

**BugleRock Capital Private Limited (Formerly
known as o3 Securities Private Limited)
("THE COMPANY"/" BugleRock Capital")**

Voting Policy

Document Control	
Title	Voting Policy
Policy Owner	Compliance and Legal Team
Approved by	Board of Directors
Version number and effective date	Version no. 4 dated 25 th September, 2024

Version / Annual Review details

S. No.	Details of Change	Date of creation / change	Author	Version no.	Approved by
1	1 st Policy	1st July 2020	Compliance and Legal Team	V.1	Board of Directors
2	To widen the scope of the policy to make it applicable to all categories of AIF Funds	31 st March 2023	Compliance and Legal Team	V.2	Board of Directors
3	To Describe format of Investor Disclosure	01 st April 2024	Compliance	V.3	Board of Directors
4	To update the legal structure of the Company	25 th September 2024	and Legal Team	V.4	Board of Directors

Introduction

BugleRock Capital Private Limited (“Formerly known as o3 Securities Private Limited”) (“**the Company**”) is registered with SEBI as Portfolio Manager having SEBI registration no INP000005430. In this respect, the Company has an obligation to act in the best interest of clients while managing the funds as Portfolio Manager. This responsibility includes exercising the voting rights attached to securities held by them as portfolio manager being authorized by the client.

This Policy contains the principles that form the basis of all votes. The Company believes that these principles are essential to ensure the long-term performance of the assets/funds managed by the Company.

The Company will manage voting rights with the same level of care and skill as it manages the funds.

Guidelines for Voting

1. For ensuring better corporate governance of listed companies, the Company shall endeavor to vote on all resolutions which may affect its clients or Fund’s clients’ interest, either by postal ballot or through attendance or e-voting.
2. The Company shall not give proxy to brokers, for voting on its behalf.
3. The Company shall be represented by the concerned portfolio manager or concerned analyst tracking the stock or such personnel as may be authorized by the Board of Directors of the Company.
4. The Company can vote through the postal ballot or through attendance or e-voting.
5. The decision regarding the voting on the resolution, i.e. whether the Portfolio Manager/Investment Manager will vote for, abstain or against the resolution proposed by the Company/Issuer, will be taken by the portfolio manager/fund manager/authorized person.
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.
 - f. Related party transactions

- g. Any other issue that may affect the interest of the shareholders in general and interest of the clients in particular.
7. Whenever there is a change in Auditors, Independent Directors, Key Management personnel of the investee companies, the Company shall be vigilant and make more enquiries, including asking the Company/Issuer to provide reasons for the same.
8. The Company may discuss any corporate governance issues that require support from other shareholders with them
9. The Board of Directors of the Company will note the action taken in respect of Voting in its meetings.
10. The Company shall exercise voting in the exclusive interest of the clients.
11. Information on AGM / EGM - the details of AGM / EGM including the proposals shall be provided by Custodian to Operations team. Operations team shall co-ordinate with portfolio managers/fund manager for necessary action.
12. The Company shall record and disclose specific rationale supporting its voting decision (for, against or abstain) with respect to each vote proposal/resolution for which the Company has casted its vote and records shall be maintained in the format as provided in Annexure 1.
13. The Company shall disclose the voting details to the investors in the format prescribed in Annexure 1 with effect from the date of V.3 of this policy.
14. The Voting Policy shall be available on the Website of the Company - <https://www.buglerock.asia/asset-management/>

ANNEXURE 1

Fund's Name	Meeting Date/Date of passing resolution	Voting Done Date	Investee company	Type of Voting	Proposal by Management or Shareholder	Proposal's Description	Investee Company's Management Recommendation	Vote (For/ Against/ Abstain)	Reason supporting the vote decision	Type of meetings (AGM/EGM)	Comments