

Voting Policy

Kotak Mahindra Asset Management Company Limited (KMAMC) is a believer in the principle that the good Corporate Governance enhances the value of the company.

As an investment adviser with a fiduciary responsibility towards its unitholders, KMAMC believes that it should exercise its right to vote neither for nor against management, but always in the best interests of unitholders of its schemes.

One of the primary factors KMAMC considers when determining the desirability of investing in a particular company is the quality and depth of its management. We recognize that a company's management is entrusted with the day-to-day operations of the company, as well as its long-term direction and strategic planning, subject to the oversight of the company's board of directors.

Accordingly, our proxy voting guidelines are not intended to substitute our judgment for management's with respect to the company's day-to-day operations. Rather, our voting guidelines are designed to promote accountability of a company's management and board of directors to its shareholders; to align the interests of management with those of shareholders; and, to encourage companies to adopt best practices in terms of their corporate governance. We rely on a company's disclosures, its Board's recommendations, a company's track record, specific best practices codes, our research analysis and, most importantly, our Fund Management Departments views, in making voting decisions.

KMAMC will follow the following policy and procedure for exercising voting rights:

1. Appointment of Voting committee

A Voting Committee comprising of a Director of the AMC, Chief Executive Officer, Chief Strategist and Global Head Equities, Head of Equities and Head of Fixed Income, will be appointed. The Committee will decide on voting on issues in the AGMs/EGMs for which notice is received.

The Voting Committee may delegate the rights under this policy to the Fund Managers of the Schemes, subject to such controls as they deem fit.

2. Principles for Voting

i) Voting is completely discretionary i.e. the decision may include "abstaining from voting" or to "vote for" or "against" or divide votes between "for" and "against", or not vote at all.

ii) The Voting Committee will exercise proxy voting discretion on particular types of proposals in respect of the following matters: -

- Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti takeover provisions.

- Changes to capital structure, including increases and decreases of capital and preferred stock issuances.
- Stock option plans and other management compensation issues;
- Social and corporate responsibility issues.
- Appointment and Removal of Directors.
- Any other issue that may affect the interest of the shareholders in general and interest of the unit-holders in particular.

iii) Assessment of implication of voting: The Voting Committee has the responsibility for the content, interpretation and application of the proxy votes and assessing the impact on the company of such voting. All the matters will be addressed on a case to case basis keeping in view the interest of unitholders.

iv) Cost of Voting: The Committee may take in to account the location of the general body meeting, number/percentage of shares held, impact of exercising or otherwise of Voting on the possible outcome, cost of voting (cost of travel and executive time) and determine whether it is not in the best economic interests of unitholders/scheme to vote proxies.

3. Governance measures

- For investments in group companies of the AMC

As a policy, KMMF does not invest in the shares of Kotak group companies,, The said policy would not apply to investments by index funds / ETF's , where the underlying indices include Kotak group entities as one of its constituents. In such cases, since the investments are done in accordance with the index weights, AMC shall refrain from voting in such cases.

- Investment in companies that have subscribed to the units of their schemes.

KMMF shall not make any distinction between companies that have invested in our schemes vis a vis other companies. All companies will be treated on par for the purpose of this voting policy.

4. Decision making process on voting

KMMF has currently defined a holding of 4% of the individual scheme net assets as a threshold for voting considerations, under this policy. However, the fund manager may in the interest of the unit holders decide to vote on any matter as he may deem fit, even where the holding is below the said threshold.

5. Decision making in the Committee

Each matter submitted to the Committee will be determined by the vote of a majority of the members present at the meeting. Should the vote concerning one or more recommendations be tied in a vote of the Committee the final voting decision will be taken by the CEO.

6. Resolving conflicts of interest

The Committee is also responsible for monitoring and resolving possible material conflicts between the interests of KMAMC and those of unitholders with respect to proxy voting. The Committee shall always ensure that voting will be in the exclusive interest of the unitholders of the schemes.

7. Representation at the general body meeting

The Committee may through a suitable delegation, exercise its decision on voting at the meetings in favour of any of its authorized representatives.

