

Name of the Insurer - Royal Sundaram General Insurance Co. Ltd

Period of Reporting - October 2020 to December 2020

Total no. of resolutions	Break-up of Vote decision		
	For	Against	Abstained
49	49	0	0

S.No	Meeting Date	Investee Company Name	Type of meetings (AGM/EGM)	Proposal by Management or Shareholder	Description of the proposal	Management Recommendation	Vote (For/Against/Abstain)	Reason supporting the vote decision
1	05-Oct-2020	V-GUARD INDUSTRIES LTD.	Postal Ballot	Management	Appoint George Muthoot Jacob (DIN: 00018955) as Independent Director for five years from 5 October 2020 to 4 October 2025	For	For	Based on profile , experience and value brought by the candidate to the organisation.
2	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Adoption of standalone and consolidated financial statements for the year ended 31 March 2020	For	For	Routine Business Matters.
3	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Reappoint Subhash Kumar (DIN: 07905656) as Director, liable to retire by rotation	For	For	Based on profile , experience and value brought by the candidate to the organisation.
4	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Reappoint Rajesh Kakkar (DIN: 08029135) as Director, liable to retire by rotation	For	For	Based on profile , experience and value brought by the candidate to the organisation.
5	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Fix remuneration of statutory auditors to be appointed by the Comptroller and Auditor General (C&AG) of India for FY21	For	For	The remuneration is reasonable compared to the size and scale of operations.
6	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Appoint Rajesh Aggarwal (DIN: 03566931) as Government Nominee Director from 24 March 2020 for three years or until further orders of Government of India, whichever is earlier	For	For	Based on profile , experience and value brought by the candidate to the organisation.
7	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Appoint Om Prakash Singh (DIN: 08704968) as Director (Technology and Field Services) from 1 April 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.
8	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Appoint Anurag Sharma (DIN: 08050719) as Director (Onshore) from 1 June 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.
9	09-Oct-2020	OIL & NATURAL GAS CORPN. LTD.	AGM	Management	Ratify remuneration of Rs. 3.0 mn as remuneration to six cost auditors for FY21	For	For	The remuneration is reasonable compared to the size and scale of operations.
10	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Adoption of standalone and consolidated financial statements for the year ended 31 March 2020	For	For	Routine Business Matters.
11	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Confirm payment of four interim dividends aggregating to Rs 6.75 per share of face value Rs 2.0 each as final dividend for FY20	For	For	It is a welcome practise to payout regular dividends
12	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint Sridhar Sankararaman (DIN: 06794418) as Director liable to retire by rotation	For	For	Based on profile , experience and value brought by the candidate to the organisation.
13	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint V.C. Nannapaneni (DIN: 00183315) as Chairperson and Managing Director for one year from 1 April 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
14	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint Rajeev Nannapaneni (DIN: 00183872) as Vice-Chairperson and Chief Executive Officer for one year from 1 April 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
15	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint P. S. R. K. Prasad (DIN: 07011140) as Director and Executive Vice-President (Corporate Engineering Services) for one year from 1 April 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
16	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint Dr. D. Linga Rao (DIN: 07088404) as Director and President (Technical Affairs) for one year from 1 April 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
17	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Reappoint Dr. M.U.R. Naidu (DIN: 05111014) as Independent director for a period of five years till the FY25 AGM	For	For	Based on profile , experience and value brought by the candidate to the organisation.
18	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Approve remuneration of Rs. 175,000 to be paid to S.S. Zanwar & Associates as cost auditors for FY21	For	For	The remuneration to be paid to the cost auditor in FY21 is reasonable compared to the size and scale of operations.
19	15-Oct-2020	NATCO PHARMA LTD.	AGM	Management	Approve loan scheme for Non-Promoter Working Directors	For	For	The scheme is fair and reasonable and hence voted for.
20	18-Nov-2020	TATA CONSULTANCY SERVICES LTD.	Postal Ballot	Management	Buyback of upto 53.3 mn equity shares at Rs. 3,000 per share (face value Re. 1.0) through a tender offer, aggregate consideration not to exceed Rs. 160.0 bn	For	For	The buyback will enable the company to distribute surplus cash to its shareholders and improve return ratios.
21	22-Nov-2020	ADITYA BIRLA FASHION AND RETAIL LTD	Postal Ballot	Management	Issuance of 73.17 mn equity shares at Rs.205 per share aggregating Rs.15 bn on a preferential basis to Flipkart Investments Pvt Ltd	For	For	The present fund raise ensures liquidity and enables the company to remain well-poised for opportunities that may present itself in the aftermath of the pandemic.
22	22-Nov-2020	ADITYA BIRLA FASHION AND RETAIL LTD	Postal Ballot	Management	Issuance of 73.17 mn equity shares at Rs.205 per share aggregating Rs.15 bn on a preferential basis to Flipkart Investments Pvt Ltd	For	For	The present fund raise ensures liquidity and enables the company to remain well-poised for opportunities that may present itself in the aftermath of the pandemic.
23	29-Nov-2020	INDUS TOWERS LTD.	Postal Ballot	Management	Appoint Bimal Dayal (DIN: 08927887) as Director, liable to retire by rotation from 22 October 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.
24	29-Nov-2020	INDUS TOWERS LTD.	Postal Ballot	Management	Appoint Bimal Dayal (DIN: 08927887) as Managing Director from 22 October 2020 up to effective date of Scheme of amalgamation and arrangement between Indus Towers Limited and Bharti Infratel Limited or 20 March 2021, whichever is earlier	For	For	Based on profile , experience and value brought by the candidate to the organisation.

