

STEWARDSHIP CODE – POLICY STATEMENT

Elara Capital Plc ("Elara") manages investment portfolios in a number of offshore unregulated collective investment schemes that invest in a range of mainly Indian companies. The application of the Principles contained in the Stewardship Code published by the Financial Reporting Council in July 2010 applying to investments held in these portfolios is set out below.

Principle 1: Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.

For quoted investments, Elara engages with investee boards when it is deemed to be in the interests of the investors. Any engagement would require the approval of Elara's Chief Executive Officer.

Elara's policy on voting at investee shareholder meetings is as follows:

- in the case of quoted companies, Elara will vote where there is one or more items of business which it believes are in the interest of investors in its funds to do so;
- should any unquoted companies be held in the portfolios, Elara would generally vote on all issues; and
- Elara does not currently use the services of any external proxy voting agencies.

Principle 2: Institutional investors should have a robust policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed.

Elara maintains an effective policy for managing all conflicts of interest that may arise in the course of managing the investment portfolios for which it is responsible. This policy ensures that decisions are always taken in the best interests of the firm's clients and fully in compliance with the Financial Services Authority's principles and rules. A copy of Elara's Conflict of Interest Policy is available on request from the firm's Compliance Officer.

Principle 3: Institutional investors should monitor their investee companies

Quoted and unquoted investee companies are monitored as a matter of course by the firm's investment analysts and portfolio managers. Any concerns coming to their attention will, in the first instance be reported to the Chief Executive Officer and if deemed of sufficient concern may also be referred to the board of the firm. Any action deemed necessary will be taken in accordance with the Code.

Principle 4: Institutional investors should establish clear guidelines in when and how they will escalate their activities as a method of

protecting and enhancing shareholder value.

Elara considers each voting issue on an individual basis in the circumstances of the individual company. The nature and scope of any escalation or active intervention will take place only after the approval of Elara's board of directors to ensure that any such escalation or action is in the best interests of the firm's clients.

Principle 5: Institutional investors should be willing to act collectively with other investors where appropriate

In the case of both quoted and unquoted investments, Elara will communicate with other investors when it deems it appropriate but will agree to collaborate with other investors only after the approval of Elara's board of directors.

Principle 6: Institutional investors should have a clear policy on voting and disclosure of voting activity

In the case of quoted and unquoted companies Elara will generally vote where this is considered to be in the investors in its funds or other clients' interest to do so. When voting, the firm will give substantial weight to the recommendation of management but will not support the position of a company's management if it considers that such would not be in the best interests of the firm's client as a shareholder in that entity. This may include voting against management, or registering an abstention, where it feels it is in the clients' interests to do so on an issue. The firm will seek to ensure that companies understand the rationale for any voting against a management proposal. The firm's voting record will be available to investors in its fund on request.

Principle 7: Institutional investors should report periodically on their stewardship and voting activities

Elara will disclose, upon request, to a fund investor the manner in the firm exercised any voting rights on behalf of the fund. Elara will not disclose its voting intentions or make public statements by way it has voted to third parties without the express consent of a fund's board of directors.