This policy has been approved by the Board of Directors of Kotak Mahindra Asset Management Company Limited and Board of Directors of Kotak Mahindra Trustee Company Limited at their meeting held on July 18, 2011.

VOTING DETAILS - FOR FINANCIAL YEAR 2012-2013

MANAGEMENT PROPOSALS

Meeting Date	Company Name	Resolution Numbers	Meeting Description	Resolution Description	Changes in capital structure including increases & decreases of capital & preferred stock issuances	Stock option plans & other management compensation issues	Social & corporate responsibility issues	Appointment & Removal of Directors	Any other issue that may affect the interest of shareholders in general & interest of the unit holders in particular	Management Recommendation	Voted (For / Against / Abstain)
09 June 2012	Infosys Ltd		1 31st Annual General Meeting	To accept financial statements and statutory reports					✓	FOR	FOR
09 June 2012	Infosys Ltd		2 31st Annual General Meeting	To declare the final and special dividend					✓	FOR	FOR
09 June 2012	Infosys Ltd		3 31st Annual General Meeting	To approve re-appointment of S. Gopalakrishnan as a Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		4 31st Annual General Meeting	To approve re-appointment of K. V. Kamath as a Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		5 31st Annual General Meeting	To approve re-appointment of David L. Boyles as a Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		6 31st Annual General Meeting	To approve re-appointment of Prof. Jeffery S. Lehman as a Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		7 31st Annual General Meeting	To approve appointment of Auditors and fix their remuneration					✓	FOR	FOR
09 June 2012	Infosys Ltd		8 31st Annual General Meeting	To approve appointment of Ann M. Fudge as a Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		9 31st Annual General Meeting	To approve appointment and remuneration of V. Balakrishnan as a Director and also as a Whole-time Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		10 31st Annual General Meeting	To approve appointment and remuneration of Ashok Vemuri as a Director and also as a Whole-time Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		11 31st Annual General Meeting	To approve appointment and remuneration of B G Srinivas as a Director and also as a Whole-time Director				✓		FOR	FOR
09 June 2012	Infosys Ltd		12 31st Annual General Meeting	To approve remuneration in the form of commission for Non-executive Directors		✓				FOR	FOR
25 June 2012	ICICI Bank Ltd		1 18th Annual General Meeting	To accept financial statements and statutory reports					✓	FOR	FOR
25 June 2012	ICICI Bank Ltd		2 18th Annual General Meeting	To declare dividend on preference shares					✓	FOR	FOR
25 June 2012	ICICI Bank Ltd		3 18th Annual General Meeting	To declare dividend on equity shares					✓	FOR	FOR
25 June 2012	ICICI Bank Ltd		4 18th Annual General Meeting	To appoint a director in place of Mr. Homi Khusrokhhan, who retires by rotation and, being eligible, offers himself for re-appointment.				✓		FOR	Abstain
25 June 2012	ICICI Bank Ltd		5 18th Annual General Meeting	To appoint a director in place of Mr. V. Sridar, who retires by rotation and, being eligible, offers himself for re-appointment				✓		FOR	Abstain
25 June 2012	ICICI Bank Ltd		6 18th Annual General Meeting	To appoint a director in place of Mr. N. S. Kannan, who retires by rotation and, being eligible, offers himself for reappointment				✓		FOR	FOR
25 June 2012	ICICI Bank Ltd		7 18th Annual General Meeting	To approve appointment of S. R. Batliboi & Co., Chartered Accountants as statutory auditors and fix their remuneration					✓	FOR	FOR
25 June 2012	ICICI Bank Ltd		8 18th Annual General Meeting	To appoint branch auditors, as and when required, in consultation with the statutory auditors and fix their remuneration					✓	FOR	FOR
25 June 2012	ICICI Bank Ltd		9 18th Annual General Meeting	To pass the resolution that Dr. Swati Piramal in respect of whom the Company has received notices in writing along with deposits of ₹ 500 each, from two Members proposing her as a candidate for the office of director and who is eligible for appointment to the office of director, be and is hereby appointed a Director of the Company				✓		FOR	Abstain
25 June 2012	ICICI Bank Ltd		10 18th Annual General Meeting	To pass the resolution for revision in the remuneration payable to Ms. Chanda Kochhar, Managing Director & CEO effective April 1, 2012		✓				FOR	Abstain
25 June 2012	ICICI Bank Ltd		11 18th Annual General Meeting	To pass the resolution for revision in the remuneration payable to Mr. N. S. Kannan, Executive Director & CFO effective April 1, 2012		✓				FOR	Abstain
25 June 2012	ICICI Bank Ltd		12 18th Annual General Meeting	To pass the resolution for revision in the remuneration payable to Mr. K. Ramkumar, Executive Director effective April 1, 2012		✓				FOR	Abstain
25 June 2012	ICICI Bank Ltd		13 18th Annual General Meeting	To pass the resolution for revision in the remuneration payable to Mr. Rajiv Sabharwal, Executive Director effective April 1, 2012		✓				FOR	Abstain