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25	29-Nov-2020	INDUS TOWERS LTD.	Postal Ballot	Management	Approve special bonus of Rs. 210 mn to Akhil Gupta as Executive Chairperson	For	For	Akhil Gupta, 65 is the Executive Chairperson of Bharti Infratel and has been on the board since March 2008. The company is seeking approval for payment of a special one-time bonus of Rs. 210.0 mn to Akhil Gupta. For FY20, he was paid a remuneration of Rs. 88.9 mn, 22% being performance linked pay. We understand that, as per the Scheme of Amalgamation and Arrangement between Indus Towers Limited and Bharti Airtel approved by shareholders on 2 February 2019, the Chairperson of the merged entity will be independent. Post merger, Akhil Gupta will cease to remain on the board as Executive Chairperson. We recognize that it is a one-time payout (0.6% of FY20 net profit) in recognition of his role in the company's growth since inception.
26	01-Dec-2020	H D F C BANK LTD.	Postal Ballot	Management	Appoint Sashidhar Jagdishan (DIN: 08614396) as Director, not liable to retire by rotation	For	For	Based on profile , experience and value brought by the candidate to the organisation.
27	01-Dec-2020	H D F C BANK LTD.	Postal Ballot	Management	Appoint Sashidhar Jagdishan (DIN: 08614396) as Managing Director for three years from 27 October 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
28	04-Dec-2020	IIFL WEALTH MANAGEMENT LTD.	Postal Ballot	Management	Approve issue of non-convertible debentures on private placement basis upto a limit of Rs 2.5 bn	For	For	Would aid in growth of the business
29	09-Dec-2020	AXIS BANK LTD.	Postal Ballot	Management	Reappoint Ms. Ketaki Bhagwati (DIN 07367868) as Independent Director for three years from 19 January 2021 upto 18 January 2024	For	For	Based on profile , experience and value brought by the candidate to the organisation.
30	09-Dec-2020	AXIS BANK LTD.	Postal Ballot	Management	Appoint Ms. Meena Ganesh (DIN: 00528252) as Independent Director for four years from 1 August 2020 upto 31 July 2024	For	For	Based on profile , experience and value brought by the candidate to the organisation.
31	09-Dec-2020	AXIS BANK LTD.	Postal Ballot	Management	Appoint Gopalaraman Padmanabhan (DIN: 07130908) as Independent Director for four years from 28 October 2020 upto 27 October 2024	For	For	Based on profile , experience and value brought by the candidate to the organisation.
32	09-Dec-2020	MINDTREE LTD.	Postal Ballot	Management	Appoint Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer for five years from 15 October 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
33	09-Dec-2020	MINDTREE LTD.	Postal Ballot	Management	Appoint Venugopal Lambu (DIN 08840898) as Executive Director and President – Global Markets for five years from 15 October 2020 and fix his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
34	09-Dec-2020	MINDTREE LTD.	Postal Ballot	Management	Appoint Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director for five years from 15 July 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.
35	09-Dec-2020	WHEELS INDIA LTD.	Postal Ballot	Management	Reclassify Titan Europe Limited to public shareholder category from promoter and promoter group category	For	For	Titan does not hold any shares in the company and is not involved in the management of day to day affairs or any decision-making process at Wheels India Ltd. , Titan no longer has any directors nominated by it on the board, has no special rights, through formal or informal arrangements and is not privy to any price sensitive information relating to the company and its securities. It seeks reclassification to public shareholders in line with regulatory compliance.
36	11-Dec-2020	ICICI LOMBARD GENERAL INSURANCE COMPANY LTD.	Postal Ballot	Management	Reappoint Alok Kumar Agarwal (DIN: 03434304) as Executive Director-Wholesale for five years from 19 January 2021 and approve his remuneration	For	For	Based on profile , experience and value brought by the candidate to the organisation.
