

Exide Life Insurance Company Limited							
Quarterly Voting Report from April 1, 2022 to June 30, 2022							
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
01-Apr-2022	Shree Cement Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Prashant Bangur (DIN: 00403621) as Joint Managing Director for five years from 1 April 2022 and fix his remuneration	FOR	AGAINST	Prashant Bangur, 41, is part of the promoter group and is the Joint Managing Director since February 2016. He was last reappointed as Joint Managing Director for five years from 1 April 2017 at the 2017 AGM. We estimate his FY23 remuneration to be in the range Rs. 293.3 mn – Rs. 533.4 mn; his FY21 remuneration stood at Rs. 247.3 mn. The proposed pay for Prashant Bangur and the total remuneration to family members (Prashant Bangur and H M Bangur) is high, when compared to peers. The commission will be paid at the discretion of board; however, we raise concerns over all the members of the nomination and remuneration committee being tenured independent directors – who have been on the board for more than ten years. The company must disclose granular performance parameters for variable pay, cap the total incentive and annual increment, and define performance metrics that determine variable pay. We do not support the resolution given the high quantum of remuneration to family executives and the open-ended nature of the resolution.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for acceptance of deposits in current/savings account or any other similar accounts for FY23	FOR	FOR	Axis Bank enters into transactions with its related parties in its ordinary course of business for accepting deposits in the form of current or saving accounts or through any other accounts permitted under law. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The Bank levies normal banking charges on the current account customers for various services. For savings account, the Bank levies charges/pays interest uniformly to all customers in accordance with Bank's policies and RBI norms. All transactions are in the ordinary course of business and are at arm's length basis.

08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for fund based or non-fund based credit facilities for FY23	FOR	FOR	Axis Bank Limited in its ordinary course of business enters into transactions with related parties for granting them loans, credit facilities such as term loan, working capital demand loan, short term loan, overdraft or any other fund-based facilities and/or guarantees, letters of credit, or any other form of non-fund based facilities to the related parties. The Bank's primary activity includes offering these products and these are undertaken as per the RBI norms. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The pricing of these facilities to related parties is based on prevailing market rate or linked to external benchmark which is uniformly offered to all customers. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for issue of securities of Axis Bank Limited to related parties, payment of interest and redemption amount for FY23	FOR	FOR	Axis Bank Limited enters into transactions with related parties to sell securities issued by the Bank and pay interest and redemption amount thereof. The bank issues securities to raise funds for business requirements and to maintain regulatory ratios. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The bank's securities are offered uniformly to all investors (related or unrelated) at same price and terms. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for money market instruments/term borrowing/term lending including repo/reverse repo for FY23	FOR	FOR	Axis Bank Limited in its ordinary course of business enters into transactions with related parties for money market instruments, term lending, repo, reverse repo, term borrowing to manage fund, liquidity position and for maintaining regulatory ratios. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The terms of transactions are in line with market practices or based on requirement of the Bank and related parties. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for receipt of fees/commission for distribution of insurance products and other related business for FY23	FOR	FOR	AXIS BANK is a corporate agent registered with IRDAI. The Bank has entered into agreements with associate company Max Life Insurance Company Ltd for sale and renewal of insurance products. The bank receives commission/fees for sale and renewal products offered by Max Life Insurance Company Ltd. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The Bank receives fees for the sale and renewal of insurance products as per IRDAI stipulations. All transactions are in the ordinary course of business and are at arm's length basis.

