

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 2011-2012
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)
07/04/2011	Bank Of Baroda	1	15th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
07/04/2011	Bank Of Baroda	2	15th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR
07/06/2011	HDFC Bank Ltd	1	17th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
07/06/2011	HDFC Bank Ltd	2	17th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR
07/06/2011	HDFC Bank Ltd	3	17th A G M	TO APPROVE REAPPOINTMENT OF MR. ASHIM SAMANTA AS A DIRECTOR				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	4	17th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
07/06/2011	HDFC Bank Ltd	5	17th A G M	TO APPROVE APPOINTMENT AND REMUNERATION OF C. M. VASUDEV, DIRECTOR AS A PART TIME NON EXEC CHAIRMAN				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	6	17th A G M	TO APPROVE APPOINTMENT OF MR. PARTHO DATTA AS A DIRECTOR				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	7	17th A G M	TO APPROVE APPOINTMENT OF MR. BOBBY PARIKH AS A DIRECTOR				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	8	17th A G M	TO APPROVE APPOINTMENT OF MR. ANAMI N ROY AS A DIRECTOR				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	9	17th A G M	TO APPROVE APPOINTMENT OF MRS. RENU KARNAD AS A DIRECTOR				✓		FOR	FOR
07/06/2011	HDFC Bank Ltd	10	17th A G M	TO APPROVE AMEND CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO REFLECT CHANGES IN CAPITAL	✓					FOR	FOR
07/06/2011	HDFC Bank Ltd	11	17th A G M	TO APPROVE STOCK SPLIT	✓					FOR	FOR
27/06/2011	ICICI Bank Ltd	1	17th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
27/06/2011	ICICI Bank Ltd	2	17th A G M	TO APPROVE DIVIDEND ON PREFERENCE SHARES					✓	FOR	FOR
27/06/2011	ICICI Bank Ltd	3	17th A G M	TO APPROVE DIVIDEND ON EQUITY SHARES					✓	FOR	FOR
27/06/2011	ICICI Bank Ltd	4	17th A G M	TO APPROVE REAPPOINTMENT OF MR. M.S. RAMCHANDRAN AS A DIRECTOR				✓		FOR	FOR
27/06/2011	ICICI Bank Ltd	5	17th A G M	TO APPROVE REAPPOINTMENT OF MR. K. RAMKUMAR AS A DIRECTOR				✓		FOR	FOR
27/06/2011	ICICI Bank Ltd	6	17th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
27/06/2011	ICICI Bank Ltd	7	17th A G M	TO APPROVE APPOINTMENT OF BRANCH AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
27/06/2011	ICICI Bank Ltd	8	17th A G M	TO APPROVE RETIREMENT OF MR. V. PREM WATSA AS A DIRECTOR				✓		FOR	FOR
27/06/2011	ICICI Bank Ltd	9	17th A G M	TO APPROVE REVISION IN REMUNERATION OF MS. CHANDA KOCHHAR, THE MANAGING DIRECTOR & CEO		✓				FOR	FOR
27/06/2011	ICICI Bank Ltd	10	17th A G M	TO APPROVE REVISION IN REMUNERATION OF MR. N. S. KANNAN, THE EXECUTIVE DIRECTOR & CFO		✓				FOR	FOR
27/06/2011	ICICI Bank Ltd	11	17th A G M	TO APPROVE REVISION IN REMUNERATION OF MR. K. RAMKUMAR, THE EXECUTIVE DIRECTOR		✓				FOR	FOR
27/06/2011	ICICI Bank Ltd	12	17th A G M	TO APPROVE REVISION IN REMUNERATION OF MR. RAJIV SABHARWAL, THE EXECUTIVE DIRECTOR		✓				FOR	FOR
30/06/2011	Petronet LNG Limited	1	13th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
30/06/2011	Petronet LNG Limited	2	13th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR

VOTING DETAILS - FOR FINANCIAL YEAR 2011-2012 (Contd.)
MANAGEMENT PROPOSALS:

