

STEWARDSHIP POLICY

Background & Objective	<p>This stewardship policy ("Policy" or "this Policy") has been established by Paragon Advisor Partners LLP ("Paragon") in order to ensure adherence with the guidelines issued by Securities and Exchange Board of India ("SEBI") vide its circular ref CIR/CFD/CMD1/168/2019 dated December 24, 2019 ("Circular"). Paragon is currently the Investment Manager to the following Alternative Investment Funds (each a "Fund")</p> <ol style="list-style-type: none"> 1. Paragon Partners Growth Fund 2. Paragon Partners Growth Fund II <p>The purpose of the Stewardship Code is to enhance the quality of communication between the Fund and its investee companies to help improve long term returns to shareholders and the proper exercise of governance responsibilities</p>
Rationale & Scope	<p>The Circular has mandated all Alternative Investment Funds to frame a stewardship policy in relation to their investment in listed securities to protect the interest of investors in securities and to promote the development of, and to regulate the securities market.</p> <p>This Policy shall include responsibilities to be undertaken by Paragon and the processes that it intends to follow in order to safeguard the interest of the investors of the Funds managed by it.</p>
Applicability	<p>This Policy applies to Paragon and the Funds managed by Paragon towards their investment in listed portfolio companies ("Investee Companies").</p> <p>This Policy shall be effective from July 01, 2020</p>
Approved By	The Policy is approved by the management of Paragon.
Review History	<p>This Policy is to be reviewed and updated annually.</p> <p>It may be amended from time to time at the discretion of Paragon.</p>

THE POLICY

Primary Stewardship Responsibilities	<ul style="list-style-type: none"> • Paragon shall monitor and actively engage with the 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. Paragon shall vote and engage with Investee Companies in a manner consistent with the best interests of its shareholders/investors. This engagement may be through detailed discussions with management, interaction with investee company boards, voting in board or shareholders meetings, etc. • Paragon shall maintain transparency in reporting its voting decisions and other forms of engagement with Investee Companies.
Discharge of Stewardship Responsibilities	<p>To adopt the principles under the Circular, the following measures shall be followed:</p> <ul style="list-style-type: none"> • Paragon shall vote as per the voting guidelines formulated herein and any modifications/amendments thereto to deal with the exercise of its voting rights in Investee Companies.

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	<ul style="list-style-type: none"> • Paragon shall appropriately monitor and engage on an issue which may potentially affect an Investee Company's ability to deliver long term sustainable performance and value for investments. • Paragon shall endeavour to work collectively with other institutional investors and support collaborative engagements organized by representative bodies and others for investments. • Paragon shall disclose its compliance to the Policy and the principles therein to its employees. The personnel involved with implementation of this Policy shall be adequately trained and instructed with regards to implementation of this Policy.
Voting Policy	<ul style="list-style-type: none"> • Voting policy is adopted to govern Paragon's power and fiduciary responsibility to its investors, in the matters concerning its Investee Companies, in the capacity of a shareholder. • This Policy attempts to promote accountability of its Investee Companies, align their interests with those of shareholders by adopting best corporate governance practices. • The decision to vote for/against/abstinence from voting, shall be made through either the nominee director of the Fund or through any other mode as may be suggested by the management of Investee companies; either through self or representation; either by physical presence at the meeting, through a decision communicated in writing; through proxy or through audio visual or other electronic mode. • The voting decision shall be arrived on a case to case basis by considering all available information including but not limited to contents and nature of the notice, interpretation and application of the proposed items, impact of exercising or not exercising the vote. The team considers information from many sources, including a company's management and board, shareholder groups, and various research and data resources. • Paragon may abstain from voting if insufficient information is available on the topic, conflict of interest situations • In instances where there might exist a conflict of interest, Paragon shall exercise voting responsibilities with due care and shall ensure that voting decisions are taken independently and in the best interest of investors. • Paragon may use services of proxy advisor(s) to support its proxy voting decisions. Scope of such service provider shall be limited to only assisting Paragon with research and non-binding recommendation pertaining to the proposed resolutions of the portfolio entities. Paragon shall have the final authority to decide the manner of exercise of votes. • This Policy shall not supersede or impede upon the inherent powers as enshrined in the Fund documents, SEBI (Alternative Investment Funds) Regulations, 2012 and other applicable laws. • Paragon may seek advice and recommendations from its Investment Committee on crucial voting decisions, as and when required
Monitoring	<ul style="list-style-type: none"> • Paragon shall continuously monitor the functioning of Investee Companies. • The level of scrutiny and monitoring will partly depend on the percentage of stake in the Investee Companies and quality of their governance framework.

