**SCHEME:** Unifi Blend Fund (Scheme of Unifi AIF Blend Fund)

**Report on Implementation/Discharge of Stewardship Responsibilities for April 2023- March 2024**

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. Unifi Capital Private Limited ("UCPL") is an investment manager to Unifi AIF Blend Fund (the 'Fund') which is the SEBI registered Category III Alternative Investment Fund bearing SEBI Registration number - IN/AIF3/18-19/0590. Unifi Blend Fund (the "Scheme") is a scheme under the said Fund. The purpose of the Stewardship Code is to enhance the quality of engagement between institutional investors and the investee companies to help improve the Corporate Governance practices with a view to enhance long term returns to Investors.

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 2024:

| S No. | Principles of Stewardship Code | Status |
|---|---|---|
| 1 | Formulation of Policy, its disclosure and review | **Complied.**<br>The Policy on discharge of Stewardship responsibilities has been approved and adopted by Blend Fund with effect from December 2019. 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 is hosted in Unifi website. |
| 2 | Managing Conflicts of Interest | **Complied.**<br>During the period, there were no instances where conflict of interest situations surfaced in any of our listed equity investments affecting our stewardship responsibilities. Blend 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, Unifi Capital (investment manager of Blend Fund) also does not offer merchant banking or corporate finance solutions to any listed company and is a pure play Fund Manager. |

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| 3 | Monitoring of Investee Companies | **Complied.**<br>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 are 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.**<br>The Stewardship Code includes guiding principles for intervention in investee companies and collaboration with other institutional investors. We will intervene as it may deem fit, with the objective of playing a constructive role in enhancing the value of the investment in the equity of the investee companies to benefit the unitholders of schemes. |
| 5 | Voting Policy | **Complied.**<br>We have exercised all the voting rights in accordance with our approved proxy voting policy and stewardship policy.<br><br>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.<br><br>During the period, we have voted on shareholders resolutions of Coromandel International Ltd., Axis Bank Ltd., State Bank of India, Infosys Ltd. and Oberoi Realty Ltd.<br><br>The description of the resolutions and the voting decisions taken are enclosed below and are also made available in our website. |
| 6 | Reporting of Stewardship Activities | **Complied.**<br>A disclosure pertaining to our stewardship activities during the period is placed on website on implementation of every principle. |

