



VELOCE FINTECH PRIVATE LIMITED

Policy on Voting and Disclosure of Voting Rights

Effective Date: 01 July 2024

Version 1.0

For Public Disclosure

1. Introduction

The purpose of this policy is to establish the principles and procedures for exercising and disclosing voting rights on behalf of Alternative Investment Funds (AIFs) managed by Veloce Fintech Private Limited (“the Company”). This policy is intended to ensure that voting rights are exercised in the best interests of the AIFs and their investors, and that such voting activities are transparent and aligned with regulatory requirements.

2. Scope

This policy applies to all AIFs managed by the Company and to all employees, directors, officers, and agents involved in the voting process.

3. Voting Principles

3.1. Fiduciary Duty

The Company has a fiduciary duty to act in the best interests of the AIFs and their investors when exercising voting rights.

3.2. Best Interests of Investors

Voting decisions shall be made with the objective of enhancing the value of the AIFs’ investments and protecting the interests of investors.

3.3. Independent Judgment

The Company shall exercise independent judgment in voting matters and shall not be influenced by conflicts of interest or considerations that are not aligned with the best interests of the AIFs and their investors.

4. Voting Procedures

4.1. Review of Proxy Materials

The Company shall review all proxy materials and other relevant information provided by issuers in which the AIFs hold voting securities. This review will be conducted to determine how to vote on each issue in accordance with the principles set out in this policy.

4.2. Decision-Making Process

The Company shall establish a committee or designate responsible individuals to make voting decisions. This committee or individuals shall:

- Analyze the issues presented in proxy materials.
- Consider the potential impact on the value of the AIFs’ investments.
- Make voting decisions based on the best interests of the AIFs and their investors.

4.3. Record-Keeping

The Company shall maintain records of all voting decisions, including the rationale for each decision, for a period of at least [insert number] years. These records shall be made available to investors upon request.

4.4. Use of Proxy Advisory Firms

The Company may engage proxy advisory firms to assist in the analysis of proxy materials and to provide voting recommendations. However, the final voting decisions shall be made by the Company in accordance with this policy.

5. Disclosure of Voting Rights

5.1. Annual Disclosure

The Company shall disclose its voting record on behalf of the AIFs on an annual basis. This disclosure shall include information on how votes were cast on significant matters and the rationale for such decisions.

5.2. Investor Reporting

The Company shall provide regular reports to investors in the AIFs, detailing the exercise of voting rights and any significant issues that were voted upon during the reporting period.

5.3. Regulatory Compliance

The Company shall comply with all regulatory requirements regarding the disclosure of voting rights and activities on behalf of the AIFs.

6. Conflict of Interest

6.1. Identification of Conflicts

The Company shall have procedures in place to identify and address any conflicts of interest that may arise in the exercise of voting rights.

6.2. Resolution of Conflicts

In the event of a conflict of interest, the Company shall take appropriate steps to ensure that voting decisions are made in the best interests of the AIFs and their investors. This may include seeking the input of an independent third party or recusing individuals with conflicts from the decision-making process.

7. Policy Review and Amendments

7.1. Annual Review

This policy shall be reviewed at least annually by the Company's compliance department to ensure its continued effectiveness and alignment with regulatory requirements and industry best practices.

7.2. Amendments

Any amendments to this policy shall be approved by the Company's board of directors and communicated to all relevant parties.

8. Acknowledgment

All employees, directors, officers, and agents involved in the voting process are required to acknowledge that they have read, understood, and agree to comply with this policy.