37	17-Dec-2020	ICICI SECURITIES LTD.	Postal Ballot	Management	Increase borrowing limit under section 180 of the Companies Act, 2020 to Rs. 60.0 bn from Rs. 35.0 bn	For	For	Would aid in growth of the business
38	17-Dec-2020	ICICI SECURITIES LTD.	Postal Ballot	Management	Approve enhancement of the limit under section 186 of the Companies Act, 2013 to Rs. 60.0 bn from Rs. 35.0 bn	For	For	Would aid in growth of the business
39	19-Dec-2020	I T C LTD.	Postal Ballot	Management	Adoption of a new set of Articles of Association (AoA) in conformity with Companies Act 2013	For	For	Procedural and hence approved
40	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Adoption of standalone financial statements for the year ended 31 March 2020	For	For	Routine Business Matters.
41	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Adoption of consolidated financial statements for the year ended 31 March 2020	For	For	Routine Business Matters.
42	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Reappoint Sahil Vachani (DIN: 00761695) as director liable to retire by rotation	For	For	Based on profile , experience and value brought by the candidate to the organisation.
43	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Reappoint Deloitte Haskins and Sells, LLP as statutory auditors for five years till AGM of 2025	For	For	Based on profile , experience and value brought by the candidate to the organisation.
44	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Reappoint Ms. Naina Lal Kidwai (DIN: 00017806) as Independent Director for five years from 15 January 2021	For	For	Based on profile , experience and value brought by the candidate to the organisation.
45	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Reappoint Mohit Talwar as MD & CEO for one year from 15 January 2021 and fix his annual remuneration at a maximum of Rs. 61.1 mn	For	For	Based on profile , experience and value brought by the candidate to the organisation.
46	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Ratify/approve and take on record valuation report of equity shares of Max Life Insurance Company Ltd. (Max Life) with regard to preferential issue of equity shares of MFSL to Mitsui Sumitomo Insurance Company Ltd. (MSI)	For	For	We believe the transaction is in the interest of all shareholders and the change in valuation will benefit minority shareholders.

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47	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Approve limits for purchase of equity shares of Max Life Insurance Company Ltd. from Axis Bank Ltd., Axis Capital Ltd. and Axis Securities Ltd. and/or their affiliates, for an aggregate amount not exceeding Rs. 200.0 bn	For	For	Acquisition of equity shares held by Axis Group in Max Life would exceed the limits prescribed under provisions of Section 186 of Companies Act 2013. Hence MFSL seeks shareholder approval for purchase of equity shares of Max Life from the Axis Group for an aggregate amount not exceeding Rs. 200.0 bn in the event it is required to acquire the shares of Max Life from the Axis Group. This resolution is part of a transaction that has been approved by shareholders.
48	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Appoint Hideaki Nomura (DIN: 05304525) as non-executive director, liable to retire by rotation, from 8 December 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.
49	30-Dec-2020	MAX FINANCIAL SERVICES LTD	AGM	Management	Appoint Mitsuru Yasuda (DIN: 08785791) as non-executive director, liable to retire by rotation, from 8 December 2020	For	For	Based on profile , experience and value brought by the candidate to the organisation.

Place Chennai

Date 14-Jan-21

Signature of Compliance Officer

Name S R Balachander
Company Secretary & Chief Compliance Officer