## Details of Voting on resolutions of the investee companies during the period April 2023 - March 2024

| Quarter | Name of the Company | Date of Board / Shareholders Meeting | Type of Meeting | Description of resolution | Voting | Rational for voting decision |
|---|---|---|---|---|---|---|
| Q1 24 | Coromandel International Ltd. | 5/2/2024 | POSTAL BALLOT | Appoint Suresh Subramanian (DIN: 02070440) as Independent Director for five years from 1 April 2024 | FOR | Suresh Subramanian, 63, has worked in auditing and accounting for 40 years. He has been part of big four accounting firms in India and led audits for both Indian and International companies. Public sources indicate that he was former Senior Partner of S R Batliboi & Associates and former Partner and National Head of audit practice for a KPMG India member firm – the company should have disclosed these details in the meeting notice. He is a Chartered Accountant and holds a Bachelor's degree in Commerce from Shriram College of Commerce, University of Delhi. His appointment is in line with statutory requirements. |
| Q1 24 | Axis Bank Ltd. | 5/10/2024 | POSTAL BALLOT | Appoint Pranam Wahi (DIN: 00031914) as Independent Director for four years from 15 February 2024 | FOR | Pranam Wahi, 65, is former Managing Director and Senior Risk Executive at DBS Bank (Singapore & Indonesia). He joined DBS as CEO of India in April 2004. He began his career with HSBC in 1982, where he was part of various functions and corporate banking within the HSBC Group in India. After that, he joined Standard Chartered Bank for two years and then returned to HSBC in a senior role in early 1999. He is a Chartered Accountant. His appointment as an independent director is in line with the statutory requirements. |
| Q1 24 | Axis Bank Ltd. | 5/10/2024 | POSTAL BALLOT | Approve revision in remuneration payable to non-executive directors excluding the non-executive (part-time) Chairperson of Rs. 2.7 mn per annum from 1 April 2024 | FOR | Shareholders approved payment of profit related commission of Rs 20.0 mn to non-executive directors including independent directors, other than part time Chairperson in the 2021 AGM for five years from 1 April 2021. In terms of the Guidelines on Appointment of Directors and Constitution of Committees of the Board issued by the RBI on 9 February 2024, banks can now pay a fixed remuneration to each NED including independent directors upto Rs. 3.0 mn p.a.<br>Axis Bank seeks shareholder approval for the payment of compensation of fixed remuneration upto Rs 2.7 mn p.a. to each of the NEDs (other than the Chairperson), as may be determined by the board, in terms of the revised RBI Guidelines from 1 April 2024. The fixed remuneration shall be in addition to sitting fees for attending the meetings of the board and committee(s). While we raise concern that the resolution is in perpetuity, we note that the amount of remuneration is regulated by the RBI and has an upper cap of Rs 3.0 mn. Hence, we support the resolution. |
| Q1 24 | Coromandel International Ltd. | 6/11/2024 | POSTAL BALLOT | Appoint Arunachalam Vellayan (DIN: 08011680) as Director, liable to retire by rotation, from 6 May 2024 | FOR | Arunachalam Vellayan, 42, is the Head - Corporate Strategy and Planning since October 2020 and is part of the promoter family. He has over sixteen years of experience in areas such as financial management, investment management, business strategy and general management. He holds a Bachelor of Commerce degree from Loyola College, Chennai and a MSc in Accounting and Finance from Lancaster University. He is being appointed as Whole-time Director – Strategy and Planning. He is liable to retire by rotation. His appointment is in line with statutory requirements. |
| Q1 24 | Coromandel International Ltd. | 6/11/2024 | POSTAL BALLOT | Appoint Arunachalam Vellayan (DIN: 08011680) as Whole-time Director, designated as Whole-time Director - Strategy and Planning, for five years from 6 May 2024 and fix his remuneration | FOR | Arunachalam Vellayan, 42, is the Head of corporate Strategy and Planning since October 2020 and is part of the promoter family. He has over sixteen years of experience in financial management, investment management, business strategy and general management. The company proposes to appoint him as Whole-time Director of strategy and Planning for five years from 6 May 2024.<br><br>Though there's no cap in terms of variable remuneration, there won't be a material increase. And considering the historical governance record of the company, we don't see this as much risk. |
| Q1 24 | Coromandel International Ltd. | 6/11/2024 | POSTAL BALLOT | Appoint Narayanan Vellayan (DIN: 07774406) as Director, liable to retire by rotation, from 6 May 2024 | FOR | Narayanan Vellayan, 38, has been responsible for strategic sourcing of the company since August 2022 and is part of the promoter family. He has over fourteen years of experience in areas such as strategic partnering, business planning and development and strategic sourcing. Mr. Narayanan Vellayan has an LLB (Hons) from University of Bristol, UK. He is liable to retire by rotation. He is being appointed as Whole-time Director – Strategic Sourcing. His appointment is in line with statutory requirements. |

