



STEWARDSHIP CODE

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(Adopted pursuant to IFSCA Circular No. IFSCA-AIF/132/2024-Capital Markets dated October 23, 2025)

LGT Wealth India Private Limited

[CIN: U65990MH2021FTC365012]

Registered office:

7th Floor, A Block, Shiv Sagar Estate, Worli, Mumbai 400018

GIFT Branch:

Unit No. B113 & B114, Plot No. T1 & T4,
Ground Floor, N A Road 1A, Block 11, Zone 1, SEZ-PA,
Gandhinagar- 382355, Gujarat, India

1. PREAMBLE AND APPLICABILITY

The LGT Wealth India Private Limited is part of LGT Group Foundation (“LGT”), an internationally active financial services company focusing on private banking and asset management. For ninety years, LGT has been owned by the Princely House of Liechtenstein. LGT provides comprehensive and holistic investment solutions for high net-worth clients and families. We combine independent expertise with a strong focus on sustainable and alternative investments. LGT’s investment organization operates across an international network of 18 locations comprising six booking centers worldwide.

LGT Wealth India Private Limited, a company incorporated under the provisions of the Companies Act, 2013, having its registered office at 7th Floor, A Block, Shiv Sagar Estate, Worli, Mumbai, 400018, Maharashtra, India.

LGT Wealth India Private Limited has set up a branch in GIFT City and is registered with International Financial Services Centres Authority (“IFSCA”) as Fund Management Entity (“FME”) vide registration number IFSCA/FME/II/2023-24/074, as per International Financial Services Centres Authority (Fund Management) Regulations, 2022.

The Company currently operates the following business lines from its GIFT City Branch:

- 1. Alternative Investment Funds (AIFs):** Managing multiple Category III open-ended AIFs established in IFSC.
- 2. Portfolio Management Services (PMS) Advisory:** Providing portfolio investment advisory to eligible clients.

This Stewardship Code (“Code”) has been adopted to articulate the FME’s approach as an institutional investor toward stewardship responsibilities in accordance with the IFSCA Framework on Stewardship Code. It embodies LGT Group’s global principles of long-term value creation, good governance, and responsible investing.

2. OBJECTIVES

- To promote transparent, responsible, and accountable ownership practices;
- To enhance long-term value for clients and beneficiaries;
- To ensure effective engagement and oversight of investee entities; and
- To comply with the principles prescribed under the IFSCA Stewardship Code.

3. SCOPE AND EFFECTIVE DATE

This Policy applies only to investment activities of the FME through its AIFs where it holds or exercises ownership influence and any outsourced or delegated activity where stewardship responsibilities are undertaken on behalf of the FME.

Monitoring and stewardship obligations under this Policy shall apply only to investee companies in which the aggregate holding by one or more AIFs managed by the FME equals or exceeds 5% of the paid-up share capital of such investee company. For holdings below this threshold, general stewardship principles shall apply, without any mandatory ongoing monitoring or engagement requirements.

This Policy is effective from the date of adoption, and shall be reviewed annually or as and when required by regulatory or business changes.

4. STEWARDSHIP PRINCIPLES

Principle 1 – Formulation and Disclosure of Stewardship Code

The FME maintains a clear and comprehensive stewardship code outlining its governance philosophy, investment approach, and framework for engagement and monitoring.

- The Code is approved by the Management Committee of the Company.
- It shall be publicly disclosed on the Company's website.
- It shall be reviewed annually to ensure continued alignment with IFSCA regulations.
- Employees engaged in stewardship functions shall undergo periodic training to effectively discharge their responsibilities.

Principle 2 – Monitoring of Investee Companies

The FME exercises oversight of investee companies to promote long-term value creation where the AIF holding threshold of 5% or more is met.

Monitoring areas include:

- Financial and operational performance;
- Strategy and business model;
- Corporate governance practices (board composition, remuneration, related-party transactions);
- ESG (Environmental, Social, and Governance) risks and opportunities; and
- Capital structure and shareholder rights.