08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for sale of securities to related parties for FY23	FOR	FOR	Axis Bank in its ordinary course of business enters into transactions with its related parties for the sale of securities of related party/unrelated party. The bank sells and purchases securities to meet funding and liquidity requirement, risk management, maintaining regulatory ratios and for earning profits from trading activities. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The Bank sells securities to related parties at the prevailing market rate and at same terms at which these securities are offered to all prospective investors. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for subscription of securities issued by related parties and purchase of securities from related parties for FY23	FOR	FOR	Axis Bank enters into transactions with related parties for the subscription of securities issued by related parties and also purchases securities of related or other unrelated parties from related parties. These transactions are carried out by the bank for risk management, liquidity management, to maintain regulatory ratios and to earn profits from trading activities. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. Securities offered by related parties in the primary and secondary market are subscribed by the Bank at the prevailing market rate and at same terms at which these securities are offered to all prospective investors. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Axis Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions pertaining to forex and derivative contracts for FY23	FOR	FOR	Axis Bank Limited regularly enters into transactions with related parties pertaining to foreign exchange and derivatives. The Bank acts as an authorized dealer in foreign exchange markets or as a market participant for risk management. Given the new related party regulations applicable from 1 April 2022, the bank seeks approval for transactions which may exceed Rs. 10 bn or 10% of annual consolidated turnover, whichever is lower, with each entity. The transactions are subject to RBI norms and Bank's internal policies of respective products which are applicable to all customers. All transactions are in the ordinary course of business and are at arm's length basis.
08-Apr-2022	Page Industries Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint V S Ganesh (DIN: 07822261) as Managing Director for five years from 1 June 2022 and fix his remuneration	FOR	FOR	V S Ganesh had succeeded Vedji Ticku as the CEO in June 2021 and now will succeed Sunder Genomal as Managing Director with effect from 1 June 2022. We estimate his proposed remuneration to be in the range of Rs. 60.3 – Rs. 98.4 mn. When compared to his peers, his maximum remuneration is high. Notwithstanding, his overall remuneration is capped at Rs. 90.0 mn per annum (including variable pay, excluding retirals and reimbursements), over his term of five years, which is a good practice. His remuneration is in line with the size and complexity of the business. He is a professional and his skills carry market value. The company must provide the performance metrics that determine the variable compensation.

12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Adoption of financial statements for the year ended 31 December 2021	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Appoint Ms. Anjali Bansal (DIN: 00207746) as Independent Director for five years from 1 May 2022	FOR	FOR	Ms. Anjali Bansal, 51, is founder and Non-Executive Chairperson at Avaana Capital, which invests in technology and innovation led startups. She was previously Global Partner and MD at TPG Private Equity, Founder CEO at Spencer Stuart India and Strategy Consultant with McKinsey and Co. in New York and India. She serves on eight boards (excluding Nestlé India) of which four companies are listed. We understand that her responsibilities as founder of Avaana Capital are not full time in nature, which allows her the flexibility to devote the required time to her numerous board responsibilities. Even so, given her numerous board responsibilities, the company should have disclosed in the shareholder notice, its assessment of Ms. Anjali Bansal's ability to devote sufficient time to her responsibilities as an Independent Director. Her appointment is in line with statutory requirements.
12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Appoint S.R. Batliboi & Co. LLP as statutory auditors from the conclusion of 2022 AGM till the 2027 AGM and fix their remuneration for 2022	FOR	FOR	B S R & Co. LLP were appointed as the statutory auditors for five years from the conclusion of 2017 AGM; they have completed their tenure of five years with the company. The company proposes to appoint S.R. Batliboi & Co. LLP as statutory auditors of five years from conclusion of the 2022 AGM. The audit fees proposed to be paid to B S R & Co. LLP for 2022 is Rs. 17.1 mn excluding out-of-pocket expenses and taxes; the statutory audit fee paid to previous auditors for 2021 was Rs. 16.0 mn (including limited review and statutory audit fee). The proposed remuneration is reasonable and commensurate with the size and operations of the company.
12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Approve remuneration of Rs. 222,000 to Ramanath Iyer & Co., as cost auditors for financial year ending 31 December 2022	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in 2022 is reasonable compared to the size and scale of operations.
12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Confirm payment of two interim dividends aggregating Rs. 135.0 and approve final dividend of Rs. 65.0 per equity share (face value Rs. 10.0 each) for 2021	FOR	FOR	The total dividend outflow for 2021 is Rs. 19.3 bn and the dividend payout ratio is 89.9% of after-tax profits. Nestle India has revised its dividend policy and proposes to pay out dividend upto 97% of profits.
12-Apr-2022	Nestle India Ltd.	AGM	MANAGEMENT	Reappoint Matthias Christoph Lohner (DIN: 08934420) as Director, liable to retire by rotation	FOR	FOR	Matthias Christoph Lohner, 51, is Executive Director – Technical of Nestlé India Limited. He has been on the board since November 2020. Prior to his association with Nestlé India, he was Operations Manager at Nescafé Dolce Gusto, GBU. He attended 100% (7 out of 7) board meetings in 2021. He retires by rotation and his reappointment is in line with statutory requirements.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Bhojarajan Rajesh Chander (DIN:02065422) as an Independent Director for three years from 1 November 2021	FOR	FOR	Bhojarajan Rajesh Chander, 49, is involved in the tea and coffee planting business. He was Managing Partner at Hittakkal Estate Tea Factory from 1998 to 2020 and was Chairperson of Coimbatore Tea Association between 2015-2017. His appointment is in line with the statutory requirements.