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|---|---|---|---|---|---|---|
| Q1 24 | Coromandel International Ltd. | 6/11/2024 | POSTAL BALLOT | Appoint Narayanan Vellayan (DIN: 07774406) as Whole-time Director, designated as Whole-time Director - Strategic Sourcing, for five years from 6 May 2024 and fix his remuneration | FOR | Narayanan Vellayan, 38, has been responsible for strategic sourcing of the company since August 2022 and is part of the promoter family. He has over fourteen years of experience in areas such as strategic partnering, business planning and development and strategic sourcing. The company proposes to appoint him as Whole-time Director - Strategic Sourcing for five years from 6 May 2024.<br><br>Though there's no cap in terms of variable remuneration, there won't be a material increase. And considering the historical governance record of the company, we don't see this as much risk. |
| Q1 24 | Coromandel International Ltd. | 6/11/2024 | POSTAL BALLOT | Approve amendment of Articles of Association to include clause for Chairperson Emeritus | FOR | The company proposes to insert new Article 20.21 in the Articles of Association after the existing Article 20.20 to include a provision relating to appointment of Chairperson Emeritus. The board shall be entitled to appoint any person who has rendered distinguished/significant services to the company as Chairperson Emeritus. The appointed person will neither be part of the board, nor of its committees, but may be invited to attend the meetings. The Chairperson Emeritus may provide guidance, mentorship and support to the Board from time to time, but the advice provided will not be binding on the board. We recognize that Chairperson Emeritus is a titular position and will not hold any meaningful power. While the resolution seeks enabling approval for paying remuneration to the Chairperson Emeritus, we expect the company to be judicious in its actual payouts. |
| Q1 24 | State Bank of India | 6/19/2024 | AGM | Adoption of financial statements for the year ended 31 March 2024 | FOR | We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS). For investors, we have provided an analysis of the financial statements. |
| Q1 24 | Infosys Ltd. | 6/26/2024 | AGM | Adoption of standalone and consolidated financial statements for the year ended 31 March 2024 | FOR | We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS). |
| Q1 24 | Infosys Ltd. | 6/26/2024 | AGM | Approve final dividend of Rs. 20.0 per equity share of face value of Rs. 5.0 and special divided of Rs. 8.0 per share for FY24 | FOR | The total dividend outflow for FY24, at Rs. 46.0 per share (includes interim dividend of Rs. 18.0 per share) is Rs. 190.9 bn and the dividend payout ratio is 70.1% of post-tax profits. |
| Q1 24 | Infosys Ltd. | 6/26/2024 | AGM | Reappoint Nandan Nilekani (DIN: 00041245), as Non-Executive Non- Independent Director, liable to retire by rotation | FOR | Nandan Nilekani, 68, one of the founders of Infosys and Non-Executive Chairperson has been on the board since August 2017. During FY24, he attended four of six board meetings held (66.7%) and 19 of 22 meetings in the last three years (86.4%). He retires by rotation and his reappointment is in line with statutory requirements. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Adoption of standalone and consolidated financial statements for the year ended 31 March 2024 | FOR | We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS). |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Appoint Anil Harish (DIN: 00001685) as Independent Director for five years from 1 April 2024 and approve his continuation on the board after he attains 75 years of age on 19 March 2029 | FOR | Anil Harish, 70, is Partner at DM Harish & Co (Law firm). He has experience in areas of Property, Taxation, Exchange Control and Succession. He has completed his B.A. and L.L.B. from Mumbai and L.L.M. from University of Mumbai. Through the resolution, the company also seeks his continuation on the board once he attains 75 years of age on 19 March 2029.<br>He was on the board of Oberoi Realty Limited as an Independent Director from September 2009 to September 2019. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Appoint Prafulla Chhajed (DIN: 03544734) as Independent Director for five years from 14 May 2024 | FOR | Prafulla Chhajed, 57, is Chairperson of Multi Commodity Exchange Clearing Corporation Limited and President of Confederation of Asia and Pacific Accountants, Malaysia. He is former President of The Institute of Chartered Accountants of India. He is a Chartered Accountant and has a Bachelors degree in law. His appointment is in line with statutory requirements. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Approve final dividend of Rs. 2.0 per equity share of face value of Rs. 10.0 per share for FY24 | FOR | The total dividend outflow for FY24 is Rs. 2.9 bn and the payout ratio is 19.6% of standalone PAT. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Approve issuance of equity or equity linked securities up to Rs. 20.0 bn | FOR | Assuming the issue price is the current market price (Rs. 1,899.3, closing price as on 10 June 2024), the company will have to issue ~10.5 mn shares and the issuance will result in a dilution of ~2.8% on the expanded capital base as on 31 March 2024. The company proposes to utilize the proceeds for acquisition of land or development rights, working capital, repayment of debt, capex, construction of new/ ongoing projects or general corporate purposes. This is an enabling resolution and will empower the board to raise funds as and when the need arises. We support the resolution. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Confirm first interim dividend of Rs. 2 per equity share, second interim dividend of Rs. 2 per equity share and third interim dividend of Rs. 2 per equity share of face value Rs. 10 per share for FY24 | FOR | Aggregate dividend in FY24 was Rs. 8.0 per share. The total dividend outflow on account of the three interim dividends and the final dividend is Rs. 2.9 bn (Rs. 1.5 bn in FY23). The dividend pay-out ratio is 19.6% (6.2% in FY23). |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Ratify remuneration of Rs. 740,000 payable to Kishore Bhatia & Associates as cost auditors for FY24 | FOR | The total remuneration proposed to be paid to the cost auditors in the financial year ending 31 March 2024 is reasonable compared to the size and scale of the company's operations. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Ratify remuneration of Rs. 740,000 payable to Kishore Bhatia & Associates as cost auditors for FY25 | FOR | The total remuneration proposed to be paid to the cost auditors in the financial year ending 31 March 2025 is reasonable compared to the size and scale of the company's operations. |

