

Form NL-46-VOTING ACTIVITY DISCLOSURE UNDER STEWARDSHIP CODE

Name of the Insurer: Universal Somp General Insurance Company Limit For the Quarter ending: 31st March 2022

Date: 31st March 2022

Meeting Date	Investee Company Name	Type of Meeting (AGM / EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recommendation	Vote (For / Against/ Abstain)	Reason supporting the vote decision
12-Jan-22	Hindustan Unilever Limited	PB	Management	Appointment Of Ms. Ashu Suyash As An Independent Director Of The Company.	FOR	FOR	Appointment compliant with law, no governance concern identified w.r.t. her profile, time commitments and independence.
19-Jan-22	Kotak Mahindra Bank Limited	PB	Management	Appointment Of Ms. Ashu Sujesh (Din: 00494515) As An Independent Director Of The Bank.	FOR	FOR	Appointment is Compliant with law, no governance concern identified
19-Jan-22	Kotak Mahindra Bank Limited	PB	Management	Material Related Party Transaction With Infina Finance Private Limited.	FOR	FOR	Transactions are Compliant with law, no governance concern identified
19-Jan-22	Kotak Mahindra Bank Limited	PB	Management	Material Related Party Transaction With Mr. Uday Suresh Kotak.	FOR	FOR	Transactions are Compliant with law, no governance concern identified
19-Jan-22	Kotak Mahindra Bank Limited	PB	Management	Issuance Of Redeemable Unsecured Non-Convertible Debentures / Bonds / Other Debt Securities On A Private Placement Basis.	FOR	FOR	Issue of NCDs is Compliant with law, no governance concern identified
12-Feb-22	Tata Consultancy Services Limited	PB	Management	Approval For Buyback Of Equity Shares.	FOR	FOR	Compliant with law. No concern identified.
26-Feb-22	Bharti Airtel Limited	EGM	Management	Issuance of equity shares of the Company on preferential basis.	FOR	FOR	Compliant with law, no governance concern identified
26-Feb-22	Bharti Airtel Limited	EGM	Management	To approve entering into Material Related Party Transactions with Nxta Data Limited, a subsidiary of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal
26-Feb-22	Bharti Airtel Limited	EGM	Management	To approve entering into Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal.
26-Feb-22	Bharti Airtel Limited	EGM	Management	To approve entering into Material Related Party Transactions with Indus Towers Limited, a Joint Venture of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal.
26-Feb-22	Bharti Airtel Ltd Partly Paid Up Shares	EGM	Management	Issuance of equity shares of the Company on preferential basis.	FOR	FOR	Compliant with law, no governance concern identified
26-Feb-22	Bharti Airtel Ltd Partly Paid Up Shares	EGM	Management	To approve entering into Material Related Party Transactions with Nxta Data Limited, a subsidiary of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal
26-Feb-22	Bharti Airtel Ltd Partly Paid Up Shares	EGM	Management	To approve entering into Material Related Party Transactions with Bharti Hexacom Limited, a subsidiary of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal
26-Feb-22	Bharti Airtel Ltd Partly Paid Up Shares	EGM	Management	To approve entering into Material Related Party Transactions with Indus Towers Limited, a Joint Venture of the Company.	FOR	FOR	Compliant with the law, proper justification provided in support of the proposal
06-Mar-22	Axis Bank Limited	PB	Management	Re-appointment of Rakesh Makhija (DIN: 00117692) as the Non-Executive (Part-time) Chairman of the Bank.	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance and time commitments
06-Mar-22	Axis Bank Limited	PB	Management	Appointment of Ashish Kotecha (DIN: 02384614) as a Non-Executive (Nominee of entities affiliated to Bain Capital) Director of the Bank.	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance and time commitments
06-Mar-22	Axis Bank Limited	PB	Management	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).	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance, remuneration and time commitments
06-Mar-22	Axis Bank Limited	PB	Management	Revision in the remuneration payable to Rajiv Anand (DIN: 02541753), Whole-Time Director of the Bank, with effect from April 1, 2021	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance, remuneration and time commitments
06-Mar-22	Axis Bank Limited	PB	Management	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)	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance, remuneration and time commitments
09-Mar-22	Reliance Industries Limited	TCM (Equity Shareholders)	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")	FOR	ABSTAIN	As advised by the proxy advisor, the item is compliant with law. However, there is governance concern viz. lack of clarity on subsequent external Capital raise. Hence, we abstain from voting for the item.