Engagement mechanisms may include written communications, management meetings, and participation in shareholder discussions. All engagements are recorded, ensuring confidentiality and compliance with applicable laws on insider information.

Principle 3 – Intervention and Escalation Framework

When concerns arise regarding an investee company's strategy, governance, or performance, FME shall adopt a structured intervention and escalation mechanism.

Possible triggers for intervention include:

- Persistent underperformance relative to peers or benchmarks;
- Weak governance practices or regulatory non-compliance;
- ESG-related or reputational risks;
- Unresponsiveness to material investor concerns;
- Any action detrimental to minority or investor interests.

Escalation may include direct communication with senior management, written representations to the board, collaborative engagement with other institutional investors, voting against management proposals, or divestment of holdings in extreme cases.

All interventions and outcomes shall be documented and reviewed annually by the Investment Team.

Principle 4 – Management of Conflicts of Interest

The Company recognizes that stewardship activities may give rise to conflicts of interest. It shall maintain a Conflict-of-Interest Policy addressing identification, mitigation, and disclosure of such conflicts.

Key principles:

- All stewardship decisions shall prioritise the best interests of clients and investors;
- Any material conflict shall be disclosed to clients or beneficiaries on a timely basis; and
- The policy shall be periodically reviewed for effectiveness.

Principle 5 – Voting Policy and Exercise of Voting Rights

The FME adopts a formally documented Voting Policy, integrated within this Stewardship Policy, governing how voting rights are exercised on behalf of its clients and funds.

Objectives: To ensure that votes are cast in a manner promoting accountability, transparency, and good governance, aligned with the fiduciary duty owed to investors.

Scope: The policy applies to all investee companies where voting rights are available in securities held in AIFs managed by the FME.

Voting Guidelines:

- i. Votes shall be cast in the best interests of investors and in support of transparent and ethical governance.
- ii. A case-by-case assessment shall be made before exercising voting rights - mechanical voting in favour of management shall be avoided.
- iii. The Company shall maintain detailed records of votes cast, abstentions, and justifications.
- iv. Proxy voting may be used when appropriate but shall not replace the Company's accountability for decisions taken.
- v. A voting escalation matrix shall guide tiered decision-making for complex or material issues.
- vi. Employees responsible for voting shall undergo periodic training and simulation exercises.
- vii. The Investment Team shall periodically review voting patterns, trends, and effectiveness.

Disclosures:

- A summary of voting activity may be disclosed annually on the Company's website, if any.
- Significant votes and deviations shall be reported to investors as part of the annual stewardship report.

Principle 6 – Collaboration with Other Investors

The FME may, when appropriate, collaborate with other institutional investors or associations to address material governance or ESG concerns. Such collaboration shall be constructive, voluntary, compliant with all laws, and properly documented.

Principle 7 – Disclosure and Reporting

- i. Annual Reporting to Investors: The regulated entity shall report to its investors at least once every financial year on stewardship responsibilities discharged.
- ii. Public Disclosure: A summary of stewardship and voting activities shall be published on the Company's website on time to time basis.
- iii. Regulatory Reporting: The adopted policy and compliance status shall be reported to IFSCA.
- iv. Feedback Mechanism: Investor feedback shall be reviewed and incorporated where appropriate.

5. OVERSIGHT, REVIEW, AND TRAINING

- The Investment Team shall oversee stewardship implementation.
- The Compliance Function shall monitor adherence and reporting.
- Training programs shall be conducted for employees.
- This Policy shall be reviewed annually or upon significant change.

6. RECORD-KEEPING AND CONFIDENTIALITY

Records of monitoring, engagement, voting, and interventions shall be maintained for at least Six years. Information obtained from investee companies shall remain confidential and handled per applicable laws.

7. COMMUNICATION AND APPROVAL

This Policy has been approved by the Management Committee of LGT Wealth India Private Limited, communicated to IFSCA, and published on the Company's website.

Disclaimer: This Policy does not imply participation in the management or control of any investee entity. The FME retains discretion to buy, hold, or sell any investment in the best interests of its clients and fund investors.