

**Form NL-46-VOTING ACTIVITY DISCLOSURE UNDER STEWARDSHIP CODE**

**Name of the Insurer: Universal Sampo General Insurance Company Limited For the Quarter ending: 31st March 2024**

**Date: 31st March 2024**

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
09-Jan-24	HDFC Bank Limited	PB	Management	Re-appointment of Mr. M.D. Ranganath (DIN: 07565125) as an Independent Director of the Bank having specialised experience inter alia in finance, accountancy, information technology, risk management, business management strategy, merger & acquisition (M&A), consulting, and corporate planning, to hold office for a period of three years from January 31, 2024 to January 30, 2027 (both days inclusive), not liable to retire by rotation.	FOR	FOR	Compliant with Law. No governance concern identified with regard to re-appointment.
09-Jan-24	HDFC Bank Limited	PB	Management	Re-appointment of Mr. Sandeep Parekh (DIN: 03268043) as an Independent Director of the Bank having specialized experience inter alia in Law (with focus on securities market and financial regulations), Payment & Settlement System, Business Management, to hold office for a period of three years from January 19, 2024 to January 18, 2027 (both days inclusive), not liable to retire by rotation.	FOR	FOR	Compliant with Law. No governance concern identified with regard to re-appointment.
09-Jan-24	HDFC Bank Limited	PB	Management	Re-appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director & Chief Executive Officer (the MD & CEO) of the Bank for a period of three years commencing from October 27, 2023 up to October 26, 2026 (both days inclusive), not liable to retire by rotation.	FOR	FOR	Compliant with Law. No governance concern identified with regard to re-appointment.
09-Jan-24	HDFC Bank Limited	PB	Management	Appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as the Executive Director of the Bank, liable to retire by rotation, for a period of three years commencing from November 23, 2023 up to November 22, 2026 (both days inclusive) and including remuneration.	FOR	FOR	Compliant with Law. No governance concern identified with regard to appointment. No major governance concern identified with regard to proposed remuneration.
09-Jan-24	Hindustan Unilever Limited	PB	Management	Appointment of Mr. Tarun Bajaj (DIN: 02026219) as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 1st December, 2023 upto 30th November, 2028.	FOR	FOR	Compliant with law. No concern identified.
09-Jan-24	Uniparts India Limited	PB	Management	Appointment of Ms. Celine George (DIN: 02563846) as an Independent Director of the Company for a period of two years till November 08, 2025, and that she shall not be liable to retire by rotation.	FOR	FOR	Appointment is compliant with law. No concern identified
09-Jan-24	Uniparts India Limited	PB	Management	Re-appointment of Mr. Gurdeep Soni (DIN: 00011478) as Managing Director of the Company for a further period of five years, (on expiry of his present term), with effect from April 1, 2024 upto March 31, 2029 (both days inclusive).	FOR	ABSTAIN	We abstain from voting.
09-Jan-24	Uniparts India Limited	PB	Management	To approve Uniparts India Limited-Employee Stock Option Scheme 2023.	FOR	FOR	Scheme is compliant with law. No major concern identified.
09-Jan-24	Uniparts India Limited	PB	Management	To approve grant of employee stock options to the eligible employees of subsidiary company(ies) of the Company under Uniparts India Limited-Employee Stock Option Scheme 2023.	FOR	FOR	Scheme is compliant with law. No major concern identified.
09-Jan-24	Uniparts India Limited	PB	Management	To approve grant of employee stock option equal or more than 1% of Issued Capital to the identified employees.	FOR	ABSTAIN	We abstain from voting.
09-Jan-24	Uniparts India Limited	PB	Management	To approve ratification and amendment of the Uniparts Employee Stock Option Plan 2007.	FOR	ABSTAIN	We abstain from voting.

