

## Annexure A

Disclosure of voting activities in general meetings of investee companies in which the insurers have actively participated and voted:Name of Insurer: Universal Sompo General Insurance Company Limited

Period of Reporting: The voting for the period January 1, 2023 to March 31, 2023

| Meeting Date | Investee Company Name                  | Type of Meeting (AGM/EGM) | Proposal of Management/ Shareholders | Description of the proposal  | Management Reco <sup>N</sup> | 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 | FOR                          | FOR                          | Compliant with law. No concern identified  |

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| Meeting Date | Investee Company Name              | Type of Meeting (AGM/EGM) | Proposal of Management/ Shareholders | Description of the proposal  | Management Reco <sup>N</sup> | Vote (For /Against /Abstain) | Reason supporting the vote decision   |
|--------------|------------------------------------|---------------------------|--------------------------------------|--|------------------------------|------------------------------|---|
|              |                                    |                           |                                      | effect from October 20, 2022 up to October 19, 2026 (both days inclusive), not liable to retire by rotation.   |                              |                              | 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: 000082221) 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. |

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|--------------|-----------------------|---------------------------|--------------------------------------|---|------------------------------|------------------------------|---|
| 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                          | However, we abstain from voting for this item.<br>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.<br>Governance |

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|--------------|-----------------------------------|---------------------------|--------------------------------------|---|------------------------------|------------------------------|--|
| 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                      | Concern: Currently, the Board Composition is non-compliant under the relevant laws. Abstained from voting.<br>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.<br>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  | FOR                          | FOR                          | Compliant with law. No concern   |

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|--------------|---------------------------------|---------------------------|--------------------------------------|---|------------------------------|------------------------------|--|
|              |                                 |                           |                                      | 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. |                              |                              | 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                              | FOR                          | ABSTAIN                      | We abstain from voting for this item.                  |

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|--------------|-----------------------|---------------------------|--------------------------------------|---|------------------------------|------------------------------|--|
| 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 |
|              |                       |                           |                                      | 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). |                              |                              |  |

Date :



Signature of Compliance Officer

Place : Mumbai

Name : Mahendra Tripathi

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