| | | | | | QUANTUM MUTUAL FUND | al veer 2021 22 | | |
|-------------------------|--------------|--|--|---|--|--|------------------------------------|--|
| 0 | 84 | | T | | Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financia | | N-4- (= . 1 | Decree comments of the state of |
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision |
| January - March 2022 | 12-Jan-22 | Hindustan Unilever Limited | PBL | Management | Appointment Of Ms. Ashu Suyash As An Independent Director Of The Company. | In Favour of the Proposal. | FOR | Ms. Ashu Suyash, 54, is former CEO and MD, Crisil Ltd. She has over thirty-three years of experience in the financial services and global information services sector. She has previously worked with L&T Financial Services Group, Fidelity International and Citibank. She is a Chartered Accountant and has a Bachelor's degree in Commerce from the University of Mumbai. Her appointment is in line with statutory requirements. |
| January - March 2022 | 12-Jan-22 | Crompton Greaves Consumer Electrical Limited | PBL | Management | Increase In The Limits Applicable For Extending Loans, Making Investments And Providing Guarantee(S) Or Security Under Section 186 Of The Companies Act, 2013. | In Favour of the Proposal. | FOR | The proposed resolution to increase the inter-corporate transaction limit will allow the company to pursue acquisition-led growth. The current limit of Rs. 15.5 bn is largely unutilized, and we recognize that the increase to Rs.25 bn is enabling in nature. The company has mapped its limit under inter-corporate transactions to its borrowing limit, which is also at Rs. 25 bn. The proposed limit is high – at 1.3x the 31 March 2021 networth. Even so, we take comfort in the company's track record of being judicious in its capital allocation. |
| January - March 2022 | · | Thermax Limited PBL | 13-Jan-22 Thermax Limited | Management | Grant Of Stock Options To The Employees Of The Company Under Thermax Limited Employee Stock Option Plan 2021 | In Favour of the Proposal. | FOR | The company proposes to grant 2,906,250 options through ESOP 2021 Plan. The implementation of Thermax ESOP 2021 Plan will be through The Thermax Employees ESOP and Welfare Trust. There will be no dilution for the existing shareholders as the trust already holds shares equal to the size of the plan. There is no clarity on the exercise price as it could be at face value as per the disclosures of ESOP 2021 plan or at a 25% discount to the closing market price on the date of grant as per a proposed resolution in the 2016 AGM. However, the vesting is performance-based and linked to performance metrics including sales growth, profitability or any other strategic measures determined by the nomination and remuneration committee annually. We expect granular details of performance parameters to be disclosed. Notwithstanding given the performance-based vesting we believe there is alignment of interests between investors and employees. |
| | | | | | Grant Of Stock Options To The Employees Of Group Company(les) Of The Company Including Subsidiary Or Its Associate Company(les) Under "Thermax Limited Employee Stock Option Plan 2021 | In Favour of the Proposal. | FOR | Through this resolution, the company seeks to approve grant of stock options under ESOP 2021 to employees of the group companies. Our recommendation on this resolution is linked to our view on resolution #1 |
| January - March 2022 | 19-Jan-22 | Kotak Mahindra Bank Limited | PBL | Management | Appointment Of Ms. Ashu Suyash (Din: 00494515) As An Independent Director Of The Bank. | In Favour of the Proposal. | FOR | Ms. Ashu Suyash, 54, has over 33 years of experience in the Indian financial services and the global information services sector. She is former Managing Director & CEO of CRISIL Limited. She is in the process of setting up a platform for entrepreneurs. Her appointment is in line with statutory requirements. |
| | | | | | Material Related Party Transaction With Infina Finance Private Limited. | In Favour of the Proposal. | FOR | The bank periodically takes deposits from and provides other banking services to Infina Finance Pvt. Ltd., which is an associate company. In FY23, Kotak Mahindra Bank expects the value of these deposits and other banking transactions (where the bank receives fees and charges such as custody / depository services, advisory services, issuing and paying agreement fees, shared services etc. from Infina Finance) to exceed the materiality threshold of 10% of consolidated revenues for FY22 or Rs 10.0 bn whichever is lower. The transactions are in the ordinary course of business of the bank and on an arm's length basis. |

