STEWARDSHIP POLICY
(Prepared as on April 17, 2026)

Prepared By	Compliance Officer
Approved By	Board of Directors
Applicable From	April 2026
Next Review Date	Periodically as and when required

Securities Exchange Board of India (SEBI) has vide clause 13.4 of the Master Circular for Alternative Investment Funds (“AIFs”) dated May 7, 2024 (SEBI/HO/AFD-1/AFD-1-PoD/P/CIR/2024/39), as may be amended from time to time, has prescribed stewardship principles to be adopted and implemented by all categories of Alternative Investments Funds (AIFs), in relation to their investment in listed equity.

Key Principles adopted in our Code are as follows:

Principle 1: Discharging of Stewardship Responsibilities

The Board of Directors of Waterfield Fund Managers Private Limited (‘IM/Waterfield’) have approved the terms of reference for the Investment Committee (“Committee”) of all funds under IM for discharging the Stewardship obligations. The Committee will set a threshold level primarily based on the materiality of the issue and the size of our exposure to the individual investee company, beyond which the exposure to the investee company will be deemed to be ‘meaningful’. The threshold level will help in determining the level of engagement, monitoring and intervention with the investee company. The Committee is empowered to modify the meaningful threshold level, as it deems appropriate.

The Board has authorized the Investment Committee (the “Committee”) to carry out any changes in the Code followed by ratification of such change(s) by the Board of Waterfield.

The Committee will also be responsible for reviewing the code every year and / or whenever any changes are to be incorporated in the Code due to any amendment in the guidelines by SEBI for AIFs in India or as may be felt appropriate by the Committee and recommend the same for approval/ratification of the Boards of Waterfield. The Investment team will be guided by the principles provided in the Code, however if there is conflict between discharge of the stewardship responsibilities and the Investment team’s normal fund management activity, the Investment team shall always ensure that they act in the interest of the clients.

The Committee is also entrusted with the power to engage or use the services of any external service providers to support the Committee / Investment team in discharging its stewardship responsibilities. In case the Committee engages an external agency, scope of its services that it proposes to avail will be specified along with the mechanism to ensure that in such case, stewardship responsibilities are exercised properly and diligently. However, the Committee may use its discretion to rely and/or act on the suggestions/ recommendations given by such external service provider(s).

A training program shall be formulated for training of Investment team and Committee explaining the responsibility under the Code along with amendments, if any. This may be done through external agency or internal team presentations. The Committee is empowered to decide or amend the frequency and modalities of training under this Code.

Principle 2: Managing Conflict of Interest:

While dealing with the Investee Company, there can be instances where a potential conflict of interest may be identified between the employees/directors/partners of the IM & Sponsor and the unitholders of the underlying funds. Some instances of potential conflict of interest are as follows:

a. The underlying funds may participate / invest in investee companies in which Investment Manager has an existing investment or proposes to make an investment, which may be on different terms from that of the underlying funds’ investment. The attorneys, accountants, and other professionals performing services for underlying funds may also perform services for the Investment Manager and its affiliates leading to conflict of interest.

b. Where an underlying fund has been granted a seat on the board of directors/committees/governance boards of the investee company (as may be applicable). Such seat in the investee company will be filled by a nominee of the Investment Manager. Such seat includes certain duties, including fiduciary duties, towards the investee company, which may conflict with the interest of the underlying funds
c. Common membership of the Investment Committee and directorship in the Investment Manager may lead to potential conflicts of interest.
d. Investment Manager has a right to provide co-investment opportunities in the investee company to other investors in the underlying funds for investment along with the underlying funds at terms not more favourable than terms offered to the underlying funds.
e. Investments made by underlying funds may be in certain investee companies who are an existing or prospective advisory/portfolio management client of the affiliates of Investment Manager

To ensure that there is no conflict of interest:

a. Investment decisions pertaining to the underlying funds should be in accordance with their investment objectives.
b. Investment of underlying funds' assets in associates should be at arm's length, with proper rationale, within necessary regulatory limits and subject to approvals as may be required under the AIF Regulations.
c. The underlying funds shall not buy or sell investments, from or to (a) associates; or (b) schemes of Alternative Investment Funds managed or sponsored by its Manager, Sponsor or associates of its Manager or Sponsor; or (c) an investor who has committed to invest at least 50% of the corpus of the respective underlying funds, unless an approval of 75% of the investors by value of their investment in respective underlying funds have been taken for such transaction(s).

