

Form NL-46-VOTING ACTIVITY DISCLOSURE UNDER STEWARDSHIP CODE

Name of the Insurer: Universal Sampo General Insurance Company Limited For the Quarter ending: March 31, 2023

Date: March 31, 2023

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
15-Jan-23	General Insurance Corporation of India	PB	Management	Appointment of Shri Inderjeet Singh (DIN 09778191) as General Manager & Director of the Corporation.	FOR	FOR	No concern has been identified with respect to the profile and time commitment of the Directors.
15-Jan-23	General Insurance Corporation of India	PB	Management	Appointment of Ms. Madhulika Bhaskar (DIN 09277012) as General Manager & Director of the Corporation.	FOR	FOR	No concern has been identified with respect to the profile and time commitment of the Directors.
16-Jan-23	Axis Bank Limited	PB	Management	Revision in the remuneration payable to Amitabh Chaudhry (DIN: 00531120), Managing Director & CEO of the Bank, with effect from April 1, 2022.	FOR	FOR	Compliant with Law. No governance concern identified. Remuneration subject to RBI approval
16-Jan-23	Axis Bank Limited	PB	Management	Appointment of Parameswaranpillai Naga Prasad (P. N. Prasad) (DIN: 07430506) as an independent director of the Bank, for a period of 4 years, with effect from October 20, 2022 up to October 19, 2026 (both days inclusive), not liable to retire by rotation.	FOR	FOR	Compliant with law. No concern identified regarding the profile, independence and time commitments
16-Jan-23	Axis Bank Limited	PB	Management	Increase in limit of maximum number of directors on the board of directors from 15 to 18.	FOR	FOR	Compliant with the law. No major governance concern identified
16-Jan-23	Axis Bank Limited	PB	Management	Approval of Axis Bank Employees Stock Unit Scheme, 2022.	FOR	FOR	Compliant with Law. No Governance concern has been identified.
16-Jan-23	Axis Bank Limited	PB	Management	Grant of Units to the employees of the subsidiary and associate companies of the Bank under Axis Bank Employees Stock Unit Scheme, 2022.	FOR	FOR	Compliant with Law. No Governance concern has been identified.
16-Jan-23	Axis Bank Limited	PB	Management	Modification to the existing Axis Bank Employees Stock Option Scheme, 2000-01.	FOR	FOR	Compliant with law. No concern identified
16-Jan-23	Axis Bank Limited	PB	Management	Grant of Options to the employees of the associate companies of the Bank under Axis Bank Employees Stock Option Scheme, 2000-01.	FOR	FOR	Compliant with law. No concern identified
27-Jan-23	Sun Pharmaceuticals Industries Ltd	PB	Management	Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director of the Company for a term commencing from November 1, 2022 till March 31, 2025, who shall not be liable to retire by rotation.	FOR	ABSTAIN	Compliant with law. No concern on merit of appointee. Governance concern: Excessive time commitments. However, we abstain from voting for this item.
31-Jan-23	Tata Steel Limited	PB	Management	Re-appointment of Mr. Koushik Chatterjee (DIN: 00004989) as Whole-time Director designated as Executive Director and Chief Financial Officer (ED & CFO) of the Company for a further period of 5 years with effect from November 9, 2022 through November 8, 2027, liable to retire by rotation and including remuneration.	FOR	FOR	Compliant with law; No major concern identified.
31-Jan-23	Tata Steel Limited	PB	Management	Appointment of Ms. Bharti Gupta Ramola (DIN: 00356188) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing November 25, 2022 through November 24, 2027 (both days inclusive).	FOR	FOR	Compliant with law; No major concern identified.
31-Jan-23	Tata Steel Limited	PB	Management	Material modification in approved Related Party Transaction(s) with Neelachal Ispat Nigam Limited, a subsidiary company of Tata Steel Limited increase the transaction value by Rs.2,050 crore and now aggregating up to Rs.4,906 crore, for the purchase and sale of goods, rendering and receipt of services and other transactions, to be entered during FY 2022-23.	FOR	FOR	Compliant with law; No concern identified.
12-Feb-23	Coal India Limited	PB	Management	Appointment of Shri Mukesh Choudhary (DIN: 07532479) as a Whole time Director to function as Director (Marketing) of the Company w.e.f. 23rd December 2022 for a period of 5 years or until further orders, in terms of Ministry of Coal letter no 21/27/2021-establishment dated 22nd Nov/2022 he shall be liable to retire by rotation.	FOR	ABSTAIN	Proposed Appointment is compliant with and no concern identified w.r.t the merits of the appointee. Governance Concern: Currently, the Board Composition is non-compliant under the relevant laws. Abstained from voting.

12-Feb-23	Tata Consultancy Services Limited	PB	Management	Appointment of Dr. Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years i.e. from January 11, 2023 up to January 10, 2028, and who would not be liable to retire by rotation.	FOR	ABSTAIN	No concern on merit. we abstain from voting for this item.
14-Feb-23	Larsen & Toubro Limited	PB	Management	Approval for entering into material related party transaction(s) with L&T Technology Services Limited (LTTS).	FOR	FOR	Compliant with law. No Governance Concern
15-Mar-23	ITC Limited	PB	Management	To enter into contracts / arrangements / transactions with British American Tobacco (GLP) Limited, United Kingdom ('BAT GLP'), a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, for sale of unmanufactured tobacco of Indian origin (including storage / holding charges etc.) and purchase of unmanufactured tobacco of international origins which shall not exceed Rs.2,350 crores during the financial year 2023-24.	FOR	FOR	Adequate details provided. Transaction only for one year. No concern identified.
15-Mar-23	ITC Limited	PB	Management	Appointment of Mr. Peter Rajatilakan Chittaranjan (DIN: 09773278) as a Director of the Company, liable to retire by rotation, for a period of three years with effect from 15th March, 2023 or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company.	FOR	FOR	Compliant with law. No concern identified regarding the profile and time commitments.
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with Housing Development Finance Corporation Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified.
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDB Financial Services Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC Securities Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified.
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC Life Insurance Company Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified.
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC ERGO General Insurance Company Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified
25-Mar-23	HDFC Bank Limited	PB	Management	Approval of Related Party Transactions with HDFC Credila Financial Services Limited for an aggregate amount may exceed Rs.1,000 crore.	FOR	FOR	Compliant with law; No concern identified.
26-Mar-23	Archean Chemical Industries Ltd	PB	Management	To create, grant, offer, issue, vest and allot from time to time, in one or more tranches to the eligible employees of the company, as defined under the ESOP 2022 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, under ESOP 2022, as may be decided by the Board, such number of options which shall not exceed 12,90,926 exercisable into equity shares not exceeding 12,90,926 equity shares of the company (or such adjusted numbers from any bonus, stock splits, or consolidation or other re-organization of the capital structure of the Company, as may be applicable, from time to time).	FOR	ABSTAIN	We abstain from voting for this item.
31-Mar-23	Infosys Limited	PB	Management	Appointment of Govind Vaidiram Iyer (DIN: 00169343) as an Independent Director of the Company for a period of five years till January 11, 2028, and that he shall not be liable to retire by rotation.	FOR	FOR	Compliant with law. No governance concern identified