| | | | | | QUANTUM MUTUAL FUND | | | |
|-------------------------|--------------|--------------------------------------|--|---|--|--|------------------------------------|---|
| | | | | D | Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financia | al year 2021-22 | | |
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision |
| | | | | | Material Related Party Transaction With Mr. Uday Suresh Kotak. | In Favour of the Proposal. | FOR | The bank's transactions with Uday Kotak range from paying remuneration, taking deposits, and other banking transactions that are in the ordinary course of business. In FY23, Kotak Mahindra Bank expects the value of these deposits and other banking transactions (where the bank receives fees and charges such as custody / depository services, advisory services, issuing and paying agreement fees, shared services etc. from Uday Kotak) to exceed the materiality threshold of 10% of consolidated revenues for FY22 or Rs 10.0 bn whichever is lower. These transactions are over and above the remuneration paid by the bank to Uday Kotak, which has been approved by the shareholders and the Reserve Bank of India. The transactions are in the ordinary course of business of the |
| | | | | | Issuance Of Redeemable Unsecured Non-Convertible Debentures / Bonds / Other Debt Securities On A Private Placement Basis. | In Favour of the Proposal. | FOR | bank and on an arm's length basis. The debt raised will be within the overall borrowing limits of Rs. 600.0 bn. The total capital adequacy ratio of the bank on 30 September 2021 was 21.8%. The bank's debt is rated CRISIL AAA/Stable/CRISIL A1+, ICRA AAA/Stable and Ind AAA/Stable/IND A1+, which denote highest degree of safety regarding timely servicing of financial obligations. Debt levels in a bank are typically reined in by the regulatory requirement of maintaining a slated minimum capital adequacy ratio. |
| January - March 2022 | 29-Jan-22 | The Indian Hotels Company Limited | PBL | Management | Issue Of Equity Shares To Qualified Institutional Buyers Through Qualified Institutions Placement. | In Favour of the Proposal. | FOR | The equity raise will help deleverage significantly and strengthen the balance sheet, augmenting new investment and capex opportunities. The proceeds of the issue will be utilized for debt repayment and buying out balance stake in Ginger. |
| January - March 2022 | 12-Feb-22 | Tata Consultancy Services Limited | PBL | Management | Approval For Buyback Of Equity Shares. | In Favour of the Proposal. | FOR | Buyback via tender offer is an efficient way of distributing surplus cash. Buyback of Rs 180bn is 41% of cash balance as of Sept 21 and offer price is at ~18% premium over closing price on the day of announcement. The Buyback is also in line with stated policy of returning 80-100% of FCF to shareholders. |
| January - March 2022 | 26-Feb-22 | Bharti Airtel Limited | EGM | Management | Issuance of equity shares of the Company on preferential basis. | In Favour of the Proposal. | FOR | We believe Google International's entry will strengthen offerings in the digital space. The issue price is at a premium to the then current price. |
| | | | | | To approve entering into Material Related Party Transactions with Nxtra Data Limited, a subsidiary of the Company. | In Favour of the Proposal. | FOR | The approval is required to comply with SEBI's updated Related Party transaction guidelines. The approval is required to comply with SEBI's updated |
| | | | | | To approve entering into Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary of the Company. To approve entering into Material Related Party Transactions with Indus Towers Limited, | In Favour of the Proposal. In Favour of the Proposal. | FOR FOR | Related Party transaction guidelines. The approval is required to comply with SEBI's updated The approval is required to comply with SEBI's updated |
| | | | | | a Joint Venture of the Company. | iii ravour of the Proposal. | FUK | Related Party transaction guidelines. |

| | | | | - | QUANTUM MUTUAL FUND Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financia | l vear 2021-22 | | | |
