SCHEME: Unifi High Yield Fund (Scheme of Unifi AIF)

Report on Implementation/Discharge of Stewardship Responsibilities –April 2024 to March 2025

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 (the 'Fund') which is the SEBI registered Category III Alternative Investment Fund bearing SEBI Registration number - IN/AIF3/12-13/26. Unifi High Yield 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 financial year ending March 2025:

S 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 Unifi AIF with effect from 1 July 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 is hosted in Unifi website.
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. Unifi AIF did not invest in any listed companies which in turn are unit holders of the fund that could have potentially impacted on our ability to act independently. Also, Unifi Capital (investment manager of Unifi AIF) does not offer merchant banking or corporate finance solutions to any listed company and is a pure play Fund Manager.

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 / Annual report.
4	Intervention and Collaboration with Investee Companies	**Complied.** 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.** We have exercised all the voting rights in accordance with our approved proxy voting policy and stewardship policy. 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 cast in the best interest of the unitholders. During the Financial year 2025, we voted on resolutions of Narayana Hrudayalaya Limited, Larsen & Toubro Limited, Bank of Baroda, Sustainable Energy Infra Trust, and NCC Limited. 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.** A disclosure pertaining to our stewardship activities during the period is placed on website on implementation of every principle.

Unifi AIF - High Yield Fund

Details of Voting on resolutions of the investee companies during the period April 2024 - March 2025

S. No.	Quarter	Name of the Company	Date of Board / Shareholders Meeting	Type of meeting	Type of resolution	Description of resolution	Voting	Rationale for the voting decision
1	Q3'25	Narayana Hrudayalaya Limited	11-Jan-25	POSTAL BALLOT	Special	To re-appoint Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group Chief Executive Officer of the Company for a period of three years effective February 11, 2025 to February 10, 2028	FOR	Dr. Emmanuel Rupert, 56, has been serving as the Managing Director and CEO of the company since February 11, 2019. His re-appointment meets all statutory requirements and his remuneration from February 2025, will remain unchanged from what was approved at the FY24 AGM. Based on a market benchmarking exercise, the company has proposed increasing his fixed pay to INR 94.6 million. Dr. Rupert was granted stock options in FY19, but the company has not issued any ESOPs since then and has not disclosed whether he will receive any new grants during his current term. Assuming the maximum fair value of stock options over the past five years, his total proposed remuneration amounts to INR 110.0 million. The proposed remuneration is aligned to the sustained performance and profitability of the company. We support the resolution.
2	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Adoption of audited standalone financial statements of the Company for the year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon;	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. The auditors are of the opinion that the financial statements are prepared in accordance with the generally accepted accounting principles.
3	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Adoption of audited consolidated financial statements of the Company for the year ended March 31, 2024 and the report of the Auditors thereon;	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. The auditors are of the opinion that the financial statements are prepared in accordance with the generally accepted accounting principles.
4	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Declaration of Final Dividend of Rs. 28/- per share of face value of Rs. 2/- each for FY 2023-24.	FOR	The company proposes to declare a final dividend of Rs. 28.0 per equity share. This is in addition to a special dividend of Rs. 6.0 per share declared in FY24. The total dividend for FY24 is Rs. 34.0 per equity share, while the company paid a dividend of Rs. 24.0 in FY23. The total dividend outflow for FY24 is Rs. 46.7 bn and the dividend payout ratio is 50.2% of standalone PAT. The payout ratio for FY23 was 43.0% of standalone PAT.
5	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Re-appoint Mr. R. Shankar Raman	FOR	R. Shankar Raman, 65, is a Whole time Director designated as Chief Financial Officer, Larsen & Toubro Limited. He has been on the board since 1 October 2011. His reappointment is in line with statutory requirements.