09-Jan-24	Uniparts India Limited	PB	Management	To approve ratification of grant of employee stock Option to the employees of Subsidiary Company(ies) of the Company under Uniparts Employee Stock Option Plan 2007.	FOR	ABSTAIN	We abstain from voting.
18-Jan-24	Larsen & Toubro Limited	PB	Management	Appointment of Mr. Ajay Tyagi (DIN: 00187429) as an Independent Director, not liable to retire by rotation, for a period of five years commencing from October 31, 2023 upto October 30, 2028.	FOR	FOR	Compliant with Law. No governance concern identified.
18-Jan-24	Larsen & Toubro Limited	PB	Management	Appointment of Mr. P. R. Ramesh (DIN: 01915274) as an Independent Director, not liable to retire by rotation, for a period of five years commencing from October 31, 2023 upto October 30, 2028.	FOR	FOR	Compliant with Law. No major governance concern identified.
18-Jan-24	Larsen & Toubro Limited	PB	Management	Approval for entering into material related party transactions with Larsen Toubro Arabia LLC for an amount not exceeding Rs.12,500 crore or USD 1500 Mn.	FOR	FOR	Compliant with Law. No major concern identified.
18-Jan-24	Larsen & Toubro Limited	PB	Management	Approval for entering into material related party transaction(s) with L&T Metro Rail (Hyderabad) Limited for an amount not exceeding Rs. 3,600 crore.	FOR	FOR	Compliant with Law. No major governance concern identified.
18-Jan-24	Dreamfolks Services Ltd	PB	Management	Appointment of Ms. Prerna Kohli (DIN: 03463093) as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 3 consecutive years from November 28, 2023 to November 27, 2026.	FOR	FOR	Appointment is compliant with law. No concern identified.
18-Jan-24	Dreamfolks Services Ltd	PB	Management	Appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 5 consecutive years from November 28, 2023 to November 27, 2028.	FOR	FOR	Appointment is compliant with law. No concern identified.
21-Jan-24	JSW Infrastructure Ltd	PB	Management	Approval for Material Related Party Transaction between JSW Jaigarh Port Limited with JSW Steel Limited for aggregate value of Rs.992 crores for the FY 2023-2024.	FOR	FOR	Compliant with law. No governance concern identified.
21-Jan-24	JSW Infrastructure Ltd	PB	Management	Approval for Material Related Party Transaction between JSW Dharamtar Port Private Limited with JSW Steel Limited for aggregate value of Rs.460 crores for the FY 2023-2024.	FOR	FOR	Compliant with law. No governance concern identified.
25-Jan-24	Tata Steel Limited	TCM (Equity Sha	Management	Scheme of Amalgamation amongst Tata Steel Limited (Transferee Company/the Company) and The Indian Steel & Wire Products Limited (Transferor Company) and their respective shareholders under Sections 230 to 232 of the Act (Scheme).	FOR	FOR	Compliant with law. No governance concern identified in the proposed scheme of amalgamation.
28-Jan-24	Bharti Airtel Limited	PB	Management	Appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from October 31, 2023 to October 30, 2028.	FOR	FOR	Appointment compliant with law. No concern identified.
09-Feb-24	Tata Steel Limited	TCM (Equity Sha	Management	Scheme of Amalgamation amongst Tata Steel Limited (Transferee Company /the Company) and Angul Energy Limited (Transferor Company) and their respective shareholders under Sections 230 to 232 of the Act (Scheme).	FOR	FOR	Compliant with law. No governance concern identified in the proposed scheme of amalgamation.
09-Feb-24	Cyient DLM Ltd	PB	Management	Appointment of Dr. Ajay Kumar (DIN: 01975789) as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 15 November 2023 to 14 November 2026.	FOR	FOR	Appointment compliant with law. No concern identified.
17-Feb-24	Protean eGov Technologies Ltd	PB	Management	Ratification of the Protean eGov Technologies Limited - Employee Stock Option Plan, 2017.	FOR	ABSTAIN	We abstain from voting for this item.
17-Feb-24	Protean eGov Technologies Ltd	PB	Management	Ratification of the extension of Protean eGov Technologies Limited - Employee Stock Option Plan, 2017 to the employees of subsidiary companies / associate companies (present or future).	FOR	ABSTAIN	We abstain from voting for this item.