|-------------------------|--------------|-------------------------------------|--|-------------|--|---|------------------------------------|---|---|
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision | |
| January - March 2022 | 27-Feb-22 | Syngene International Limited | PBL | Management | To Approve Increase In The Limit Of Managerial Remuneration Payable To Mr. Jonathan Hunt In Excess Of Prescribed Limit From 5% To 14% Of The Net Profits Of The Company And Consequent Increase In The Overall Managerial Remuneration Payable To All Directors From 11% To 15%. | In Favour of the Proposal. | FOR | In FY21, Jonathan Hunt's remuneration (included weighted average fair value of RSUs granted) was at Rs. 165.45 mn, which was 3.5% of standalone PBT. Further, in FY21 total managerial remuneration was 4.0% of the standalone PBT. The increase in limit of remuneration payable beyond 5% of net profits has been proposed mainly to facilitate the exercise of options granted to him. Jonathan Hunt is a professional whose skills carry marke value. Further, a major portion of his FY21 remuneration variable and consists of RSUs, which are performance based and based on performance criteria such as employee's performance and delivering on key parameters measured through increased revenue & profits, key strategic initiatives and shareholders value creation; thus, linking pay with performance | |
| January - March 2022 | 2-Mar-22 | Bajaj Finance Limited | PBL | Management | Increase In The Borrowing Powers Of The Company. | In Favour of the Proposal. | FOR | The company is well-capitalised with Capital Adequacy level of 27%, compared to regulatory requirement of 15%. The increased borrowing will help grow the loan-book. | |
| | | | | | Creation Of Charge/Security On The Company's Assets With Respect To Borrowing. | In Favour of the Proposal. | FOR | Secured debt is lower cost compared to unsecured debt | |
| January - March 2022 | 6-Mar-22 | Axis Bank Limited | ? Axis Bank Limited | mited PBL M | Management | Re-appointment of Rakesh Makhija (DIN: 00117692) as the Non-Executive (Part-time) Chairman of the Bank. | In Favour of the Proposal. | FOR | Rakesh Makhija, 70, was appointed as Independent Director on 27 October 2015 and as Non-Executive (Par time) Chairperson for a period of three years w.e.f. 18 Ju 2019. The bank proposes to reappoint him as Chairperson for ~ 15 months till the end of his eight year tenure as Independent Director. His proposed remuneration of Rs 3.3 mm p.a. remains unchanged. In addition, he will be entitled to sitting fees for board and committee meetings, the use of company car and travelling and other official expenses. The remuneration proposed for Rakesh Makhija as Non-Executive (Part-time) Chairperson is commensurate with the size and scale of his responsibilities as Chairperson of Axis Bank |
| | | | | | Appointment of Ashish Kotecha (DIN: 02384614) as a Non-Executive (Nominee of entities affiliated to Bain Capital) Director of the Bank. | In Favour of the Proposal. | FOR | Ashish Kotecha, 45, joined Bain Capital Private Equity in 2010 where he is now Managing Director, Portfolio Grou, Asia. He replaces Stephen Pagliuca as nominee of entities affiliated to Bain Capital as per terms of the Investment Agreement dated 10 November 2017. Ashist Kotecha was appointed as alternate director from 1 November 2020 till the tenure of Stephen Pagliuca expired on 18 December 2021 and is now being appointed in his stead. Axis Bank has entered into an Amended Investment Agreement under which the tenure of the nominee director shall be for three years from 19 December 2021 or till the time entities affiliated to a Capital are directly holding in the aggregate at least two percent (2%) of the equity share capital of Axis Bank on fully diluted basis, whichever is earlier. The nominee director shall be liable to retire by rotation. His appointment is in line with statutory requirements | |

| | | | | г | QUANTUM MUTUAL FUND Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financia | l vear 2021-22 | | |
|-------------------------|--------------|---|--|---|--|--|------------------------------------|--|
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision |
| | | | | | Re-designation of Rajiv Anand (DIN: 02541753) as the Deputy Managing Director of the Bank with effect from December 27, 2021 upto August 3, 2022 (both days inclusive). | In Favour of the Proposal. | FOR | Rajiv Anand, 56, is a commerce graduate and a Chartered Accountant. He joined Axis Bank in May 2013 from Axis Asset Management Company, where he was MD & CEO. He was appointed as President (Retail Banking) and thereafter as Group Executive (Retail Banking) in 2014. He was appointed as Director on the board in May 2016. He took over as Executive Director (Wholesale Banking) in December 2018. The bank proposes to redesignate him as Deputy Managing Director from 27 December 2021 |
| | | | | | Revision in the remuneration payable to Rajiv Anand (DIN: 02541753), Whole-Time Director of the Bank, with effect from April 1, 2021 | In Favour of the Proposal. | FOR | Rajiv Anand's remuneration for FY21 aggregated to Rs 98.3 mn (this includes fair value of ESOPs; no performance bonus was paid in the year). In the AGM of FY21 his fixed pay was revised to Rs 41.7 mn. With his redesignation as Deputy MD, Axis Bank proposes to revise the FY21 fixed pay to Rs 43.0 mn and as per our estimates, variable pay will be ~ Rs 10.0 mn (based on past trends) and fair value of ESOPs is estimated at ~ Rs 65.0 mn taking total proposed remuneration to ~ Rs 118.0 mn. The proposed remuneration is consistent with the size and complexities of his responsibilities at Axis Bank and comparable to that paid to industry peers. As a good practice, we expect Axis Bank to disclose all components of proposed remuneration, both fixed and variable (including ESOPs) and the performance metrics that determine variable pay |
| | | | | | Re-appointment of Rajiv Anand (DIN: 02541753) as the Deputy Managing Director of the Bank, for a further period of three (3) years, from August 4, 2022 to August 3, 2025 (both days inclusive) | In Favour of the Proposal. | FOR | For FY23, the bank proposes to revise the fixed pay to Rs 52.3 and assuming a 20% growth (over the estimates of FY22) in variable pay (to Rs 12.0 mn) and ESOPs (to Rs 78.0 mn) Rajiv Anand's proposed remuneration as Deput Managing Director for FY23 is estimated at Rs 142.3 mn. The proposed remuneration is consistent with the size an complexities of his responsibilities at Axis Bank and comparable to that paid to industry peers. As a good practice, we expect Axis Bank to disclose all components of proposed remuneration, both fixed and variable (including ESOPs) and the performance metrics that determine variable pay |
| January - March 2022 | 6-Mar-22 | Shriram Transport Finance Company Limited | PBL | Management | Approval for cancellation of 6141 equity shares of face value of Rs.10 each not taken or agreed to be taken by any person from the issued share capital of the Company | In Favour of the Proposal. | FOR | This is cancellation of 6,141 shares held in abeyance since 1995. There will be no change in the subscribed share capital of the company |
| | | Lillited | | | Renewal of limit to issue debentures on private placement basis by the Board | In Favour of the Proposal. | FOR | The proposed issue is within the borrowing limit. |
| January - March 2022 | 9-Mar-22 | Reliance Industries Limited | ССМ | Management | Scheme of Arrangement between Reliance Industries Limited ("Transferor Company" or "Company") & its shareholders and creditors and Reliance Syngas Limited ("Transferee Company") & its shareholders and creditors ("Scheme") | In Favour of the Proposal. | FOR | The proposed transfer to Reliance Syngas Ltd., a wholly owned subsidiary, will not have any impact on the consolidated financials of RIL. |
| January - March 2022 | 10-Mar-22 | Cummins India Limited | EGM | Management | To approve additional material related party transaction(s) with Cummins Limited, UK. To approve material related party transaction(s) with Cummins Technologies India | In Favour of the Proposal. | FOR | Transactions are in the ordinary course of business and will be at arm's length Transactions are in the ordinary course of business and |
| | | | | | Private Limited. | In Favour of the Proposal. | FOR | will be at arm's length |

| | | | | | QUANTUM MUTUAL FUND | | | | | | |
|------------------------------|--------------|---|--|---|--|--|------------------------------------|--|---|-----|---|
| | | | | | Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financi | | | | | | |
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision | | | |
| January - March 2022 | 14-Mar-22 | Adani Ports and Special Economic Zone Limited | CCM | Management | Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. | In Favour of the Proposal. | FOR | The Scheme will help in creating synergies and would benefit from the combined resources, experience and expertise in developing and operating ports in India. Cos savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes. Implied valuation based on swap sale seems to be fairly valued, albeit a 2.2% dilution in shareholding will result from the Merger. The arrangement will create better geographical presence for APSEZ and using its expertise & experience will be able to drive synergies and operational capabilities. We vote FOR. | | | |
| January - March 2022 | | | - | PBL | Management | To approve appointment of Shri Tapan Ray, IAS (Retd.) [DIN: 00728682] as an Independent Director of the Company. | Not in favour of the proposal | AGAINST | His association with GIFT CITY (a Gujarat government undertaking) as its Managing Director may impede his independence and objectivity as an Independent Director of Gujarat State Petronet Limited. The company must consider appointing him as Non-Executive Non-Independent director | | |
| | | | | | To approve appointment of Shri J. P. Gupta, IAS [DIN: 01952821] as a Director of the Company. | In Favour of the Proposal. | FOR | Appointment is in line with statutory requirements | | | |
| January - March 2022 | 24-Mar-22 | Crompton Greaves Consumer Electrical Limited | PBL | Management | Appointment of Ms. Hiroo Mirchandani (DIN: 06992518) as an Independent Director | In Favour of the Proposal. | FOR | Hiroo Mirchandani, 60, has three decades of experience working in the consumer goods and healthcare sector. She was worked with Pfizer as thei Business Unit Director and Executive Committee member. She also worked as Marketing Manager at Dabur. She is experienced in the fields of sales, marketing, corporate governance, P&L management, consumer insights, etc. Her appointment is in line with statutory requirements | | | |
| January - 25-N March 2022 | 25-Mar-22 | Tata Steel Limited | Tata Steel Limited | Tata Steel Limited | Tata Steel Limited | PBL | Management | Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director of the Company. | In Favour of the Proposal. | FOR | Ms. Farida Khambata, 72, is the co-founder of Cartica Capital, a long-only emerging market fund. She was a member of IFC's management group. She was an Independent Director of Tata Sons Private Limited from 3' March 2015 to 31 March 2021. Her appointment as an Independent Director meets all statutory requirements. |
| | | | | | Appointment of Mr. David W. Crane (DIN: 09354737) as an Independent Director of the Company. | In Favour of the Proposal. | FOR | David W. Crane, 63, has 30 years of experience in the energy sector and has 13 years of experience as CEO of three publicly traded energy companies. He has vast experience across general management, health, safety, environment, climate change and sustainability. His appointment as an Independent Director meets all statutory requirements. | | | |
| | | | | | Re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company. | In Favour of the Proposal. | FOR | Deepak Kapoor, 63, was the Chairperson of PricewaterhouseCoopers (PwC), India. He was associated with PwC, India for over 30 years and served as the Managing Director between 2007 and 2010. He has extensive experience in the governance function as well as business advisory related work. He has been on the board of Tata Steel Limited since April 2017. He attended all the board meetings held during the year. His reappointment as an Independent Director meets all statutory requirements. | | | |

| | | | | | QUANTUM MUTUAL FUND | | | | | | | | | | | | | | |
|-------------------------|--------------|-------------------------------------|--|---|---|--|------------------------------------|---|---------------------------------------|--|---|---|---|-----|------------|---|----------------------------|-----|--|
| | | | | | Details of Votes cast during the Quarter from January 2022 to March 2022, for the Financi | al year 2021-22 | | | | | | | | | | | | | |
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision | | | | | | | | | | | |
| January - March 2022 | 26-Mar-22 | Divis Laboratories Ltd | PBL | Management | Re-appointment of Dr. Ramesh B.V. Nimmagadda (DIN: 07854042) as an Independent Director of the Company | Not in favour of the proposal | AGAINST | He has been a member of the NRC since June 2017. The promoters remuneration for FY21 has been 1.3bn and increase of 79% over FY20, where as the others had an increase of 25% and the median increase has been 5.3% . Therefore, we do not support his reappointment. | | | | | | | | | | | |