6	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Re-appoint Mr. Subramanian Sarma	FOR	Subramanian Sarma, 66, is a Whole time Director designated as Senior Executive VP (Energy), Larsen & Toubro Limited. He has been on the board since 19 August 2015. His reappointment is in line with statutory requirements.
7	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Appointment of M/s. MSKA & Associates	FOR	MSKA & Associates (MSKA) are being appointed as auditors in place of outgoing auditors – Deloitte Haskins & Sells LLP (DHS), who will be completing their tenure as Statutory Auditors at the conclusion of the FY25 AGM. The fixed remuneration to MSKA for statutory audit, limited review and audit of Internal control over Financial Reporting will be Rs. 10.0 mn for FY25. However, there is a significant difference in the audit fees paid to DHS and the proposed audit fees for MSKA – we expect that this is because MSKA will be joint auditors for FY25 with DHS and DHS will spend a larger proportion of time and effort over audit in FY25. The proposed fees are reasonable.
8	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Appointment of Mr. Siddhartha Mohanty	FOR	Siddhartha Mohanty, 61, is the Chairperson of LIC. During his tenure at LIC, he has worked in Marketing, HR, Legal and Investments. He has served as the MD of LIC and CEO of LICHFL. It is proposed to appoint him in the casual vacancy created due to the withdrawal of nomination of Hemant Bhargava. He will represent LIC's 11.2% equity stake in the company (as on 31 March 2024). His appointment is in line with statutory requirements.
9	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Special	Amendment to Articles of Association of the Company by deleting Article 107 pertaining to qualification shares.	FOR	The company proposes to delete Article 107 of the Articles of Association mandating a director to hold qualification shares at the time of appointment or acquire them within a period of two months from the date of appointment. The current regulations do not mandate such requirements. The proposed amendment is in line with statutory requirements.
10	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Issuance of Parent Company Guarantees on behalf of Larsen Toubro Arabia LLC upto an amount not exceeding Rs. 12,500 crore or USD 1,500 Mn, whichever is higher.	FOR	Larsen Toubro Arabia LLC is a 75% subsidiary of the company. The company is required to provide parent company Guarantees / Corporate Guarantees / Letters of Comfort on behalf of its subsidiaries to achieve business objectives. The value of these PCGs is equivalent to the full value of the contract and are to be issued upfront. The support extended to these international subsidiaries will enable them to bid and execute contracts in foreign countries. The transactions proposed are largely operational in nature, in the ordinary course of business and at arm's length. We support these transactions as we believe that these funding transactions will support the bidding requirements of LTA and ensure continuity of business.
11	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with L&T Metro Rail	FOR	The company proposes to enter into related party transactions pertaining to sales, purchase, lease or supply of goods, assets or property or equipment, availing/rendering of services, transfer of resources, providing Inter-Corporate Deposits and providing Parent Company Guarantees towards the borrowings to be availed by LTMRHL. These transactions are in the ordinary course of business and at arm's length.
12	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with L&T Modular Fabrication Yard LLC upto an amount not exceeding Rs. 4,300 crore	FOR	The company proposes to enter into related party transactions pertaining to sales, purchase, lease or supply of goods, assets or property or equipment, availing/rendering of services and transfer or exchange of resources. These transactions amounted to Rs. 10.6 bn in FY24. MFY is in the business of bidding for various EPC contracts in India as well as overseas. Most of the EPC projects involve use of customized fabricated structures as per the contract specifications. In case of overseas projects, the company generally uses such facilities outside India to save on logistics costs. Thus, availing fabrication services is an activity in the normal course of busines. We support these transactions as they are in the ordinary course of business and at arm's length.
13	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with L&T Special Steels and Heavy Forgings Private Limited upto an amount not exceeding Rs. 1,500 crore	FOR	The entity is a 74/26 JV with NPCIL and meets the critical custom-made heavy forging requirements of sectors like nuclear and hydrocarbon. The business bids for various projects and these contracts require procurement of forgings and LTSSHF is a prequalified supplier for most of the clients. The company is expected to bid for various projects in FY25. These transactions are largely operational in nature, in the ordinary course of business and at arm's length. We support these transactions.

