

NEGEN CAPITAL SERVICES PRIVATE LIMITED



VOTING POLICY

❖ **DOCUMENT CONTROL**

Version	Owner of this Policy	Approved by	Approval date
1.0	Compliance Officer	Board of Directors	04/04/2024
2.0	Compliance Officer	Board of Directors	19/05/2025

❖ **INTRODUCTION:**

Negen Capital Services Private Limited acts as an Investment Manager to SEBI registered Alternative Investment Funds ('AIFs/Funds') namely:

Name of AIF	Category of AIF	Registration Number
Negen Tech Opportunities Angel Fund	Category-I	IN/AIF1/22-23/1036
Negen Startup Opportunities Angel Fund	Category-I	IN/AIF1/23-24/1264
Negen Investment Trust: a. Negen Undiscovered Value Fund b. YR Investment Opportunities Fund	Category-III	IN/AIF3/22-23/1254

The purpose of this Voting Policy is to establish a structured and transparent framework for exercising voting rights associated with investments managed by the Investment Manager of the AIFs. In line with the principles of the SEBI Stewardship Code, this policy aims to ensure that the Investment Manager discharges stewardship responsibilities in a manner that protects and enhances long-term value for its investors and promotes sustainable business practices among investee companies.

❖ **GUIDING PRINCIPLES:**

The Investment Manager shall exercise voting rights with the same diligence, prudence, and level of care as it applies to managing the AIFs' investments. The guiding principles outlined below shall guide all voting decisions and they are fundamental for safeguarding and enhancing the long-term value and performance of the AIFs, in alignment with the best interests of the investors.

1. For ensuring better corporate governance of listed companies, the Investment Manager shall endeavor to vote on all resolutions which may affect interest of Fund's clients, either through Custodian or by postal ballot or through attendance or e-voting.
2. The Investment Manager shall not give proxy to stock brokers, for voting on its behalf.
3. The Investment Manager shall be represented by such personnel as may be authorized by the Board of Directors.
4. The decision regarding the voting on the resolution, i.e. whether the Investment Manager will vote for or against the resolution proposed by the Investee Company, will be taken by the fund manager/authorized person. For the purpose of voting, the Investment Manager may engage advisors who advises on voting in various affairs such as corporate governance, appointment of directors/auditors or any other matter of investee companies.
5. The Investment Manager shall exercise voting in the interest of the unitholders. Appropriate controls and mechanisms are in place to manage conflict of interest, that may arise.

6. The actual exercise of the proxy votes in the AGMs/EGMs of the investee companies will cover the following matters:
 - a. Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring, and anti-takeover provisions;
 - b. Changes to capital structure, including increases and decreases of capital and preferred stock issuances;
 - c. Stock option plans and other management compensation issues;
 - d. Social and corporate responsibility issues;
 - e. Appointment and Removal of Directors; and
 - f. Any other issue that may affect the interest of the shareholders in general and interest of the clients in particular.
7. For routine matters like adoption of financial statements, appointment/re-appointment of directors, appointment of auditors, remuneration to directors/auditors may not be objected in the normal course unless and otherwise it adversely affects the interests of the unit holders. However, wherever possible, the Investment Manager may discuss or engage with other shareholders in matters relating to Corporate Governance etc.
8. Information on AGM EGM – the details of AGM/EGM including the proposals shall be provided by Custodian to the Operations team. The Operations team shall co-ordinate with the fund manager/ authorized person for necessary action.
9. The Investment Manager shall generally follow the voting policy as detailed above, however, if the relevant facts and circumstances so warrant, it may act differently to protect the interests of its unit holders.
10. The Investment Manager shall disclose results of voting decisions on its website in the format as provided in '*Annexure - I*' to this Policy.

❖ **AMENDMENTS & REVIEW:**

This policy is subject to an annual review or as and when required for enhancement and keeping it abreast with the relevant laws and regulatory updates, and as per discretion of the Board of Directors of the Company. In the event of any conflict between the policy and the extant law/regulations, the law/regulations shall prevail. Any subsequent amendments/modification in the Circulars shall automatically apply to this policy.

VOTING DETAILS

Sr. No	Date of Meeting	Name of the Company	Proposal by Management or Shareholder	Type of the Meeting (AGM/EGM/PB)	Description of Proposal	Vote (For / Against / Abstain)	Reason for Voting