13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint B. Veera Reddy (DIN:08679590) as Whole Time Director designated as Director (Technical), liable to retire by rotation, from 1 February 2022 till 31 August 2024 or until further orders, whichever is earlier	FOR	FOR	B. Veera Reddy, 58, is a mining engineer with more than 32 years of experience in coal mining, planning, procurement, and operations. He has worked in different capacities in mechanized underground and opencast mines and have experience in corporate project planning. His terms of appointment are not disclosed. Notwithstanding, he will retire by rotation. His proposed remuneration is not disclosed: remuneration in public sector enterprises is usually not high. As a good governance practice, we expect public sector enterprises to disclose the proposed remuneration to its shareholders through the meeting notice. His appointment is in line with the statutory requirements.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Denesh Singh (DIN:08038875) as an Independent Director for three years from 1 November 2021	FOR	FOR	Denesh Singh, 52, is Senior Partner at ASC & Associates. He is the founder director of International Business Valuers Association (IBVA). He has 20 years of experience in auditing, taxation, project financing, management consulting, and other consulting support services. He has provided training to accounts and finance officers of various government departments over last 15 years. His appointment is in line with the statutory requirements.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Dr. Arun Kumar Oraon (DIN:09388744) as an Independent Director for three years from 5 November 2021	FOR	ABSTAIN	Dr Arun Kumar Oraon, 59, is a retired IPS officer. He took voluntary retirement from the rank of Inspector General of Police (IGP). We abstain due to lack of clarity on political affiliations and some ambiguity in the terms of the appointment.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Kamesh Kant Acharya (DIN:09386642) as an Independent Director for three years from 2 November 2021	FOR	ABSTAIN	Kamlesh Kant Acharya, 56, is a chartered accountant and has more than 20 years of experience in statutory audits, tax audits, tax planning, advisory, project financing, corporate finance, and fund restructuring. He was senior partner at Acharya Goel and Associates. We abstain due to lack of clarity on political affiliations and some ambiguity in the terms of the appointment.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Nageswara Rao Gollapalli (DIN:08461461) as an Independent Director for three years from 1 November 2021	FOR	FOR	G. Nageswara Rao, 55, is former Vice Chancellor of Andhra University and Dr B.R. Ambedkar University. He has held various positions at Andhra University. Apart from being an academican, he is also a researcher who has published 361 research papers in various national and international journals. His appointment is in line with the statutory requirements.
13-Apr-2022	Coal India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Poonambhai Kalabhai Makwana (DIN:09385881) as an Independent Director for three years from 2 November 2021	FOR	ABSTAIN	Poonambhai Makwana, 65, is an industrialist and agriculturalist based in Gujarat. He was a former MLA from Dasada Vidhansabha in Gujarat from 2012-2017. He has also worked as a parliament secretary of Govt of Gujarat from 2015-2017. We abstain due to lack of clarity on political affiliations and some ambiguity in the terms of the appointment.
16-Apr-2022	Hindustan Unilever Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Nitin Paranjpe (DIN: 00045204) as Non-Executive Non-Independent Director from 31 March 2022, liable to retire by rotation	FOR	FOR	Nitin Paranjpe, 58, is Chief Human Resources and Transformation Officer at Unilever PLC and is a member of the Unilever Executive. Prior to this role, he was the Chief Operating Officer at Unilever PLC. He also served as Managing Director and Chief Executive Officer of Hindustan Unilever Limited from 2009 to 2013. He has been associated with Unilever group since 1987. He holds a bachelor's degree in Mechanical Engineering and completed his MBA in Marketing from JBIMS, Mumbai. He is liable to retire by rotation and his appointment in line with statutory requirements.