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	<ul style="list-style-type: none"> • The investment team of Paragon (“Investment Team”) shall supervise and monitor Investee Companies in respect of important aspects which may include, but not be limited to: <ul style="list-style-type: none"> ○ Company strategy and performance - operational, financial etc. ○ Industry-level monitoring and possible impact on the Investee Companies. ○ Quality of company management, board, leadership etc. ○ Corporate governance including remuneration, structure of the board (including board diversity, independent directors etc.) related party transactions, etc. ○ Risks, including Environmental, Social and Governance (ESG) risks ○ Shareholder rights, their grievances etc. • Paragon shall comply with the provisions under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall also include in the grey list, all stocks in which investment is made/to be made.
<p>Intervention and Collaboration</p>	<ul style="list-style-type: none"> • Paragon may intervene, if in its opinion, any act/omission of the Investee Company is considered material on a case to case basis, including but not limited to insufficient disclosure, inequitable treatment of shareholders, non-compliance with regulations, performance parameters, governance issues, related party transactions, corporate plans/strategy, remuneration, ESG risks, leadership issues, litigation or any other related matters. The matter may also be referred to the Investment Committee for advice and guidance. • In certain cases, the Investment Team may deem it necessary to escalate the engagement on a particular issue. Paragon may consider intervening in matters if the issue involved may adversely impact the overall corporate governance or the investment made by the Fund. • The mechanism for intervention shall include: <ul style="list-style-type: none"> ○ Paragon shall communicate and engage with the Investee Companies’ management about any concerns including steps to be taken to mitigate such concerns. ○ Paragon shall exercise its voting rights. ○ Paragon shall endeavour to engage with other funds while undertaking any voting and also consider collaboration with other institutional investors, professional associations, regulators, and any other entities where it deems necessary. ○ In case there is no progress despite the initial steps, Paragon may escalate the matter to the Investment Committee. On Investment Committee’s guidance, Paragon shall formally engage with the board of the Investee Company or at its general meeting to elaborate on the concerns.
<p>Conflict of Interest and Disclosure Policy</p>	<ul style="list-style-type: none"> • Situations where conflict of interest may arise, <i>inter alia</i>, includes circumstances where Paragon and the investee company may be part of same group, Paragon, sponsor and their affiliates may be involved in a variety of advisory, management and investment-related activities including management of other funds in future. • Paragon shall take reasonable care that, in relation to each identified conflict, it acts independently to avoid material risk to the investor interests, act in the best interests of the investors in the Fund.

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	<ul style="list-style-type: none"> • Paragon shall ensure clear segregation of voting function and client relations. • Paragon shall make efforts to see that any transaction involving a potential conflict of interest will be effected on terms that are not less favourable to the investors in the Fund than if the potential conflict had not existed and will place significant emphasis on its strong compliance culture, and the efficient operation of systems and controls, to manage issues such as conflicts of interest. • Paragon shall ensure that all personal interests, relationships or arrangements, including those of its affiliated companies/entities do not work against the investors' interest. • Paragon will take appropriate measures intended to assure that it will not unfairly profit from any transaction between its affiliates/group companies/entities and the Fund and all such transactions shall strictly be done on an arm's length basis. • Paragon shall use reasonable efforts to apportion or allocate business opportunities amongst persons or entities to or with which they have fiduciary duties and other relationships on a basis that is as fair and equitable as possible to each of such persons or entities, including the Fund. • The interested parties and their management personnel will devote so much of their time to the Fund as is, in their judgment, reasonably required. • In specific scenarios, as determined by Paragon, certain investments may be explicitly prohibited by Paragon.
Reporting	<ul style="list-style-type: none"> • Paragon shall publicly disclose on its website the updated Policy as and when modified. • Paragon shall publicly disclose the voting decision under the voting policy, with relevant and applicable details along with the rationale of the decision, in its annual report to the investors. • Paragon shall place a report on its compliance status with the Circular on an annual basis and share the report as a part of annual intimation to its investors. • It is hereby noted by Paragon that compliance with the Circular and the resultant Policy does not constitute an invitation to manage the affairs of an entity or preclude a decision to sell a holding when it is in the best interest of the investors.
Compliance Officer	
<ul style="list-style-type: none"> • Mr. Sanjay Ajgaonkar acting as Paragon's Compliance Officer shall ensure that there is an effective oversight of the Company's stewardship activities. • The Investment Team shall be responsible for the overall implementation and execution of this Policy. • The Compliance Officer is also entrusted with the power to engage or use the services of any external service providers to support the Investment Team in discharging its stewardship responsibilities. 	
<p>Paragon had also adopted Anti Money Laundering Policy and Code of Conduct for Prevention of Insider Trading Policy to identify and manage of conflicts of interest.</p>	

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All the employees of Paragon shall abide by the principles governed in the said policies, to address the conflicts of interests.

Version Number	Version Date
1.0	June 2020
2.0	December 2021
3.0	December 2022