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14	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with L&T-MHI Power Boilers Private Limited upto an amount not exceeding Rs. 1,200 crore.	FOR	The company is a 51/49 JV with Mitsubishi Heavy Industries. The business bids for execution of a power plant project after taking into consideration various costs involved. Procurement of boilers/turbines is an integral part of the installation of a power plant. While bidding for the project, the company states that the boilers/turbine generators and other infrastructure support service will be procured from LMB which are pre-qualified as per the contractual conditions. The company is expected to bid for various projects in FY25. The transactions proposed are operational in nature, in the ordinary course of business and at arm's length.
15	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with LTIMindtree Limited upto an amount not exceeding Rs. 2,000 crore.	FOR	The company Limited is a service provider for various software services to its customers including the company and other related parties. With respect to awarding contracts for construction of commercial buildings / IT Park for the company's use, contracts are finalized with L&T on a competitive bidding basis. The nature of proposed transactions is enabling – including transfer of any resources. The proposed transactions are in the ordinary course of business and at arm's length price.
16	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Entering into material related party transactions with Nuclear Power Corporation of India Limited upto an amount not exceeding Rs. 2,800 crore.	FOR	NPCIL is a PSU owned by GOI. NPCIL owns 26% in a subsidiary of L&T and is hence classified as a related party. The Heavy Engineering vertical of L&T sells steam generators, end shields and fittings, etc. for various nuclear Power Plants of NPCIL. The Heavy Civil Infrastructure vertical of L&T carries out various civil and construction works and provides service package equipment, components, systems etc. for atomic power plants of NPCIL. We support these transactions as they are in the ordinary course of business and at arm's length.
17	Q2'25	Larsen & Toubro Limited	04-Jul-24	AGM	Ordinary	Ratification of remuneration payable to M/s R. Nanabhoy & Co., Cost Accountants	FOR	The total remuneration proposed to be paid to the cost auditors in FY25 is reasonable compared to the size and scale of the company's operations.
18	Q2'25	Bank of Baroda	05-Jul-24	AGM	Ordinary	To approve the Financial Results of the Bank for the year ended 31st March, 2024.	FOR	We have relied on the auditor's report, which includes an emphasis of matter related to the amortization of additional liability arising from the revision in family pension, as well as the deferment of provisions for certain fraud accounts. Aside from these matters, the auditors have stated that the financial statements comply with INDAS.
19	Q2'25	Bank of Baroda	05-Jul-24	AGM	Ordinary	To approve and declare dividend for the Financial Year 2023-24.	FOR	The total dividend outflow for FY24 is Rs. 39.3 bn. The dividend payout ratio is 22.1% of Standalone PAT (Payout ratio for FY23 was 20.2% of Standalone PAT).
20	Q2'25	Bank of Baroda	05-Jul-24	AGM	Special	To consider and approve appointment of Dr. M P Tangirala, as a Non-Executive Director of the Bank.	FOR	Since the Government of India has appointed Dr. M P Tangirala as a Nominee Director, there is no personal interest. We believe Dr. M P Tangirala will act best in the interest of the Bank, its employees, and the shareholders. Also, considering his professional and educational background, we are voting in favor of the resolution.
21	Q2'25	Sustainable Energy Infra Trust	26-Jul-24	AGM	Ordinary	To consider and adopt audited standalone financial statements and audited consolidated financial statements of sustainable energy infra trust ("trust") as at and for the period ended march 31, 2024, together with the report of the auditors thereon and the report on the performance of the trust.	FOR	Procedural. Hence approved. Auditors have not expressed any qualifications on the financial statements of the company.
22	Q2'25	Sustainable Energy Infra Trust	26-Jul-24	AGM	Ordinary	To consider and approve the appointment of statutory auditors for 5 (five) consecutive years commencing from the financial year 2023-24 to the financial year 2027-28 and fix their remuneration	FOR	Deloitte Haskins & Sells LLP are proposed to be appointed for 5 years. The Firm is part of the Big4 cohort and has adeuqate experience in carrying out audits of infrastructure entities. Further, the remuneration proposed is expected to be in line with the company's scale of operations. We approve the resolution.
23	Q2'25	Sustainable Energy Infra Trust	26-Jul-24	AGM	Ordinary	To consider and adopt the valuation report of the assets of sustainable energy infra trust ("trust") for the period ended march 31, 2024	FOR	Procedural. Hence approved.
24	Q2'25	Sustainable Energy Infra Trust	26-Jul-24	AGM	Ordinary	to ratify the appointment and remuneration of the valuer of sustainable energy infra trust ("trust") for the period ended march 31, 2024	FOR	Mr. S. Sundaraman is proposed to be appointed as the valuer for the period ended 31 March 2024 and to provide the half-yearly valuation report as mandated by SEBI. The valuer has extensive experience in carrying out valuations of infrastructure entities. Further, the remuneration proposed is expected to be in line with the company's scale of operations. We approve the resolution.
25	Q2'25	Sustainable Energy Infra Trust	26-Jul-24	AGM	Ordinary	To consider and approve the appointment and remuneration of the valuer of sustainable energy infra trust ("trust") from the financial year 2024-25 to financial year 2026-27	FOR	Mr. S. Sundaraman is proposed to be appointed as the valuer for the period FU25 to FY27 and to provide the half-yearly valuation report as mandated by SEBI. The valuer has extensive experience in carrying out valuations of infrastructure entities. Further, the remuneration proposed is expected to be in line with the company's scale of operations. We approve the resolution.
26	Q3'25	NCC Limited	17-Nov-24	POSTAL BALLOT	Ordinary	To consider and approve Material Related Party Transactions to be entered into between the Company and/ or its subsidiary with related parties in relation to, design, construction, and operation of a twin tunnel from Film City, Goregaon to Khindipada (Amar Nagar) Mulund including box tunnel (cut and cover) at Film City along with the electrical, mechanical and associated works ("Project").	FOR	J kumar Infraprojects and NCC won an order from Brihanmumbai Municipal Corporation (BMC) for design construction and operation of twin tunnel from Film City Goregaon to Khindipada Mulund including Box Tunnel at Film City, Electrical, Mechanical and associated work. JKNPL (being 51% subsidiary of NCC Limited and 49% associate of JKIL) was incorporated in October 2023 and awarded the execution of the project. NCC is seeking a five-year approval till FY29 for the execution of the project and the transaction involves Subcontracting the project between JKNPL and JKIL, JKNPL and NCC and JKNPL and UJV for constructing the Tunnel and related allied EPC Work. The transactions shall be in the nature of work contract and shall include design, construction of Twin Tunnel and Electrical, Mechanical and Associated Works. We support the resolution as it is operational in nature and critical to the revenues of the company.