

Exide Life Insurance Company Limited
From 01-Oct-2019 to 31-Dec-2019

Meeting Date	Company Name	Type of Meeting	Proposal by Management or Shareholder	Proposal's Description	Investee company's Management Recommendation	Vote For/Against/Abstain	Reason supporting the vote decision
06-Oct-2019	GLAXOSMITHKLINE CONSUMER HEALTHCARE LTD.	Postal Ballot	Management	Approve related party transactions with GlaxoSmithKline Asia Private Limited	For	For	The company seeks approval for purchase of land in Sonapat, Haryana for a maximum consideration of Rs. 2. 4 bn and for other transactions that are in the nature of purchase of goods, provision of service for commission and lease of properties. The company has not provided a valuation report to justify the consideration value. Even so we support the transaction since GSK plc will reimburse the consideration thus making the purchase cost neutral for the company. The other transactions are in the ordinary course of business and at arm's length. Although we do not favour resolutions on related party transactions for an undefined period, we recognize that the company will need to come back to shareholders for an approval once the monetary thresholds embedded in the transactions are exceeded.
07-Oct-2019	DIVI'S LABORATORIES LTD.	Postal Ballot	Management	Reappoint Dr. Murali K. Divi (DIN: 00005040) as Managing Director for a period of 5 years from 10 October 2019 and fix his remuneration	For	Against	Dr. Murali Divi belongs to the promoter group. We estimate Dr. Murali K Divi's FY20 remuneration at Rs. 665. 8 mn. We recognize that his remuneration will primarily be variable in nature, and his past remuneration has been aligned company performance. Even so, his FY19 remuneration of Rs. 588. 1mn was 1462x the median employee remuneration. Further, his FY19 remuneration was a 46% increase over his FY18 remuneration, vis-à-vis a 4% increase in median employee remuneration for the same period. Dr. Murali Divi's proposed remuneration is higher than industry peers and is not commensurate to the size of the business. While support the reappointment of Dr. Murali K Divi, we do not favour his proposed remuneration terms. Since the company seeks a single approval for both, his reappointment and his remuneration, we do not support the resolution.
07-Oct-2019	DIVI'S LABORATORIES LTD.	Postal Ballot	Management	Reappoint N. V. Ramana (DIN: 00005031) as a Wholetime Director for a period of 5 years from 26 December 2019 and fix his remuneration	For	Against	N V Ramana is a professional. We estimate N V Ramana's FY20 remuneration at Rs. 343. 2 mn. We recognize that his remuneration will primarily be variable in nature, and his past remuneration has been aligned company performance. Even so, his FY19 remuneration of Rs. 299. 0 mn was 744x the median employee remuneration. Further, his FY19 remuneration was a 45. 2% increase over his FY18 remuneration, vis-à-vis a 4% increase in median employee remuneration for the same period. N V Ramana's proposed remuneration is higher than industry peers and is not commensurate to the size of the business. While support the reappointment of N V Ramana, we do not favour his proposed remuneration terms. Since the company seeks a single approval for both, his reappointment and his remuneration, we do not support the resolution.

21-Oct-2019	APOLLO HOSPITALS ENTERPRISE LTD.	NCM	Management	Approve the Scheme of Arrangement between Apollo Hospitals Enterprises Limited (AHEL) and Apollo Pharmacies Limited (APL)	For	For	AHEL proposes to transfer the front-end multi-brand retail pharmacy business to APL through a slump sale for a consideration for Rs. 5,278. 0 mn after which AHEL's stake in the business will be come down from 100% to 25. 5%. The back-end supply chain pharmacy business will continue to be part of AHEL. AHEL will enter into a long-term Supplier Agreement with APL and become the exclusive supplier to APL. AHEL will also enter into a Brand Licensing Agreement with APL for the use of the 'Apollo Pharmacy' brand. Although the exact split of revenue and network between the frontend and backend pharmacy business is not available the company has clarified that around 85% of the pharmacy revenues will be retained with AHEL after the proposed transfer. The valuation adopted is broadly in line with companies engaged in retail business. With this demerger, the company's compliance with regulatory thresholds (FDI caps) will become business-specific: it will allow the AHEL to increase its FII holding.
23-Oct-2019	BAJAJ FINANCE LTD.	Postal Ballot	Management	To issue securities to Qualified Institutional Buyers (QIB) through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 85.0 bn	For	For	Assuming the issue is done at current market price of Rs. 4000. 8 per share, Bajaj Finance will issue ~21. 2 mn equity shares. This will lead to an overall dilution of 3. 5% on the expanded capital base. The dilution will be for all shareholders including the promoters. We believe the equity infusion will help support the NBFC's growth plans and capital adequacy requirements
18-Nov-2019	SHREE CEMENT LTD.	Postal Ballot	Management	Issuance of equity shares for an amount not exceeding Rs. 30.0 bn, by way of a qualified institutional placement (QIP)	For	For	The issue of securities will be governed by the SEBI (ICDR) Regulations and could result in a dilution of around ~4. 1% for existing shareholders, at current market price. Shree Cement needs funds to grow inorganically through acquisitions to achieve synergy with existing plants and improve market share. Raising funds through issuance of equity shares will enable the company to maintain its capital structure.
18-Nov-2019	SHREE CEMENT LTD.	Postal Ballot	Management	Modify the terms of remuneration of Prakash Narayan Chhangani, Whole -Time Director, w.e.f. 1 April 2019	For	For	The modification in the remuneration structure allows Prakash Chhangani to choose between accepting rent free furnished accommodation and house rent allowance. This is unlikely to materially impact his overall remuneration. Prakash Chhangani's estimated remuneration of Rs. 52. 4 mn is in line with peers and commensurate with the size and complexity of the business. However, his remuneration structure is open-ended. As a good practice, companies must cap the absolute amount of remuneration payable to directors.

