



# Skyridge Fund Managers LLP.

## STEWARDSHIP CODE

<b>Title</b>	Stewardship Code
<b>Prepared by</b>	Compliance Department
<b>Approved by</b>	Board of Partners
<b>Effective Date</b>	20 <sup>th</sup> April 2026
<b>Version</b>	V1
<b>Last Revision Date</b>	-





## Background

As per para 13.3 of Chapter 13 titled “Obligations of manager, sponsor and trustee of AIFs” of SEBI Master Circular for AIFs issued by SEBI vide Circular No. SEBI/HO/AFD-1/AFD-1-PoD/P/CIR/2024/39 dated May 7, 2024, SEBI has notified the ‘Stewardship Code’, applicable to ‘institutional investors’, i.e., all mutual funds, asset management companies, trustee companies, boards of trustees of mutual funds and all AIFs in relation to their investment in listed equities.

The Stewardship Code has identified certain principles that the institutional investors need to follow with effect from July 01, 2020. As per Annexure 10 of SEBI Master Circular dated May 7, 2024, the principles and summary of guidance on the same are given below.



**Principle 1:** Institutional Investors should formulate a comprehensive policy on the discharge of their stewardship responsibilities, publicly disclose it, review and update it periodically

Stewardship responsibilities include monitoring and actively engaging with investee companies on various matters including performance (operational, financial, etc.), strategy, corporate governance (including board structure, remuneration, etc.), material environmental, social, and governance (ESG) opportunities or risks, capital structure, etc. Every institutional investor should formulate a comprehensive policy on how it intends to fulfil the aforesaid stewardship responsibilities and disclose it publicly. The policy should be reviewed and updated periodically and the updated policy should be publicly disclosed on the entity's website

**Principle 2:** Institutional investors should have a clear policy on how they manage conflicts of interest in fulfilling their stewardship responsibilities and publicly disclose it

Institutional investors should formulate a detailed policy for identifying and managing conflicts of interest. The policy shall be intended to ensure that the interest of the client/beneficiary is placed before the interest of the entity. The policy should also address how matters are handled when the interests of clients or beneficiaries diverge from each other. The conflict-of-interest policy formulated shall, among other aspects, address the manner in which such conflicts might arise, procedures put in place in case such conflict-of-interest situations arise (such as blanket bans on investments, constituting an investment committee etc.), periodic review, update and public disclosure of such policy.

**Principle 3:** Institutional investors should monitor their investee companies

Institutional investors should have a policy on continuous monitoring of their investee companies in respect of all aspects they consider important which shall include performance of the companies, corporate governance, strategy, risks etc. Accordingly, the institutional investors shall formulate a policy specifying, inter-alia, different levels of monitoring in different investee companies, areas of monitoring (such as company strategy, industry level monitoring, quality of company management etc.), situations that might trigger communication of insider information and procedures adopted to ensure insider trading regulations are complied with in such cases.



**Principle 4:** Institutional investors should have a clear policy on intervention in their investee companies. Institutional investors should also have a clear policy for collaboration with other institutional investors where required, to preserve the interests of the ultimate investors, which should be disclosed

Institutional investors should have a clear policy identifying the circumstances for active intervention in the investee companies and the manner of such intervention. The policy should also involve regular assessment of the outcomes of such intervention. Intervention should be considered even when a passive investment policy is followed or if the volume of investment is low, if the circumstances so demand. Circumstances for intervention may, inter alia, include poor financial performance of the company, corporate governance related practices, remuneration, strategy, ESG risks, leadership issues, litigation etc. The mechanisms for intervention may include meetings/discussions with the management for constructive resolution of the issue and in case of escalation thereof, meetings with the boards, collaboration with other investors, voting against decisions, etc.

**Principle 5:** Institutional investors should have a clear policy on voting and disclosure of voting activity

Institutional investors must take voting decisions in the investee company after an in-depth analysis. A comprehensive voting policy is required to be framed by the institutional investors including details of mechanisms of voting, circumstances in which voting should be for/against/abstained, disclosure of voting, etc. The voting policy should be publicly disclosed.

**Principle 6:** Institutional investors should report periodically on their stewardship activities

Institutional investors 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. Institutional investors shall report periodically on their stewardship activities by placing a report on their website on implementation of every principle.