| | | | | | Re-appointment of Dr. Ganapaty Seru (DIN: 07872766) as an Independent Director of the Company | Not in favour of the proposal | AGAINST | He has been a member of the NRC since June 2017. The promoters remuneration for FY21 has been 1.3bn and increase of 79% over FY20, where as the others had an increase of 25% and the median increase has been 5.3%. Therefore, we do not support his reappointment. | | | | | | | | | | | |
| | | | | | Re-appointment of Ms. Nilima Prasad Divi (DIN: 06388001) as 'Whole-time Director (Commercial)' of the Company for a period of 5 years | Not in favour of the proposal | AGAINST | She is part of the promoters family, where they draw such high salary. The company must cap cap the absolute remuneration payable to directors. | | | | | | | | | | | |
| January - March 2022 | 27-Mar-22 | Dr. Reddy's Laboratories Limited | , | , | , | · · | | | · · · · · · · · · · · · · · · · · · · | | , | • | , | PBL | Management | To approve the Appointment of Dr. K P Krishnan (DIN: 01099097) as an Independent Director in terms of Section 149 of the Companies Act, 2013. | In Favour of the Proposal. | FOR | Dr. K. P. Krishnan, 63, is a retired IAS officer eith experience both in Government and private, his experience will be useful |
| | | | | | To approve the Appointment of Ms. Penny Wan (DIN: 09479493) as an Independent Director in terms of Section 149 of the Companies Act, 2013. | In Favour of the Proposal. | FOR | She has experience in pharmaceutical experience in Japan and Pacific region for Amgen. Her contribution on the board will be useful | | | | | | | | | | | |
| January - March 2022 | 27-Mar-22 | HDFC Bank Limited | d PBL | Management | Approval of Related Party Transactions with HDFC ERGO General Insurance Company Limited. | In Favour of the Proposal. | FOR | The transactions are in the ordinary course of business and on an arm's length basis. | | | | | | | | | | | |
| | | | | | To approve the appointment of Mrs. Lily Vadera (DIN: 09400410) as an Independent Director of the Bank. | In Favour of the Proposal. | FOR | Ms. Lily Vadera, 61, retired as Executive Director from the RBI in October 2020. She has over 33 years of experience in central banking. Her appointment is in line with statutory requirements | | | | | | | | | | | |
| | | | | | Approval of Related Party Transactions with Housing Development Finance Corporation Limited. | In Favour of the Proposal. | FOR | The transactions are in the ordinary course of business and on an arm's length basis. | | | | | | | | | | | |
| | | | | | Approval of Related Party Transactions with HDB Financial Services Limited. | In Favour of the Proposal. | FOR | The transactions are in the ordinary course of business and on an arm's length basis. | | | | | | | | | | | |
| | | | | | Approval of Related Party Transactions with HDFC Securities Limited. | In Favour of the Proposal. | FOR | The transactions are in the ordinary course of business and on an arm's length basis. | | | | | | | | | | | |
| | | | | | Approval of Related Party Transactions with HDFC Life Insurance Company Limited. | In Favour of the Proposal. | FOR | The transactions are in the ordinary course of business and on an arm's length basis. | | | | | | | | | | | |
| January - March 2022 | 27-Mar-22 | ICICI Bank Limited | PBL | BL Management | Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director. | In Favour of the Proposal. | FOR | Ms. Vibha Paul Rishi, 61, started her career with Tata Administrative Service and was part of the core start-up team of Titan Watches. She was thereafter associated with PepsiCo for 17 years in leadership in India, US and UK. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions for current account deposits. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions for subscribing to securities issued by Related Parties and purchase of securities from Related Parties. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions for sale of securities to Related Parties. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions for fund based or non-fund based credit facilities | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions for undertaking repurchase (repo) transactions and other permitted short-term borrowing transactions. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |
| | | | | | Material Related Party Transactions of reverse repurchase (reverse repo) and other permitted short-term lending transactions. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. | | | | | | | | | | | |

| | | | | | etails of Votes cast during the Quarter from January 2022 to March 2022, for the Financia | ai yeai 2021-22 | | | | | |
|---------------------------|--------------|---------------------------------------|--|---|--|--|------------------------------------|---|--|----------------------------|-----|
| Quarter | Meeting Date | Company Name | Type of meetings (AGM/EGM/CCM/ PBL/NCLT-CM)# | Proposal by Management or Shareholder | Proposal's description | Investee company's Management Recommendation | Vote (For/ Against/ Abstain) | Reason supporting the vote decision | | | |
| | | | | | Material Related Party Transactions for availing manpower services for certain functions/activities of the Bank from Related Party. | In Favour of the Proposal. | FOR | All these transactions will be executed on an arm's leng basis and in the ordinary course of business of the bank and/or its related parties. | | | |
| January - Narch 2022 | 30-Mar-22 | SBI Life Insurance Company Limited | PBL | Management | Approval for entering into Material Related Party Transaction for purchase and / or sale of investments. | In Favour of the Proposal. | FOR | The resolution for transactions is within ordinary course business | | | |
| | | . , | | | Approval for entering into Material Related Party Transaction with State Bank of India. | In Favour of the Proposal. | FOR | The resolution for transaction is within ordinary course obusiness | | | |
| January - Iarch 2022 | 30-Mar-22 | UPL Limited | EGM | Management | To Appoint Ms.Naina Lal Kidwai as a Independent Director of the Company. | In Favour of the Proposal. | FOR | The said director carries the required credentials and happointment is in line with statutory guidelines. | | | |
| | | | | | To approve sale / purchase /service transactions of UPL Limited with its Subsidiaries, Joint Ventures and associates carrying out business operations globally in ordinary course, which is the part of UPL Limited's consolidated financial statements. | In Favour of the Proposal. | FOR | Company derives 88% of revenues from international markets. The said transactions are operational in natur and are in the ordinary course of business and at arm' length basis. | | | |
| | | | | | To approve sale / purchase /service transactions amongst of UPL Corporation Limited, mauritius and Subsidiaries, Joint Ventures and associates carrying out business operations globally in ordinary course, which is the part of UPL Limited's consolidated financial statements. | In Favour of the Proposal. | FOR | The said transactions are operational in nature between UPL and its subsidiaries and are in the ordinary course business and on arm's length basis. | | | |
| | | | | | To approve financial support transactions amongst of UPL Corporation Limited, mauritius and Subsidiaries, Joint Ventures and associates carrying out business operations globally in ordinary course, which is the part of UPL Limited's consolidated financial statements. | In Favour of the Proposal. | FOR | Financial support from UPL to subsidiaries are in the ordinary course of business. | | | |
| | | | | | To approve buyback of equity shares of the company. | In Favour of the Proposal. | FOR | The reduction in the number of equity shares after buyback will improve return ratios, optimize the capital structure and increase shareholder value. | | | |
| January - 3 March 2022 | 31-Mar-22 | Yes Bank Limited | PBL | Management | To Authorize raising of Capital through the issuance of equity shares or other securities. | In Favour of the Proposal. | FOR | As on 31 December 2021, the bank's Capital Adequac Ratio (CRAR) and Tier I ratio stood at 17.7% and 11.7% | | | |
| | | | | | | | | | To Approve material related party transactions with State Bank of India. | In Favour of the Proposal. | FOR |
| | | | | | | | | | | | |
| | | | Sumn | nary of Votes cast | for the Quarter January 2022 to March 2022 for the F.Y. 2021-2022 | | | | | | |
| | F.Y. | Quarter | Total no. of | | Break-up of Vote decision | | | | | | |
| | 2021-22 | January 2022 - March 2022 | resolutions 62 | For 58 | Against 4 | Abstained 0 | | | | | |
| | | | İ | | | | | | | | |