20-Feb-24	Infosys Limited	PB	Management	Appointment of Nitin Keshav Paranjpe (DIN: 00045204) as an Independent Director of the Company for a period of 5 years till December 31, 2028, and that he shall not be liable to retire by rotation.	FOR	FOR	Appointment Compliant with Law. No concern identified.
20-Feb-24	Infosys Limited	PB	Management	Reappointment of Chitra Nayak (DIN: 09101763) as an Independent Director, not liable to retire by rotation, for a second term of 3 years with effect from March 25, 2024 up to March 24, 2027.	FOR	FOR	Re-appointment Compliant with law. No concern identified.
22-Feb-24	Fedbank Financial Services Ltd	EGM	Management	Amended Shareholders agreement (SHA) dated 19th July, 2023 executed between the Federal Bank Limited, True North Fund VI LLP and the Company.	FOR	FOR	The SHA is legally binding without any compliance concern.
22-Feb-24	Fedbank Financial Services Ltd	EGM	Management	Adoption of the altered Articles of Association of the Company Post listing.	FOR	ABSTAIN	We abstain from voting for this item.
22-Feb-24	Fedbank Financial Services Ltd	EGM	Management	Ratification of the Existing Fedbank Financial Services Limited - Employees Stock Option Plan, 2018 as amended post listing.	FOR	ABSTAIN	We abstain from voting for this item.
02-Mar-24	Tata Steel Limited	PB	Management	Related party contract(s)/ arrangement(s)/transaction(s) with ISWP and increase the transaction value by Rs.535 crore (Rs.10 crore towards sale of goods and Rs.525 crore towards transactions emerging consequent to the amalgamation of Tata Steel Long Products Limited into and with Tata Steel Limited, and which are proposed to be entered into between the Company and ISWP going forward), thereby now aggregating to Rs.3,043 crore, to be entered during FY2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and ISWP.	FOR	FOR	Compliant with law. No concern identified
02-Mar-24	Tata Steel Limited	PB	Management	Related party contract(s)/ arrangement(s)/transaction(s) between TSDPL and TML / ancillary entities of TML to benefit TML, on such terms and conditions as may be agreed between TSDPL, TML and ancillary entities of TML and increase the transaction value by Rs.800 crore, thereby now aggregating to Rs.4,005 crore, for purchase and sale of steel products, lease agreement and other business transactions to be entered during FY2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of TSDPL, ancillary entities of TML and TML.	FOR	FOR	Compliant with law. No concern identified
02-Mar-24	Tata Steel Limited	PB	Management	Related party contract(s)/ arrangement(s)/transaction(s) with Tata Motors directly and/or through third party i.e., Poshs and/or other ancillary entities of Tata Motors to benefit Tata Motors, and increase the transaction value of sale of goods by Rs.1,500 crore, thereby now aggregating to Rs.2,690 crore (directly with Tata Motors for an amount up to Rs.690 crore and through third party, viz. Poshs / ancillary entities of Tata Motors to benefit Tata Motors, for an amount up to Rs.2,000 crore), for purchase and sale of goods, receiving and rendering of services and other transactions for business, to be entered during FY2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company, Tata Motors and Poshs / ancillary entities of Tata Motors.	FOR	FOR	Compliant with law. No concern identified