30/06/2011	Petronet LNG Limited	3	13th A G M	TO APPROVE APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	4	13th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
30/06/2011	Petronet LNG Limited	5	13th A G M	TO APPROVE REVISION IN REMUNERATION OF P. DASGUPTA, EX- MD & CEO, A SENGUPTA, EX-DIR & C S. MANI, DIR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	6	13th A G M	TO APPROVE APPOINTMENT AND REMUNERATION OF DIRECTOR DR. A. K. BALYAN AS MANGING DIRECTOR & CEO				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	7	13th A G M	TO APPROVE APPOINTMENT AND REMUNERATION OF SHRI C. S. MANI AS DIRECTOR (TECHNICAL)				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	8	13th A G M	TO APPROVE APPOINTMENT OF SHRI D. K. SARRAF AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	9	13th A G M	TO APPROVE APPOINTMENT OF SHRI T. RAY AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	10	13th A G M	TO APPROVE APPOINTMENT OF SHRI R. K. SINGH AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	11	13th A G M	TO APPROVE APPOINTMENT OF SHRI A. CHANDRA AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	12	13th A G M	TO APPROVE APPOINTMENT OF SHRI G. C. CHATURVEDI AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	13	13th A G M	TO APPROVE APPOINTMENT OF SHRI A. M. K. SINHA AS DIRECTOR				✓		FOR	FOR
30/06/2011	Petronet LNG Limited	14	13th A G M	TO APPROVE COMMISSION -REMUNERATION FOR DIRECTORS OF THE COMPANY		✓				FOR	FOR
14/07/2011	UCO Bank Ltd	1	08th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
14/07/2011	UCO Bank Ltd	2	08th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR
14/07/2011	UCO Bank Ltd	3	08th A G M	TO APPROVE APPOINTMENT OF DIRECTOR				✓		FOR	FOR
28/07/2011	Hindustan Unilever Ltd.	1	Court Convened Meeting	TO APPROVE SCHEME OF ARRANGEMENT BETWEEN HUL,UIEL AND THEIR RESPECTIVE SHARE HOLDRES AND CREDITORS					✓	FOR	FOR
29/07/2011	ITC Ltd.	1	100th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
29/07/2011	ITC Ltd.	2	100th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR
29/07/2011	ITC Ltd.	3	100th A G M	TO APPROVE ELECTION OF DIRECTORS IN PLACE OF THOSE RETIRING BY ROTATION.				✓		FOR	FOR
29/07/2011	ITC Ltd.	4	100th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
29/07/2011	ITC Ltd.	5	100th A G M	TO APPROVE APPOINTMENT OF MR. K VAIDYANATH AS DIRECTOR				✓		FOR	FOR
29/07/2011	ITC Ltd.	6	100th A G M	TO APPROVE APPOINTMENT AND REMUNERATION OF MR. NAKUL ANAND AS DIRECTOR				✓		FOR	FOR
29/07/2011	ITC Ltd.	7	100th A G M	TO APPROVE APPOINTMENT AND REMUNERATION OF MR. P V DHOBAL AS DIRECTOR				✓		FOR	FOR
29/07/2011	ITC Ltd.	8	100th A G M	TO APPROVE REAPPOINTMENT AND REMUNERATION OF MR. Y C DEVESHWAR AS DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	1	16th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS					✓	FOR	FOR
01/09/2011	Bharti Airtel Limited	2	16th A G M	TO APPROVE DIVIDEND ON SHARES					✓	FOR	FOR
01/09/2011	Bharti Airtel Limited	3	16th A G M	TO APPROVE REAPPOINTMENT OF MR. AJAY LAL AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	4	16th A G M	TO APPROVE REAPPOINTMENT OF MR. AKHIL KUMAR GUPTA AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	5	16th A G M	TO APPROVE REAPPOINTMENT OF MR. NARAYANAN KUMAR AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	6	16th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION					✓	FOR	FOR
01/09/2011	Bharti Airtel Limited	7	16th A G M	TO APPROVE APPOINTMENT OF LORD EVAN MERVYN DAVIES AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	8	16th A G M	TO APPROVE APPOINTMENT OF MR. HUI WENG CHEONG AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	9	16th A G M	TO APPROVE APPOINTMENT OF MS. TAN YONG CHOO AS A DIRECTOR				✓		FOR	FOR