22-Nov-2019	TATA MOTORS LTD.	EGM	Management	Approve issuance of 201.6 mn equity shares and 231.3 mn convertible warrants at Rs. 150 per each to Tata Sons Private Limited (promoter) on a preferential basis, to raise Rs. 65.0 bn in aggregate	For	For	The infusion by the promoters will result in a dilution of ~12.8% dilution for existing shareholders. While the dilution is high, Tata Motors has long-term debt of ~Rs. 140 bn and ~Rs. 93 bn due for maturity in CY19 and CY20, respectively. Given, the current inability of business to generate free cash flow, the business will have the raise funds to meet the debt obligation. Infusion of funds through equity will improve the company's capital structure and credit metrics. We generally do not support warrants to promoters, we are making an exception to support this resolution because the company's financial health is improving but weak and there is a need for fund infusion. Infusion in terms of warrants is expected to arrest the rating downgrades and support credit costs. We have flagged the resolution as issue of equity shares and warrants have been clubbed into a single resolution.
29-Nov-2019	H C L TECHNOLOGIES LTD.	Postal Ballot	Management	Increase in authorized share capital and subsequent alteration of capital clause of Memorandum of Association	For	For	To accommodate a 1:1 bonus issue, the company seeks to increase its authorized capital to Rs 6. 0bnn (3. 0bn equity shares of Rs. 2. 0 each) from Rs 3. 0bn (1. 5bn equity shares of Rs. 2. 0 each). This will be done through the creation of additional 1. 5bn equity shares.
29-Nov-2019	H C L TECHNOLOGIES LTD.	Postal Ballot	Management	Approve issue of bonus shares in the ratio of one bonus share for every share held (ratio of 1:1)	For	For	The company proposes issuance of bonus shares to the shareholders of the company in the ratio of 1:1. To issue the bonus shares, the board has recommended capitalization of reserves. The bonus issue is being made with a view to increase the liquidity of the equity shares in the secondary market and to expand the retail shareholder base.
04-Dec-2019	BANDHAN BANK LTD.	Postal Ballot	Management	Reduction in the authorized share capital and consequent amendment to the capital clause of the Memorandum of Association	For	For	Post scheme of amalgamation with GRUH Finance, Bandhan Bank issued 416. 95 mn equity shares of Rs 10 each as per the share exchange ratio and the paid-up capital of the bank now stands at Rs 16. 1 bn. As per the provisions of the scheme, the authorised capital of the bank was increased to Rs 52. 0 bn divided into 5. 2 mn equity shares of Rs. 10 each, from 17 October 2019. However, as per provisions of Section 12(1)(i) of the Banking Regulation Act, 1949, the paid-up share capital of a bank cannot be less than one-half of its authorised share capital. To comply with provisions of the BR Act, Bandhan Bank proposes to reduce the authorised share capital from Rs 52. 0 bn to Rs 32. 0 bn. This reduction requires a consequent amendment to the Clause V of the Memorandum of Association.

