

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

### Report on Implementation/Discharge of Stewardship Responsibilities for April 2022-March 2023

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 2023:

Sr No	Principles of Stewardship Code	Status
1	Formulation of Policy, its disclosure and review	<b>Complied.</b> 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	<b>Complied.</b> 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	<b>Complied.</b> 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	<b>Complied.</b>

		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><b>Complied.</b> 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"> <li>• Newgen Software</li> <li>• NIIT Limited</li> <li>• KPIT Technologies</li> <li>• Bharat Matrimony</li> <li>• Prataap Snacks</li> </ul>
6	Reporting of Stewardship Activities	<p><b>Complied.</b></p> <p>A disclosure pertaining to our stewardship activities during the period is communicated to all the investors.</p>

**Matrimony.com Limited**

<b>S. No.</b>	<b>Date of resolution passed</b>	<b>Description of the resolution</b>	<b>Meeting in which resolution was passed?</b>	<b>Meeting for the period?</b>
<b>Ordinary resolutions</b>				
1	09-Aug-23	Adoption of Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and Auditors thereon.	AGM	FY23
2	09-Aug-23	Adoption of consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon	AGM	FY23
3	09-Aug-23	Declaration of Dividend - Dividend at the rate of INR 5 (Rupees Five only) per share for the financial year 2022- 23	AGM	FY23
4	09-Aug-23	Re-appointment of Shri. Murugavel Janakiraman (holding DIN 00605009), Director who retires by rotation, being eligible offers herself for re-appointment.	AGM	FY23
<b>Special resolutions</b>				
1	09-Aug-23	Re-appointment of Smt. Akila Krishnakumar (DIN: 06629992) as Independent Director for a period of 5 years from August 10, 2023 till August 09, 2028	AGM	FY23

**KPIT Technologies Limited**

<b>S. No.</b>	<b>Date of resolution passed</b>	<b>Description of the resolution</b>	<b>Meeting in which resolution was passed?</b>	<b>Meeting for the period?</b>
<b>Ordinary resolutions</b>				
1	29-Aug-23	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, together with the reports of the Auditors and the Board of Directors thereon.	AGM	FY23
2	29-Aug-23	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2023, together with the report of the Auditors thereon.	AGM	FY23
3	29-Aug-23	To declare final dividend for the financial year ended March 31, 2023. [2.65/- per equity share of H 10/- each (at 26.5%) in addition to Interim Dividend paid at H 1.45/- per equity share of H 10/- each (at 14.5%)]	AGM	FY23
4	29-Aug-23	To appoint a director in place of Mr. Kishor Patil (DIN: 00076190) who retires by rotation and being eligible, offers himself for reappointment.	AGM	FY23
5	29-Aug-23	To reappoint M/s. BSR & Co. LLP, Chartered Accountants, Pune (FRN 101248W/W-100022) as Statutory Auditors of the Company from the conclusion of 6th Annual General Meeting to be held in the year 2023 till the conclusion of the 11th Annual General Meeting to be held in the year 2028.	AGM	FY23
6	29-Aug-23	Reappointment of Mr. Kishor Patil (DIN: 00076190) as Chief Executive Officer (CEO) and Managing Director of the Company, for a further period of five years with effect from January 16, 2024 to January 15, 2029	AGM	FY 23
7	29-Aug-23	Reappointment of Mr. Sachin Tikekar (DIN: 02918460) as Joint Managing Director (Whole-time) of the Company, for a further period of five years with effect from January 16, 2024 to January 15, 2029	AGM	FY 23
8	29-Aug-23	Ms. Jayada Pandit, a relative of Mr. Chinmay Pandit, Whole-time Director and Mr. S. B. (Ravi) Pandit, Chairman of the Board, to hold an office or place of profit in the Company as Sr. Manager - Marketing or such other post as she may be promoted hereafter, at a remuneration up to H 60 Lacs per annum with effect from August 29, 2023	AGM	FY 23
<b>Special resolutions</b>				
9	29-Aug-23	To approve re appointment of Mr. Anant Talaulicar (DIN: 00031051), who holds office as an independent director up to January 15, 2024, not liable to retire by rotation, for a second term of five years with effect from January 16, 2024 to January 15, 2029	AGM	FY 23
10	29-Aug-23	To approve re appointment of Prof. Alberto Luigi Sangiovanni Vincentelli (DIN: 05260121), who holds office as an independent director up to January 15, 2024, not liable to retire by rotation, for a second term of three years with effect from January 16, 2024 to January 15, 2027	AGM	FY 23
11	29-Aug-23	To approve re-appointment of Mr. B V R Subbu (DIN: 00289721), who holds office as an independent director up to January 15, 2024, not liable to retire by rotation, for a second term of two years with effect from January 16, 2024 to January 15, 2026	AGM	FY 23
12	29-Aug-23	To approve Mr. Srinath Batni (DIN: 00041394), who was appointed as an Additional and Independent Director of the Company and whose term expires at the ensuing Annual General Meeting to be appointed as an Independent Director for a period of five years from July 25, 2023 to July 24, 2028 not liable to retire by rotation.	AGM	FY 23

NIIT Limited

S. No.	Date of resolution passed	Description of the resolution	Meeting in which resolution was passed?	Meeting for the period?
<b>Ordinary resolutions</b>				
1	27-Sep-23	Adoption of: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 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, 2023 and the Report of the Auditors thereon.	AGM	FY23
2	27-Sep-23	Appointment of Mr. Parappil Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY23
3	27-Sep-23	Appointment of Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY23
4	27-Sep-23	Approve the payment of remuneration to Non Executive Directors of the Company	AGM	FY23
<b>Special resolutions</b>				
5	27-Sep-23	Ratification of remuneration of Cost Auditor for the financial year 2022-23	AGM	FY23
6	27-Sep-23	Re-appointment of Mr. Vijay Kumar Thadani (DIN:00042527) as Vice-Chairman and Managing Director of the Company, for a period of five years commencing from April 1, 2024	AGM	FY23
7	27-Sep-23	Re-appointment of Mr. Parappil Rajendran (DIN: 00042531) as Joint Managing Director of the Company, for a period of five years commencing from April 1, 2024	AGM	FY23

**Newgen Software Technologies Limited**

<b>S. No.</b>	<b>Date of resolution passed</b>	<b>Description of the resolution</b>	<b>Meeting in which resolution was passed?</b>	<b>Meeting for the period?</b>
<b>Ordinary resolutions</b>				
1	27-Jun-23	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.	AGM	FY23
2	27-Jun-23	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2023 and the report of Auditors thereon.	AGM	FY23
3	27-Jun-23	To declare a Dividend of Rs. 5 /- per Equity share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31st March 2023.	AGM	FY23
4	27-Jun-23	To appoint a director in place Ms. Priyadarshini Nigam (DIN: 00267100), who retires by rotation and being eligible, offers herself for re-appointment	AGM	FY23

**Prataap Snacks Limited**

<b>S. No.</b>	<b>Date of resolution passed</b>	<b>Description of the resolution</b>	<b>Meeting in which resolution was passed?</b>	<b>Meeting for the period?</b>
<b>Ordinary resolutions</b>				
1	03-Aug-23	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditor thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of Auditor thereon	AGM	FY23
2	03-Aug-23	To declare dividend on equity shares of the Company for the financial year ended 31st March, 2023	AGM	FY23
3	03-Aug-23	To appoint a Director in place of Mr. Arvind Mehta (DIN: 00215183), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment	AGM	FY23