27 July 2012	IITC Ltd		2	101st Annual General Meeting	To declare dividend					✓	FOR	FOR
27 July 2012	IITC Ltd		3	101st Annual General Meeting	To elect Directors in place of those retiring by rotation				✓		FOR	Abstain
27 July 2012	IITC Ltd		4	101st Annual General Meeting	To approve appointment of Auditors and fix their remuneration					✓	FOR	FOR
27 July 2012	IITC Ltd		5	101st Annual General Meeting	To approve re-appointment of Mr. Serajul Haq Khan as a Director				✓		FOR	Abstain
18 September 2012	Coal India Ltd		1	38th Annual General Meeting	To accept financial statements and statutory reports					✓	FOR	FOR
18 September 2012	Coal India Ltd		2	38th Annual General Meeting	To confirm interim dividend & declare final dividend					✓	FOR	FOR
18 September 2012	Coal India Ltd		3	38th Annual General Meeting	To approve appointment a director in place of Prof. S.K.Barua who retires by rotation and offer himself for reappointment				✓		FOR	FOR
18 September 2012	Coal India Ltd		4	38th Annual General Meeting	To approve purchase any of its fully paid shares or any other securities from time to time and make payment thereof out of its free reserves or securities premium account or the proceeds of any shares or other specified securities issued specially for the purpose of buy back.	✓					FOR	FOR
18 September 2012	Coal India Ltd		5	38th Annual General Meeting	To approve appointment of Mr. S.Narsing Rao, who was appointed as an additional director and designated as chairman cum Managing Director, to be appointed as a Director of the company ,not liable to retire by rotation.				✓		FOR	FOR
18 September 2012	Coal India Ltd		6	38th Annual General Meeting	To approve appointment of Ms. Zohra Chatterji, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retire by rotation.				✓		FOR	FOR
18 September 2012	Coal India Ltd		7	38th Annual General Meeting	To approve appointment of Ms. Anjali Anand Srivastava, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		8	38th Annual General Meeting	To approve appointment of Dr.(Smt) Sheela Bhide, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		9	38th Annual General Meeting	To approve appointment of Dr.R.N.Trivedi, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		10	38th Annual General Meeting	To approve appointment of Mr. Mohd Anis Ansari, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		11	38th Annual General Meeting	To approve appointment of Mr.Kamal R.Gupta, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		12	38th Annual General Meeting	To approve appointment of Ms.Sachi Chaudhuri, who was appointed as an Additional Director, to be appointed as a Director of the company subject to retirement by rotation				✓		FOR	FOR
18 September 2012	Coal India Ltd		13	38th Annual General Meeting	To approve appointment of Mr.N.Kumar, who was appointed as an Additional Director and designated as Director (Technical), to be appointed as a Director of the company, not liable to retire by rotation.				✓		FOR	FOR
18 September 2012	Coal India Ltd		14	38th Annual General Meeting	To approve appointment of Mr.B.K.Saxena, who was appointed as an Additional Director and designated as Director (Marketing), to be appointed as a Director of the company, not liable to retire by rotation.				✓		FOR	FOR
19 September 2012	Power Grid Corporation of India		1	23rd Annual General Meeting	To accept financial statements and statutory reports					✓	FOR	FOR
19 September 2012	Power Grid Corporation of India		2	23rd Annual General Meeting	To note the payment of interim dividend and declare final dividend					✓	FOR	FOR
19 September 2012	Power Grid Corporation of India		3	23rd Annual General Meeting	To appoint a Director in place of Shri I. S. Jha, who retires by rotation and being eligible, offers himself for re-appointment				✓		FOR	FOR
19 September 2012	Power Grid Corporation of India		4	23rd Annual General Meeting	To appoint a Director in place of Shri R. T. Agarwal, who retires by rotation and being eligible, offers himself for re-appointment				✓		FOR	FOR
19 September 2012	Power Grid Corporation of India		5	23rd Annual General Meeting	To appoint a Director in place of Smt. Rita Acharya, who retires by rotation and being eligible, offers herself for re-appointment				✓		FOR	FOR
19 September 2012	Power Grid Corporation of India		6	23rd Annual General Meeting	To fix the remuneration of the Statutory Auditors					✓	FOR	FOR
19 September 2012	Power Grid Corporation of India Ltd		7	23rd Annual General Meeting	After the resolution passed on 17th May, 2010 for enhancing the Borrowing Powers to Rs.80,000 Cr, approval of which was obtained by the Shareholders of the Company through Postal Ballot, to approve for further borrowing which together with the moneys already borrowed and shall not exceed in the aggregate at any time Rs.1,00,000 Cr	✓					FOR	FOR
25 January 2013	Axis Bank Ltd		1	Postal Ballot	To approve to increase the authorized share capital of the bank from Rs 500,00,00,000 (Rs five hundred crore) to Rs 850,00,00,000 (Rupees Eight hundred fifty crore) by creation of 35,00,00,000 (Thirty five crore) equity shares of Rs.10 each.	✓					FOR	FOR

