

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

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 2024:

SN	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	<b>Complied.</b> We have exercised 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 casted in the best interest of the unit holders. During the period we have voted on shareholders resolutions of following portfolio companies: <ul style="list-style-type: none"><li>• Newgen Software</li><li>• NIIT Limited</li><li>• NIIT Learning Systems</li><li>• KPIT Technologies</li><li>• Matrimony.com</li><li>• Prataap Snacks</li></ul>
6	Reporting of Stewardship Activities	<b>Complied.</b> A disclosure pertaining to our stewardship activities during the period is communicated to all the investors.

**Matrimony.com Limited**

<b>SN</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-24	Adoption of Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and Auditors thereon.	AGM	FY24
2	09-Aug-24	Adoption of consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon	AGM	FY24
3	09-Aug-24	Declaration of Dividend - Dividend at the rate of INR 5 (Rupees Five only) per share for the financial year 2023- 24	AGM	FY24
4	09-Aug-24	Payment of commission to Non-Executive Directors of the Company	AGM	FY24
<b>Special resolutions</b>				
1	09-Aug-24	Alteration of object clause of Memorandum of Association of the Company relating to the main object to be pursued by the Company, be and is hereby altered by adding the following new sub-clause 2, after the existing sub-clause 1 in Clause 3 (a): <i>2. To engage, conduct or carry on the business of providing products and services including but not limited to creating an online, marketplace or digital platform, e-commerce services, technology-related services, including gathering, accumulating, organizing, tabulating, managing, obtaining, collecting, purchasing, acquiring, importing, disseminating and marketing of information through various offline/physical and online channels while facilitating an outreach to its existing and new customer base for furtherance of business objectives alongside organizing initiatives and programmes, and planning various events with the help of technology-driven tools and applications developed for market access and reach; and in furtherance to the same, collaborate, partner, act as an agent with various categories of product and service providers including companies, institutions</i>	AGM	FY24

**KPIT Technologies Limited**

<b>SN</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-24	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024, together with the reports of the Auditors and the Board of Directors thereon.	AGM	FY24
2	29-Aug-24	To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the report of the Auditors thereon.	AGM	FY24
3	29-Aug-24	To declare final dividend for the financial year ended March 31, 2024. [4.60/- per equity share of INR 10/- each (at 46%) in addition to Interim Dividend paid at INR 2.10/- per equity share of INR 10/- each (at 21%)]	AGM	FY24
4	29-Aug-24	To appoint a director in place of Mr. Sachin Tikekar (DIN: 02918460) who retires by rotation and being eligible, offers himself for reappointment	AGM	FY24
5	29-Aug-24	To appoint a director in place of Mr. S. B. (Ravi) Pandit (DIN: 00075861) who retires by rotation and being eligible, offers himself for reappointment		
<b>Special resolutions</b>				
1	29-Aug-24	Approval and recommendation of the Nomination and Remuneration (HR) Committee, and that of the Board, Mr. S. B. (Ravi) Pandit (DIN: 00075861), who holds office as a Non executive Director and Chairman of the Board be and is hereby authorized to continue to hold office beyond the age of 75 years as a Non-executive Director and Chairman of the Board, liable to retire by rotation, with effect from March 29, 2025. The key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution	AGM	FY24

**NIIT Limited**

<b>SN</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	24-May-24	Adoption of: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 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, 2024 and the Report of the Auditors thereon.	AGM	FY24
2	24-May-24	Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY24
3	24-May-24	Appointment of Mr. Udai Singh Pawar (DIN: 03477177) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY24
4	24-May-24	Declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024	AGM	FY24
5	24-May-24	Ratification of remuneration of Cost Auditor for the financial year 2023-24	AGM	FY24

**NIIT Learning Systems Limited**

<b>SN</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	24-May-24	Adoption of: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 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, 2024 and the Report of the Auditors thereon.	AGM	FY24
2	24-May-24	Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY24
3	24-May-24	Appointment of t Mr. Vijay Kumar Thadani (DIN: 00042527 as a Director, who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY24
4	24-May-24	Declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024	AGM	FY24
5	24-May-24	Ratification of remuneration of Cost Auditor for the financial year 2023-24	AGM	FY24

**Newgen Software Technologies Limited**

<b>SN</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	25-Jun-24	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.	AGM	FY24
2	25-Jun-24	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2024 and the report of Auditors thereon.	AGM	FY24
3	25-Jun-24	To declare a Dividend of Rs. 4 /- per Equity share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31st March 2024.	AGM	FY24
4	25-Jun-24	To appoint a director in place Mr. T.S. Varadarajan (DIN: 00263115) , who retires by rotation and being eligible, offers himself for re-appointment	AGM	FY24
<b>Special resolutions</b>				
1	25-Jun-24	Re-appointment of Mr. Diwakar Nigam (DIN: 00263222) as the Chairman & Managing Director of the Company for a period of five (5) years	AGM	FY24
2	25-Jun-24	Re-appointment of Mr. T. S. Varadarajan (DIN: 00263115) as Whole-time Director of the Company for a period of five (5) years	AGM	FY24
3	25-Jun-24	Re-appointment of Mrs. Priyadarshini Nigam (DIN: 00267100) as Whole-time Director of the Company for a period of five (5) years	AGM	FY24
4	25-Jun-24	Payment of Commission to Non-Executive Director	AGM	FY24
5	25-Jun-24	Approval for increase in the pool of the Stock Options and other amendments in Newgen Software Technologies Limited Employees Stock Option Scheme – 2022	AGM	FY24
6	25-Jun-24	Approval for 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	FY24

**Prataap Snacks Limited**

<b>SN</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	01-Aug-24	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditor thereon.	AGM	FY24
2	01-Aug-24	To declare dividend on equity shares of the Company for the financial year ended 31st March, 2024	AGM	FY24
3	01-Aug-24	To appoint a Director in place of Mr. Apoorva Kumat (DIN: 02630764), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	AGM	FY24
<b>Special resolutions</b>				
4	01-Aug-24	Appointment of Mrs. Venu Vashista (DIN: 09006358) as a Non-Executive, Independent Director of the Company.	AGM	FY24