VOTING DETAILS - FOR FINANCIAL YEAR 2011-2012 (Contd.)
MANAGEMENT PROPOSALS:

01/09/2011	Bharti Airtel Limited	10	16th A G M	TO APPROVE APPOINTMENT OF MR. TSUN-YAN HSIEH AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	11	16th A G M	TO APPROVE APPOINTMENT OF H.E. DR. SALIM AHMED SALIM AS A DIRECTOR				✓		FOR	FOR
01/09/2011	Bharti Airtel Limited	12	16th A G M	TO APPROVE APPOINTMENT & REMUNERATION OF MR. SUNIL BHARTI MITTAL AS A MANAGING DIRECTOR				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	1	19th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	2	19th A G M	TO APPROVE DIVIDEND ON SHARES				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	3	19th A G M	TO APPROVE REAPPOINTMENT OF SHRI. DILIP S SHANGHVI AS A DIRECTOR				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	4	19th A G M	TO APPROVE REAPPOINTMENT OF SHRI. SAILESH. T. DESAI AS A DIRECTOR				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	5	19th A G M	TO APPROVE REAPPOINTMENT OF SHRI. S. MOHANCHAND DADHA AS A DIRECTOR				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	6	19th A G M	TO APPROVE REAPPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION				✓		FOR	FOR
16/09/2011	Sun Pharmaceutical Industries Limited	7	19th A G M	TO APPROVE APPOINTMENT & INCREASE REMUNERATION OF A. SHANGHVI AS ASST. PRODUCT MANAGER				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	1	27th A G M	TO ACCEPT FINANCIAL STATEMENTS AND STATUTORY REPORTS				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	2	27th A G M	TO APPROVE DIVIDEND ON SHARES				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	3	27th A G M	TO APPROVE REAPPOINTMENT OF DR. S. ABID HUSSAIN AS A DIRECTOR				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	4	27th A G M	TO APPROVE REAPPOINTMENT OF MR. M. L. APTE AS A DIRECTOR				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	5	27th A G M	TO APPROVE REAPPOINTMENT OF MR. S. M. DATTA AS A DIRECTOR				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	6	27th A G M	TO APPROVE APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION				✓		FOR	FOR
08/10/2011	Zodiac Clothing Company Limited.	7	27th A G M	TO APPROVE REAPPOINTMENT AND REMUNERATION OF MR. A. A. NOORANI AS A DIRECTOR				✓		FOR	FOR
09/10/2011	Cairn India Limited	1	Postal Ballot	TO APPROVE SALE OF SH OF CO BY CAIRN UK HOL LTD ALONG WITH ITS HOL CO TO VEDANTA RESOURCES PLC & SUB				✓		FOR	FOR
10/11/2011	Infosys Ltd	1	Postal Ballot	TO APPROVE ORDINARY RESOLUTION TO REVOKE THE RESOLUTION PASSED BY SHAREHOLDERS AT AGM ON 12JUN'04				✓		FOR	FOR
10/11/2011	Infosys Ltd	2	Postal Ballot	TO APPROVE RESTRICTED STOCK UNIT PLAN 2011 (RSU PLAN 2011) TO ELIGIBLE EMPLOYEE'S OF THE COMPANY		✓				FOR	FOR
10/11/2011	Infosys Ltd	3	Postal Ballot	TO APPROVE RESTRICTED STOCK UNIT PLAN 2011 (RSU PLAN 2011) TO ELIGIBLE EMPLOYEE'S OF SUBSIDIARY CO.		✓				FOR	FOR

SHAREHOLDERS PROPOSALS:

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