02-Mar-24	Tata Steel Limited	PB	Management	Related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Tata Capital Ltd., for an aggregate value up to Rs.3,510 crore for availing and rendering financial services, purchase / sale / leasing of information technology and other assets including technologies and other business transactions, to be entered during FY2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and Tata Capital Limited (including transactions entered into with Tata Capital Financial Services Ltd. prior to its amalgamation with Tata Capital Ltd).	FOR	FOR	Compliant with law. No concern identified
05-Mar-24	Hindustan Unilever Limited	PB	Management	Introduction and Implementation of Hindustan Unilever Limited Performance Share Plan Scheme 2024.	FOR	ABSTAIN	We abstain from voting for this item.
05-Mar-24	Hindustan Unilever Limited	PB	Management	Extension of Hindustan Unilever Limited Performance Share Plan Scheme 2024 to Employees of Subsidiary Company(ies) of the Company.	FOR	ABSTAIN	We abstain from voting for this item.
06-Mar-24	HCL Technologies Limited	PB	Management	Appointment of Ms. Bhavani Balasubramanian (DIN: 09194973) as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from January 12, 2024 to January 11, 2029 (both days inclusive), and she will not be liable to retire by rotation.	FOR	FOR	Appointment is compliant with law. No concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	Payment of annual remuneration of up to Rs.36 lakh and for providing car with driver as per the applicable policy of the Bank, to Mr. C S Rajan (DIN: 00126063) in his capacity as the Non-Executive Part-time Chairman of the Bank, which appointment is for a period of two years, with effect from January 1, 2024.	FOR	FOR	Compliant with Law. No major governance concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	Appointment of Mr. Cornelis Petrus Adrianus Joseph (Eli) Leenaars (DIN: 10438792) as an Independent Director of the Bank, for a period of four years, with effect from January 1, 2024 up to December 31, 2027 (both day inclusive).	FOR	FOR	Compliant with law. No concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	Re-appointment of Mr. Uday Shankar (DIN: 01755963) as an Independent Director of the Bank for the second consecutive term of three years, commencing from March 16, 2024 to March 15, 2027 (both days inclusive).	FOR	FOR	Compliant with law. No major concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	To borrowing and raising funds by the Board of Directors of the Bank (Board) by way of issuance of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Debt securities, in Indian / foreign currency, in the domestic and / or overseas markets, as may be permitted under the RBI guidelines, as applicable and from time to time, in one or more tranches or series, on a private placement basis, during the financial year 2024-25, for an amount not exceeding Rs.10,000 crore.	FOR	FOR	Compliant with law; No concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	Material Related Party Transaction with Mr. Uday Suresh Kotak (DIN: 00007467) during FY 2024-25.	FOR	FOR	Compliant with law; No major concern identified.
12-Mar-24	Kotak Mahindra Bank Limited	PB	Management	Material Related Party Transaction with Infina Finance Private Limited during FY 2024-25.	FOR	FOR	Compliant with law; No major concern identified.
15-Mar-24	Maruti Suzuki India Limited	PB	Management	Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Director of the Company, liable to retire by rotation.	FOR	FOR	Compliant with law; No major concern identified.
15-Mar-24	Maruti Suzuki India Limited	PB	Management	Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Whole-time Director designated as Director (Production), for a period of three years with effect from 1st February, 2024 up to 31st January, 2027 and including remuneration.	FOR	FOR	Compliant with law; No major concern identified.

15-Mar-24	Tata Technologies Ltd	PB	Management	Ratification and amendments in Tata Technologies Limited Share Based Long Term Incentive Scheme 2022.	FOR	FOR	Compliant with law. No concern identified.
15-Mar-24	Tata Technologies Ltd	PB	Management	Approval to extend the benefits under Tata Technologies Limited Share Based Long Term Incentive Scheme 2022 to the Employees of Holding / Subsidiary companies of the Company.	FOR	ABSTAIN	We abstain.
15-Mar-24	Tata Technologies Ltd	PB	Management	Material Related Party Transaction(s) between the Company and Tata Motors Limited for an aggregate value not exceeding Rs.1,929 crore, (inclusive of funding transactions (ICDs) not exceeding Rs.1,200 crore at any point of time and operational transactions not exceeding Rs.729 crore), during the financial year 2023-24.	FOR	FOR	Compliant with the law. No governance concern identified in the proposed transactions.
15-Mar-24	Tata Technologies Ltd	PB	Management	Material Related Party Transaction(s) between Tata Technologies Europe Limited (TTEL) and Jaguar Land Rover Limited for an aggregate value not exceeding Rs.1,035 crore, during the financial year 2023-24.	FOR	FOR	Compliant with the law. No governance concern identified in the proposed transactions.
19-Mar-24	ITC Limited	PB	Management	Appointment of Mr. Atul Singh (DIN: 00060943) as a Director of the Company, liable to retire by rotation, with effect from 2nd April, 2024 for a period of three years 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 and / or by any applicable statutes, rules, regulations or guidelines.	FOR	FOR	Appointment compliant with law. No concern identified.
19-Mar-24	ITC Limited	PB	Management	Appointment of Ms. Pushpa Subrahmanyam (DIN: 01894076) as a Director and also as an Independent Director of the Company with effect from 2nd April, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.	FOR	FOR	Appointment compliant with law. No concern identified.
19-Mar-24	Bajaj Finance Limited	PB	Management	To borrow, from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan or financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or outside India, and through acceptance of fixed deposits and corporate deposits (whether in Indian Rupees or in foreign currency), on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which monies may be borrowed by the Board shall not exceed a sum of Rs.3,75,000 crore at any point of time.	FOR	FOR	Compliant with law. No concern identified.

