

## **Disclosure with regard to Stewardship Code followed by Diviniti SIF Offered by ITI Mutual Fund in FY 2025-26**

### **Background**

SEBI vide Clause 6.16.15 and Annexure 10 to Master Circular for Mutual Funds dated June 27, 2024 has mandated all Mutual Funds to follow a Stewardship Code with regard to the investment strategy's' investments in listed equities of investee companies. Further, in terms of the requirements of the aforementioned SEBI circular, a report shall be sent to the clients/ beneficiaries of Mutual Funds periodically on how they have fulfilled their stewardship responsibilities. ITI Asset Management Limited (ITI AMC) has formulated the Stewardship Code in line with the requirements under the circular. The Board of Trustees of ITI Mutual Fund first approved the Stewardship Code (Code) at its meeting dated June 22, 2020 and same was last reviewed at its meeting dated January 28, 2026 and January 29, 2026 respectively. The Code is a principles-based framework that assists institutional investors in fulfilling their responsibilities to help them protect and enhance the value of their clients and beneficiaries. It includes key principles regarding monitoring of investee companies by having engagement with the company management, voting on shareholder resolutions pertaining to the companies and disclosures relating thereto.

The status of compliance with the Code against the aforesaid SEBI circular is listed below

#### **1. Principle 1**

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

Complied. ITI AMC has formulated the Stewardship Code (Code), which was first approved by Board of Directors of ITI AMC on June 20, 2022 and Board of Trustees on June 22, 2020. The Code is disclosed on the Fund's website, <https://sif.itiamc.com/>, under the tab - *Statutory Disclosures*>>*Code & Policies*. As part of annual review, ITI AMC has reviewed the Code and also placed the same before the Board of AMC and Trustees at their meetings held in January 2026.

#### **2. 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.***

Complied. The Code lists instances of potential conflict between ITI AMC and unitholder's interest. ITI AMC ensures that unitholder's interest is given paramount importance at all times. ITI AMC is guided by the principles under the Voting policy as well as recommendations of proxy advisors with respect to voting. Whenever ITI AMC comes to know that there may be potential conflict of interest when it votes on an entity with which it may have some arrangement or otherwise, it will exercise discretion carefully keeping in mind the best interests of the unitholders.

### 3. Principle 3

#### ***Institutional investors should monitor their investee companies***

Complied. Monitoring essentially involves using publicly available information, having interactions with the management of investee companies, reliance on third party research and industry news flows to monitor these companies. The investment team meets every company atleast once in a year (in person or through a call) to get a business update. The investment team reviews the Company's financials, business updates/outlook, broker reports, attend management calls by companies and access other publicly available information as part of monitoring of the Company.

### 4. 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***

Complied. ITI AMC has mentioned as part of the Code the steps to be taken incase of any perceived concern identified eg. regulatory announcements, insufficient disclosures, business performance, governance, capital allocation, business strategy etc. of the investee company, wherein ITI AMC will intervene, where it believes a need for intervention has arisen to protect value of its investment and discharging its responsibility to its unitholders. There have been no instances which required intervention by the Investment team during FY 2025-26

### 5. Principle 5

#### ***Institutional investors should have a clear policy on voting and disclosure of voting activity***

Complied. ITI AMC has formulated a Voting Policy which is available on its website, <https://sif.itiamc.com/>, under *Statutory Disclosures*>> *Code & Policies*.

Further, on a quarterly basis, disclosures on votes cast during the quarter is placed before the Boards and also disclosed on AMC/SIF website. An annual report on votes cast for FY 25-26 is also provided on the website for investor information under *Statutory Disclosures*>> *Exercise of Voting Rights*.

### 6. Principle 6

#### ***Institutional investors should report periodically on their stewardship activities***

Complied. This report is disclosed on the AMC/SIF website. In terms of the requirements laid down under the Principle 6, this report has been prepared for the purpose of disclosure on the website of AMC/SIF and reporting to the investors on how the AMC fulfilled its stewardship responsibilities for the FY 25-26. Accordingly, this report has been uploaded on AMC/SIF website under *Statutory Disclosures*>> *Code & Policies* and the same is also being sent to the investors as part of the annual report of the scheme(s) of ITI Mutual Fund for FY 25-26.

The Stewardship Code, as amended from time to time, will be disclosed on the AMC/SIF website, under *Statutory Disclosures*>> *Code & Policies*.

**Investments in Specialized Investment Fund involves relatively higher risks, including potential loss of capital, liquidity risk, and market volatility. Please read all investment strategy-related documents carefully before making the investment decision.**