. 4.50/- per Equity share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31st March 2022.	AGM	FY22	in favour for	
4	23-Jun-22	To appoint a director in place of Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation and is eligible, offers himself for re-appointment.	AGM	FY22	in favour for	
Special resolutions						
5	23-Jun-22	To re-appoint Mr. Saurabh Srivastava (DIN: 00380453) as a Non-Executive Independent Director of the Company for the second term of five (5) years.	AGM	FY22	in favour for	
6	23-Jun-22	To re-appoint Mr. Subramanian Ramnath Iyer (DIN: 00524187) as a Non-Executive Independent Director of the Company for the second term of five (5) years.	AGM	FY22	in favour for	
7	23-Jun-22	To approve Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.	AGM	FY22	in favour for	
8	23-Jun-22	To Approve grant of stock options to the employees of group Company including subsidiary Companies or its associate Company, in India or outside India of the Company under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.	AGM	FY22	in favour for	
9	23-Jun-22	To Approve the acquisition of equity shares by way of secondary acquisition under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.	AGM	FY22	in favour for	
10	23-Jun-22	To Approve for provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.	AGM	FY22	in favour for	
11	23-Jun-22	To Approve the amendment in the Newgen Software Technologies Limited Employees Stock Option Scheme – 2014 ("Newgen ESOP Scheme 2014").	AGM	FY22	in favour for	
12	23-Jun-22	To Approve for amendment in the Newgen RSU Scheme 2021.	AGM	FY22	in favour for	

NIIT Limited

S. No.	Date of resolution passed	Description of the resolution	Meeting in which resolution was passed?	Voted in favour for / against	
				Meeting for the period?	against
Ordinary resolutions					
1	05-Aug-22	Adoption of: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon.	AGM	FY22	in favour for
2	05-Aug-22	Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY22	in favour for
3	05-Aug-22	Appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY22	in favour for
4	05-Aug-22	Reappointment of Statutory Auditors of the Company and fixation of their remuneration	AGM	FY22	in favour for
Special resolutions					
5	05-Aug-22	Ratification of remuneration of Cost Auditor for the financial year 2021-22	AGM	FY22	in favour for
6	05-Aug-22	Approval of remuneration to Mr. Rajendra Singh Pawar (DIN: 00042516), Nonexecutive Director & Chairman of the Company for the period June 1, 2022 to May 31, 2023	AGM	FY22	in favour for
7	05-Aug-22	Approval of remuneration to Mr. Vijay Kumar Thadani (DIN: 00042527), ViceChairman & Managing Director of the Company during the remaining period of his tenure i.e. from April 1, 2022 till March 31, 2024	AGM	FY22	in favour for