04-Dec-2019	BANDHAN BANK LTD.	Postal Ballot	Management	Increase in the total shareholding limits for all Foreign Portfolio Investors (FPIs) and Foreign Institutional Investors (FIIs) from 24% to 49% of the paid-up voting equity capital	For	For	The current shareholding by FPIs and FIIs in the bank is ~13.3% and the aggregate foreign holding is ~18.3% of the paid-up equity capital. As per guidelines for licensing of new banks in the private sector issued by the RBI and the licensing conditions for Bandhan Bank, the aggregate non-resident shareholding cannot exceed 49% in the first 5 years without shareholder approval and intimation to the RBI. Approval is being sought to increase the limit from the current 24%. Further, under the license terms, the shareholding of the Non-Operative Financial Holdings Company, Bandhan Financial Holdings is required to further come down to 40% from the current 60.96% of the paid-up capital of the Bank. The increased FII and FDI limit of 49% will provide flexibility to the bank to raise capital and bring down promoter holding.
06-Dec-2019	VEDANTA LTD.	Postal Ballot	Management	Approve continuation of Krishnamurthi Venkataramanan as an Independent Director on attainment of 75 years of age on 11 December 2019	For	For	Krishnamurthi Venkataramanan is the former CEO & MD of Larsen & Toubro Limited (L&T). In line with recent changes in SEBI's LODR, the company seeks shareholder approval for his continuation on the board post attaining the age of 75 years. His continuation is in with statutory requirements.
06-Dec-2019	VEDANTA LTD.	Postal Ballot	Management	Reappoint Krishnamurthi Venkataramanan (DIN: 00001647) as an Independent Director for a period of one year w.e.f. 1 April 2020	For	For	Krishnamurthi Venkataramanan is the former CEO & MD of Larsen & Toubro Limited (L&T). He was appointed as an Independent Director in April 2017. His reappointment is in line with statutory requirements.
08-Dec-2019	MAHINDRA & MAHINDRA FINANCIAL SERVICES LTD.	Postal Ballot	Management	Appoint Arvind V. Sonde (DIN: 00053834) as Independent Director for five years w.e.f. 9 December 2019 up to 8 December 2024	For	For	Chandrashekhar Bhawe, 69, is the former Chairperson of SEBI. He was first appointed as Director on 3 February 2015. He is proposed to be reappointed as Independent Director for another term of five years w. E. F. 3 February 2020 up to 2 February 2025. He has attended all the meetings held in FY19. His reappointment is in line with the statutory requirements.
08-Dec-2019	MAHINDRA & MAHINDRA FINANCIAL SERVICES LTD.	Postal Ballot	Management	Reappoint Chandrashekhar Bhawe (DIN: 00059856) as Independent Director for five years w.e.f. 3 February 2020 up to 2 February 2025	For	For	Ramesh Iyer, 61, is the Vice – Chairperson and Managing Director. He was paid a remuneration of Rs. 104.8 mn in FY19 (including apportioned fair value of the options granted). His remuneration structure has ESOPs, which are issued at face value While we do not favor such schemes, which are at a significant discount to the market price, the discount is off-set by the terms of vesting, which are performance-based. While, the overall pay structure is open-ended and gives the board discretionary powers in deciding his variable pay components. We estimate his proposed remuneration of ~Rs. 121.0 mn for FY20. This is in line with peers and commensurate with the scale and size of the company.
08-Dec-2019	MAHINDRA & MAHINDRA FINANCIAL SERVICES LTD.	Postal Ballot	Management	Approve revision in the remuneration payable to Ramesh Iyer (DIN: 00220759) as Vice-Chairperson & MD w.e.f. 1 April 2020 up to 29 April 2021	For	For	Arvind V. Sonde, 64, is an advocate and former member of Task force on Direct Taxes at Ministry of Finance. He is proposed to be appointed as Independent Director for five years w. E. F. 9 December 2018 up to 8 December 2024. His appointment is in line with the statutory requirements.

09-Dec-2019	LUPIN LTD.	EGM	Management	Divestment of entire shareholding in Kyowa Pharmaceutical Industry Co. Ltd (Kyowa), held through Nanomi B.V (Nanomi) to Plutus Ltd., Japan (Unison) for a consideration of JPY 57,361 million	For	For	The proposed divestment of Kyowa will help monetize investment made in the Japanese generic drug market where margins are expected to be under pressure in the future. The proceeds of ~INR 37,987 mn, will help reduce borrowing. The valuation is comparable to peers in the Indian market.
16-Dec-2019	J K CEMENT LTD.	Postal Ballot	Management	Appoint Sudhir Jalan (DIN: 00111118) as Non-Executive Non-Independent Director	For	For	Sudhir Jalan is the Chairperson and Managing Director of Meenakshi Tea Company Ltd and a relative of Ms. Sushila Devi Singhania (promoter). Recent changes in SEBI's LODR require directors having attained the age of 75 to be re-approved by shareholders through a special resolution. He will retire by rotation and his appointment is in line with statutory requirements. The company must consider broad basing their board composition to include more independent directors.
27-Dec-2019	RBL BANK LTD	EGM	Management	Issue and allot 19.83 mn equity shares on preferential basis at Rs 340.7 per share to four investors to raise Rs 6.76 bn	For	For	RBL Bank's Tier I capital adequacy ratio was 14. 3% on 6 December 2019 (after a QIP where the bank raised Rs 20. 3 bn). The bank needs to raise capital to meet its growth plans, to sustain future growth while maintaining its capital adequacy ratio at levels prescribed by the RBI. The bank proposes to raise Rs 6. 76 bn by way of a preferential issue to four identified investors. The issue price of Rs 340. 7 per share is at 1. 7% to current market price (Rs 339. 45 as on 9 December 2019). The issue will lead to a ~ 3. 9% dilution on the expanded capital base.
27-Dec-2019	RBL BANK LTD	EGM	Management	Issue and allot 4.40 mn equity shares on preferential basis at Rs 340.7 per share to Bajaj Finance Ltd. to raise Rs 1.50 bn	For	Abstain	Resolution withdrawn.