DARWIN GROWTH ADVISORS LLP

LLPIN: ACM-0322

2106, Island City Centre Two, GD Ambekar Marg, Dadar East, Mumbai - 400014

Email: tanay.chandaliya@darwingroup.in Mob: 9619490056

VOTING POLICY

Name of the Trust: Darwin Evolution Trust
Name of the Scheme: Darwin Evolution Growth Fund
Name of the Investment Manager: Darwin Growth Advisors LLP
Name of the Trustee: Axis Trustee

1. INTRODUCTION AND BACKGROUND

Darwin Growth Advisors LLP (hereinafter referred to as "the Investment Manager"), acting as the investment manager to Darwin Evolution Trust (hereinafter referred to as "the AIF") and its scheme Darwin Evolution Growth Fund (the "Fund").

SEBI vide Master Circular no. SEBI/HO/AFD-1/AFD-1-PoD/P/CIR/2024/39 dated May 07, 2024, or such other amendment/ supplemental made thereto ("SEBI Master Circular") has mandated all AIFs to follow the stewardship code in relation to their investments in listed equities This Voting Policy has been formulated in alignment with the fund's Stewardship Code.

2. PURPOSE

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. 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.

3. SCOPE AND APPLICABILITY

This Policy applies to all voting rights attached to the equity investments made by the Darwin Evolution Growth Fund in listed equities within India. It covers all corporate actions requiring shareholder approval, including Annual General Meetings (AGMs), Extraordinary General Meetings (EGMs), postal ballots, and e-voting.

4. VOTING PRINCIPLES

When exercising voting rights, Darwin Growth Advisors LLP will be guided by the following principles:

- **Active Voting Mandate:** The Investment Manager aims to actively vote on all material resolutions across its portfolio holdings which are greater than 2% of the NAV. Abstaining will only be used in specific cases of conflict of interest or where information is severely inadequate.

- **Fiduciary Duty:** All investment and voting decisions are made strictly in the best long-term financial interests of the Unitholders.
- **Case-by-Case Assessment:** While standard guidelines apply, each resolution is evaluated on its specific merits, considering the unique context of the company.
- **Independence from Management:** The Investment Manager will not hesitate to vote against management resolutions if they are deemed detrimental to minority shareholders or violate governance principles.

5. VOTING GUIDELINES

The Investment Manager retains the absolute right to vote on all resolutions of investee companies. The following guidelines serve as the baseline for internal decision-making:

5.1. Board of Directors and Corporate Governance

- **Independence:** The Investment Manager will support the appointment of qualified, truly independent directors.
- **Accountability:** The Investment Manager will vote against directors with poor attendance records (below 75%), excessive board memberships, or undeclared conflicts of interest.

5.2. Capital Structure and Corporate Restructuring

- **Issuance of Capital:** The Investment Manager will oppose issuances of equity (including preferential allotments) that result in excessive dilution to existing minority shareholders without a compelling, transparently communicated business need.
- **Mergers and Acquisitions:** The Investment Manager will vote against value-destructive M&A, unjustified equity dilution, or the hoarding of excess cash without a clear deployment strategy.

5.3. Related Party Transactions (RPTs)

The Investment Manager will vote aggressively against RPTs that lack transparent pricing, lack clear economic rationale, are not strictly at arm's length, or disproportionately benefit promoters.

5.4. Auditors and Accounts

The Investment Manager will vote against the reappointment of auditors if there are concerns regarding their independence, if they provide excessive non-audit services to the company, or if there are concerns regarding the quality and transparency of the audit.

5.5. Remuneration and ESOPs

- **Alignment of Interest:** The Investment Manager will support Employee Stock Ownership Plans (ESOPs) that align long-term employee interests with shareholders.
- **Oversight:** The Investment Manager will oppose schemes that are heavily skewed toward promoters, lack clear performance hurdles, or are issued at steep discounts without justification. The Investment Manager will also intervene regarding unjustified, excessive executive remuneration that is completely decoupled from company performance.

6. USE OF SERVICES OF VOTING ADVISORY/PROXY

- The Investment Manager may engage the services of independent proxy advisory firms to receive research reports, governance scores, and voting recommendations. However, the ultimate decision and fiduciary responsibility for voting and engagement rest solely with the Investment Manager. The Investment Manager will not default to proxy advisor recommendations but will rigorously evaluate them alongside its proprietary internal research.
- The designated custodian or a specialized electronic voting platform (e.g., NSDL/CDSL e-voting systems) will execute the voting instructions prior to the regulatory deadline.

7. CONFLICT OF INTEREST MANAGEMENT

- There may be a potential conflict of interest when it votes on an entity with which the Investment Manager/ Fund may have some relationship. The Company though shall endeavor to vote in the interest of its unitholders of the AIF and take all actions to resolve/ disclose the conflicts
- The Compliance Officer shall maintain a detailed, continuously updated "Conflict of Interest Register" documenting all identified conflicts, the mitigative decisions made, and the detailed rationale behind those decisions.

8. RECORD KEEPING AND DISCLOSURE

- **Record Keeping:** The Compliance Officer will maintain a comprehensive, auditable record of all votes cast, including the specific rationale for voting "For," "Against," or "Abstain".
- **Annual Stewardship Report:** A detailed, comprehensive report will be distributed annually to all Unitholders summarizing all engagement activities, the escalation of any interventions, their outcomes, and a complete, resolution-by-resolution voting record for the financial year.
- **Public Disclosures:** The annual voting record of the Fund will be hosted on the Investment Manager's official website in a standardized, easily accessible format. Material stewardship interventions or significant votes against management may also be highlighted in quarterly newsletters or fund performance reports distributed to Unitholders.

9. GOVERNANCE AND REVIEW

- **Approval:** This Policy has been formulated by the Investment Manager and formally approved by the Principal Officer and Designated Partners.
- **Review Cycle:** The Policy shall be reviewed on a mandatory annual basis, or sooner if there are material changes to SEBI regulations, the operational structure of the AIF, or shifts in best practice governance standards.
- **Deviations:** Any deviations from this policy in specific, isolated circumstances require prior written approval from the Principal Officer, backed by a strong rationale, and must be documented comprehensively by the Compliance Officer for audit purposes.

10. CONTACT INFORMATION

For any clarifications or compliance-related inquiries regarding this Policy, please contact:

Compliance Department Email: compliance@darwingroup.in
Address: Darwin Growth Advisors LLP, G-6, Amit Industrial Estate, Plot- 61, DR S S Rao Road, Parel, Mumbai – 400012.