Additionally, IM has a detailed policy on conflict of interest in place to identify, address and manage any conflict of interest that may arise with respect to any investee company and in a manner to ensure that the interest of the investors of underlying funds is placed before the interest of IM.

Principle 3: Monitoring Investee Companies

The Investment Committee on the basis of the materiality monitor/engage with the investee company on best effort basis.

i. Company strategy
ii. Performance at operational and financial level
iii. Quality of company management, board, leadership, etc.

Committee, in consultation with Investment team, may identify situations where active engagement with the investee companies may not be necessitated especially if investment is insignificant, etc. The Investment team as part of its monitoring process may use publicly available information i.e., corporate disclosures on the exchanges viz. quarterly results, annual reports, corporate announcements etc. While engaging with the investee companies we may receive information i.e., material non-public information/ Unpublished Price Sensitive Information (UPSI). We do not pursue or seek for UPSI, however, if we are in receipt of UPSI, we shall avoid acting based on such information.

Principle 4: Active intervention in the Investee companies

The Investment Committee shall intervene and act in the following manner where if, in its opinion, any acts/omissions (*including but not limited to insufficient disclosures, non-compliance with regulations,* *performance parameters, governance issues, related party transactions, corporate plans/ strategy, or any other related matters*) of the investee company are considered material in its poor performance on a case-to-case basis:

i. Have detailed discussion and meeting with the management of the investee company to understand the factors involved in the poor performance.
ii. Understand how the investee company intends to resolve the underperformance.
iii. Collaborate with other institutional investors of the investee company, professional associations, regulators, and any other entities as it may deem necessary.
iv. In the event of unsatisfactory response or failure to undertake constructive steps to resolve the concerns by the management of investee company, IM shall take all reasonable steps to engage with the management of the investee company to resolve the concerns
v. However, if there is no response or action taken by the management of the investee company despite the above-mentioned steps, IM may approach the relevant authorities or consider recourse to other legal actions.

Principle 5: Voting and disclosure of voting activity

Waterfield may exercise its voting rights and vote on shareholder resolutions of Portfolio Companies, as may be deemed necessary in the interest of the Investors of AIFs/Schemes.

Waterfield shall attend general meetings on behalf of the Funds (or the schemes thereof) of the Portfolio Companies (annual as well as any extra ordinary general meetings) where appropriate, and to the extent possible, actively speak and respond to the matters being discussed at such meetings. Decisions on whether and how to vote (for, against or abstain) on the resolutions of Portfolio Companies shall be taken by the Investment Committee, in consultation with the Investment team, in the best interest of the Investors of the AIFs/Schemes. In arriving at such decisions, the Committee shall consider, among other factors, the nature of the resolution, its impact on the value of the investment, and the governance standards of the Portfolio Company.

Waterfield does not currently rely on the services of any proxy advisory firm for taking its voting decisions. In the event such services are availed in future, the extent of reliance placed on the recommendations of the proxy advisor shall be recorded, and the ultimate responsibility for voting decisions shall continue to rest with the Investment Committee.

Principle 6: Reporting and Disclosures

Waterfield shall report to their clients/ beneficiaries periodically on how they have fulfilled their stewardship responsibilities as per their policy in an easy-to-understand format.

This Code, as amended from time to time, will be disclosed on the website of Waterfield along with other public disclosures. Any change or modification to the Code will also be disclosed at the time of updating the code on the website.

However, it may be noted that compliance with the aforesaid principles does not constitute an invitation to manage the affairs of a company or preclude a decision of the institutional investor to sell a holding when it is in the best interest of clients or beneficiaries.