25 January 2013	Axis Bank Ltd		2	Postal Ballot	To approve the changes in the articles of associations of the bank for the words and figures "500,00,00,000/- (Rupees five hundred crores) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs-10/- each "be substituted by the words and figures "Rs.850,00,00,000 (Rupees Eight hundred Fifty Crores only) divided into 85,00,00,000 (Eighty Five Crores) equity shares of Rs. 10 each		✓					FOR	FOR
25 January 2013	Axis Bank Ltd		3	Postal Ballot	To approve, to create ,offer ,issue and allot (including by way of preferential allotment , private placement) in one or more tranches, not exceeding 4,58,00,000 equity shares.		✓					FOR	FOR
25 January 2013	Axis Bank Ltd		4	Postal Ballot	To approve, offer and allot additional equity stock options convertible into equity shares, in addition to the approvals earlier granted by the shareholders from time to time , such that aggregate number of equity shares that may be issued pursuant to the Employee stock option scheme of the bank ("ESOS") shall not exceed 10% of the paid up capital of the bank.			✓				FOR	FOR
25 March 2013	Bharti Airtel Ltd		1	Postal Ballot	To appoint Mr.Sunil Bharti Mittal as Executive chairman of the company.					✓		FOR	FOR
25 March 2013	Bharti Airtel Ltd		2	Postal Ballot	To appoint Mr. Manoj Kohli as Managing Director of the company.					✓		FOR	FOR
25 March 2013	Bharti Airtel Ltd		3	Postal Ballot	To appoint Mr. Gopal Vittal as Director of the company, not liable to retire by rotation					✓		FOR	FOR
25 March 2013	Bharti Airtel Ltd		4	Postal Ballot	To appoint Mr. Gopal Vittal as Joint Managing Director of the company.					✓		FOR	FOR

SHAREHOLDERS PROPOSALS:

Date	Type of Meeting (AGM/EGM)	Proposal	Management Recommendation	Vote (For/Against/Abstain)
NIL				