16-Apr-2022	Hindustan Unilever Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Dev Bajpai (DIN: 00050516) as Wholetime Director for five years from 23 January 2022 and fix his remuneration	FOR	FOR	Dev Bajpai, 56, is Executive Director, Legal and Corporate Affairs and Company Secretary at Hindustan Unilever Limited. He has been on the board since January 2017; the company seeks to reappoint him for five years from 23 January 2022. While his base salary is capped at Rs. 35 mn; there is no clarity on other components of his remuneration. However, the company has been judicious in its pay-outs to directors in the past. In the last three years, his pay has ranged between Rs 55 mn to Rs 68 mn which, in absolute terms, is comparable with peers. We estimate his proposed annual remuneration to range between Rs. 58.1 – 70.0 mn w.e.f. 23 January 2022. We expect the company to disclose a more granular remuneration structure by capping the performance incentives and the perquisites. Further the company must disclose the stock options proposed to be granted and performance metrics for variable pay.
16-Apr-2022	Tata Consultancy Services Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint N Ganapathy Subramaniam (DIN: 06365813) as COO and Executive Director from 21 February 2022 to 19 May 2024 and fix his remuneration	FOR	FOR	N. Ganapathy Subramaniam, 62, was appointed as Executive Director and COO of the company in February 2017. Prior to that he was the President, Financial Services of the company since 2011. He received Rs. 161.0 mn as remuneration in FY21. N Ganapathy Subramaniam's proposed remuneration is estimated in the range of Rs. 235.3 mn – Rs. 256.9 mn, which is commensurate with the overall size of the company. Further, he is a professional, whose skills carry a market value. Even so, the remuneration structure is open ended with no disclosures on the amount of commission to be paid, which has been left to the discretion of the board and the NRC. We expect the company to cap the absolute amount of commission payable and disclose the performance metrics that will determine his variable pay.
16-Apr-2022	Tata Consultancy Services Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Rajesh Gopinathan (DIN: 06365813) as CEO and Managing Director for five years from 21 February 2022 and fix his remuneration	FOR	FOR	Rajesh Gopinathan, 50, was appointed Managing Director of the company in February 2017. He received Rs. 203.7 mn as remuneration in FY21. His proposed remuneration is estimated in the range of Rs. 304.5 mn – Rs. 323.2 mn, which is in line with peers and commensurate with the overall size of the company. Further, he is a professional, whose skills carry a market value. Even so, the remuneration structure is open ended with no disclosures on the amount of commission to be paid, which has been left to the discretion of the board and the NRC. We expect the company to cap the absolute amount of commission payable and disclose the performance metrics that will determine his variable pay.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Dr. Aiswarya Biswal (DIN: 09396589) as Independent Director for three years from 12 November 2021	FOR	ABSTAIN	Dr. Aiswarya Biswal, 42, is former Editor of Odisha Society of United Kingdom journal. She is a columnist and a poet. She has completed her Bachelors' degree in Dental Surgery and Masters in Management from University of Liverpool. While the appointment meets statutory requirements, a political affiliation and an ambiguity in terms of term of appointment makes us abstain.

17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Dr. Bhagwati Prasad Saraswat (DIN: 09396479) as Independent Director for three years from 12 November 2021	FOR	ABSTAIN	Dr. Bhagwati Prasad Saraswat, 61, was Dean and Head of Department of Commerce, Maharshi Dayanand Saraswati University, Ajmer. He has over thirty-eight years of experience in teaching. He is former Director of Center for Entrepreneurship and Small Business Management, Maharshi Dayanand Saraswati University. He holds an MCom degree and a PhD in Financial Evolution of Drugs & Pharmaceutical Companies in India. While the appointment meets statutory requirements, a political affiliation and an ambiguity in terms of term of appointment makes us abstain.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Ghanshyam Sher (DIN: 09396915) as Independent Director for three years from 12 November 2021	FOR	ABSTAIN	Ghanshyam Sher, 65, is an advocate having experience in finance, legal and social service. He also has administrative experience, gained through various public associations. While his appointment meets statutory requirements, a political affiliation and an ambiguity in terms of term of appointment makes us abstain.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Gopal Krishna Agarwal (DIN: 00226120) as Independent Director for three years from 12 November 2021	FOR	ABSTAIN	Gopal Krishna Agarwal, 59, was a Member of Board of Governors at the Indian Institute of Corporate Affairs (IICA) and a member of the Task Force on MSME by Ministry of Finance and Government Nominee on Central Council of the Institute of Company Secretaries of India (ICSI). He is a Chartered Accountant and holds an M.A. in Economics and a BCom degree. While the appointment meets statutory requirements, a political affiliation and an ambiguity in terms of term of appointment makes us abstain.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Gudey Srinivas (DIN:02568812) as Non-Executive Non-Independent Director, liable to retire by rotation, from 13 October 2021	FOR	FOR	Gudey Srinivas, 55, is an IAS Officer, currently serving as the Additional Secretary & Financial Advisor, Ministry of Petroleum and Natural Gas. He holds a B. Tech in Civil Engineering, M.E. in Civil Engineering and has done a Management Programme in Public Policy from Indian School of Business. In the past he has worked as Joint Secretary and Director, Ministry of Mines and Principal Secretary to Minister of State for Rural Development. He has also served as Principal Secretary to Commerce, Transport and Civil Aviation, Labour, Steel and Mines Departments. His appointment is in line with statutory requirements.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Pradeep Vishambhar Agrawal (DIN: 00048699) as Independent Director for three years from 12 November 2021	FOR	ABSTAIN	Pradeep Agrawal, 52, is a Chartered Accountant and a Company Secretary. He is specialized in the fields of finance, business and administration. Mr. Pradeep Agrawal presently holds 2 full-time positions, viz., Whole Time Director at Shine Pharmaceuticals Limited and Managing Director at Bhoomi Medicaments Limited. Although compliant with law, to fulfil one's responsibilities as a director with diligence, an individual should not hold more than one full-time position, unless the other Company is a subsidiary and into related business. We therefore abstain.