19-Mar-24	Bajaj Finance Limited	PB	Management	Creation of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/ or in any other manner (whether in Indian Rupees or in foreign currency), subject to a maximum amount of Rs.3,75,000 crore.	FOR	FOR	Compliant with law. No concern identified.
19-Mar-24	Bajaj Finance Limited	PB	Management	Re-appointment of Anami N Roy (DIN: 01361110) as a Non-executive Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e., from 1 April 2024 up to 31 March 2029.	FOR	ABSTAIN	We abstain from voting.
19-Mar-24	Bajaj Finance Limited	PB	Management	Re-appointment of Dr. Naushad Darius Forbes (DIN: 00630825) as a Non-executive Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e., from 1 April 2024 up to 31 March 2029.	FOR	ABSTAIN	We abstain from voting.
19-Mar-24	Bajaj Finance Limited	PB	Management	Re-designation of Anup Kumar Saha (DIN: 07640220) as the Deputy Managing Director of the Company, liable to retire by rotation, with effect from 1 April 2024 up to 31 March 2028 (both days inclusive).	FOR	FOR	Compliant with law. No governance concern identified.
19-Mar-24	Bajaj Finance Limited	PB	Management	Modification to the Employee Stock Option Scheme, 2009.	FOR	FOR	Compliant with Law. No governance Concern identified.
19-Mar-24	Bajaj Finance Limited	PB	Management	Approval to extend the benefits and grant of options to the employee(s) of holding and/or subsidiary company(ies) under the Employee Stock Option Scheme, 2009.	FOR	FOR	Compliant with Law. No governance Concern identified.
27-Mar-24	ICICI Bank Limited	TCM (Equity Sha	Management	Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders under Section 230 and other applicable provisions of the Companies Act, 2013.	FOR	ABSTAIN	We abstain from voting for this item.
29-Mar-24	HDFC Bank Limited	PB	Management	To approve revised remuneration of Non-Executive Directors (including Independent Directors) except for Part Time Independent Chairman of the bank.	FOR	FOR	Compliant with law. No governance concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	To approve the appointment of Dr. (Mr.) Harsh Kumar Bhanwala (DIN: 06417704) as an Independent Director of the Bank having specialised experience inter alia in agriculture and rural economy, co-operation, business management and finance, to hold office for a period of three years with effect from January 25, 2024 to January 24, 2027 (both days inclusive), not liable to retire by rotation.	FOR	FOR	Appointment compliant with law. No governance concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HDB Financial Services Limited.	FOR	FOR	Compliant with law. No concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HDFC Securities Limited.	FOR	FOR	Compliant with law. No concern identified.

29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HDFC Life Insurance Company Limited.	FOR	FOR	Compliant with law. No concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HDFC ERGO General Insurance Company Limited.	FOR	FOR	Compliant with law. No concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HDFC Credila Financial Services Limited.	FOR	FOR	Compliant with law. No concern identified.
29-Mar-24	HDFC Bank Limited	PB	Management	Approval of Material Related Party Transactions with HCL Technologies Limited.	FOR	FOR	Compliant with law. No concern identified.