| Quarter | Name of the Company | Date of Board / Shareholders Meeting | Type of Meeting | Description of resolution | Voting | Rational for voting decision |
|---|---|---|---|---|---|---|
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Reappoint Ms. Bindu Oberoi (DIN: 00837711) as Non-Executive Non-Independent Director, liable to retire by rotation | FOR | Ms. Bindu Oberoi, 55, is part of the promoter family and has been on the board of Oberoi Realty Limited since December 2006. She is Trustee and Board Chair at Oberoi International School. She has attended four out of five (80%) board meetings held in FY24. She retires by rotation and her reappointment is in line with statutory requirements. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Reappoint Ms. Tina Trikha (DIN: 02778940) as Independent Director for five years from 12 April 2024 | FOR | Ms. Tina Trikha, 48, is former head of communications and talent development for private equity firm SeaLink Capital Partners. She has over two decades of experience working in a variety of roles with companies in the United States, India, and South-East Asia. She has been on the board of Oberoi Realty Limited since April 2019. She attended all five board meetings in FY24. Her reappointment is in line with statutory requirements.<br>While we support her reappointment, we believe shareholder approval for her reappointment should have been sought on or before the completion of her first term as Independent Director. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Reappoint Saumil Daru (DIN: 03533268) as Director – Finance for five years from 10 May 2024 and fix his remuneration | FOR | Saumil Daru is the Chief Financial Officer of Oberoi Realty Limited. He is a Chartered Accountant. He has been associated with the Company since October 2002. He has been on the board as Whole-time Director (Director-Finance) of the company since 10 May 2014.<br>Saumil Daru received remuneration of Rs. 41.8 mn in FY24. We estimate his FY25 remuneration at Rs. 55.2 mn, which is reasonable for the size of the company and in line with peers. He is a professional and his skills and experience carry a market value. However, the commission payable and ESOPs to be granted to him are open ended and at the discretion of the board/committee. We expect the company to cap his variable pay in absolute amounts and disclose the performance parameters that will be used to determine his commission payout. Given the past track record of his remuneration, we expect remuneration levels to be judicious. |
| Q1 24 | Oberoi Realty Ltd. | 6/28/2024 | AGM | Reappoint Vikas Oberoi (DIN: 00011701) as Managing Director for five years from 4 December 2024 and fix his remuneration | FOR | Vikas Oberoi, 54, is the Chairperson and Managing Director and part of the promoter family. He has been associated as the Director of the Company since its inception. He has more than three decades of experience in real estate. He is responsible for the strategic growth and diversification plans of the company.<br>Vikas Oberoi's proposed remuneration is linked to the performance of the company (upto 0.25% of net profits), there is no absolute cap on remuneration: therefore, as profitability increases, remuneration may be much higher over his tenure. Notwithstanding, we understand that he has not drawn any material remuneration from the company in the past five years. He will get a salary of Rs. 12.0 per annum and commission upto 0.25% of profits. We estimate his remuneration to be about Rs. 62.0 mn, which is comparable to peers. We expect the company to cap his commission component in absolute terms. Notwithstanding, we support the resolution. |