25-Mar-22	Tata Steel Limited	PB	Management	Appointment of Ms. Farida Khambata (DIN: 06954123) as an Independent Director of the Company.	FOR	FOR	Compliant with law. No governance concern identified
25-Mar-22	Tata Steel Limited	PB	Management	Appointment of Mr. David W. Crane (DIN: 09354737) as an Independent Director of the Company.	FOR	FOR	Compliant with Law. No governance concern identified.
25-Mar-22	Tata Steel Limited	PB	Management	Re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company.	FOR	ABSTAIN	As advised by the proxy advisor, Deepak Kapoor was associated with PwC (Statutory Auditors) for over 30 years, therefore as per SES he does not qualify to be Independent. Hence, we abstain from voting for this item.
27-Mar-22	HDFC Bank Limited	PB	Management	To approve the appointment of Mrs. Lily Vadera (DIN: 09400410) as an Independent Director of the Bank.	FOR	FOR	Appointment compliant with law. No governance concern identified.
27-Mar-22	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with Housing Development Finance Corporation Limited.	FOR	FOR	Compliant with law. No major governance concern identified.
27-Mar-22	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDB Financial Services Limited.	FOR	FOR	Compliant with law. No major governance concern identified.
27-Mar-22	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC Securities Limited.	FOR	FOR	Compliant with law. No major governance concern identified.
27-Mar-22	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC Life Insurance Company Limited.	FOR	FOR	Compliant with law. No major governance concern identified.
27-Mar-22	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC ERGO General Insurance Company Limited.	FOR	FOR	Compliant with law. No major governance concern identified.
27-Mar-22	ICICI Bank Limited	PB	Management	Appointment of Ms. Vibha Paul Rishi (DIN: 05180796) as an Independent Director.	FOR	FOR	Appointment compliant with law. No major governance concern identified w.r.t. profile, independence or time commitments
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for current account deposits.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for subscribing to securities issued by Related Parties and purchase of securities from Related Parties.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for sale of securities to Related Parties.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for fund based or non-fund based credit facilities	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for undertaking repurchase (repo) transactions and other permitted short-term borrowing transactions.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions of reverse repurchase (reverse repo) and other permitted short-term lending transactions.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures
27-Mar-22	ICICI Bank Limited	PB	Management	Material Related Party Transactions for availing manpower services for certain functions/activities of the Bank from Related Party.	FOR	FOR	Compliant with law. No governance concern w.r.t. RPT disclosures

The voting in Committee of Creditors (COC) for the period January 1st, 2022 to March 31st, 2022 is as under:

Meeting Date	Investee Company Name	Type of Meeting (AGM / EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recommendation	Vote (For / Against / Abstain)	Reason supporting the vote decision
February 11, 2022	Sintex Industries Limited	COC	Management	Resolution plans	For	Abstain	The highest bid submitted in the existing resolution plan is lower than the liquidation value by 10%. However, considering the time value of money and resolution in the current FY, we will abstain from voting on this item.
March 2, 2022	Sintex Industries Limited	COC	Management	To approve manner of distribution of Resolution Plan amount	For	For	The distribution proceed as per voting share is higher and we vote for the same.
March 2, 2022	Sintex Industries Limited	COC	Management	To approve related party transactions with BVM Overseas Limited (wholly owned subsidiary of corporate)	For	For	As mentioned in COC meeting #1, the transactions are carried out because of tax efficient nature of the transactions and were done at arm's length price.
March 2, 2022	Sintex Industries Limited	COC	Management	To take note of payments made towards CIRP cost from 16.10.2021 to 28.02.2022	For	For	As discussed in the meeting, the CIRP expenses are audited by IRP audit team.