17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Sanjay Khanna (DIN: 09485131) as Director (Refineries) from 22 February 2022	FOR	FOR	Sanjay Khanna, 52, has over thirty years of experience in refineries operations and technical services. He has played a key role in setting up new plants and commissioning refineries at Mumbai and Numaligarh. He also headed BPCL's Kochi Refinery in the past two years. He holds a BTech in Chemical Engineering and is a Postgraduate in Finance Management. The company seeks to appoint him Director (Refineries) from 22 February 2022. He will be liable to retire by rotation. As a good practice, we expect PSEs to disclose the terms of appointment including tenure and proposed remuneration to its shareholders through the notice. His appointment is in line with the statutory requirements.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Suman Billa (DIN: 00368821) as Non-Executive Non-Independent Director, liable to retire by rotation, from 16 March 2022	FOR	FOR	Suman Billa, 51, is an IAS Officer and is presently serving as the Principal Secretary Industries and Non-Resident Keralites' Affairs in the Government of Kerala. Prior to this he was Director, Technical Cooperation & Silk Road at UN World Tourism Organization in Madrid, Spain. In the past he was also Joint Secretary, Ministry of Tourism, Government of India, Secretary, Kerala Tourism Officer, Commissioner, Commercial Taxes, Secretary, Food & Civil Supplies, District Collector, Palghat and Director, Kerala Tourism. He has also served as Private Secretary to the Ministers of State in the Ministries of External Affairs and Defence. His appointment is in line with statutory requirements.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions amounting to Rs. 12.6 bn with Indraprastha Gas Limited in FY23	FOR	FOR	Indraprastha Gas Limited, is an associate company in which BPCL holds 22.5% stake. BPCL seeks approval to enter into material related party transactions for purchase of CNG, facility charges and electricity reimbursement with Indraprastha Gas Limited aggregating to Rs.12.6 bn in FY23. In FY23, BPCL expects these transactions to exceed the materiality threshold of Rs 10.0 billion or 10% of consolidated revenues. The transactions are in the ordinary course of business and on an arm's length basis. Even so, BPCL should have disclosed details regarding transactions entered into in the past with IGL.
17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions amounting to Rs. 28.0 bn with Falcon Oil & Gas B.V. in FY23	FOR	FOR	Falcon Oil & Gas B.V., is a joint venture company in which, BPCL holds 30% stake through its wholly owned subsidiary – Bharat PetroResources Limited (BPRL). BPCL seeks approval to enter into material related party transactions with Falcon Oil & Gas B.V. aggregating to Rs.28.0 bn in FY23 for purchase of crude oil. In FY23, BPCL expects these transactions to exceed the materiality threshold of Rs 10.0 billion or 10% of consolidated revenues. The transactions are in the ordinary course of business and on an arm's length basis. Even so, BPCL should have disclosed details regarding the transactions entered into with Falcon Oil & Gas B.V. in the past

17-Apr-2022	Bharat Petroleum Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions amounting to Rs. 71.5 bn with Petronet LNG Limited in FY23	FOR	FOR	Petronet LNG Limited, is an associate company in which, BPCL holds 12.5% stake. BPCL proposes to purchase LNG from Petronet LNG Limited at Kochi & Dahej Terminal. BPCL seeks approval to enter into material related party transactions with Petronet LNG Limited for purchase of LNG aggregating to Rs.71.5 bn in FY23. In FY23, BPCL expects these transactions to exceed the materiality threshold of Rs 10.0 billion or 10% of consolidated revenues. The transactions are in the ordinary course of business of the company and on an arm's length basis. Nevertheless, BPCL should have disclosed details regarding transactions entered into in the past with Petronet LNG Limited.
18-Apr-2022	NTPC Ltd.	MCA	MANAGEMENT	Approve amalgamation of wholly owned subsidiaries, Nabinagar Power Generating Company Limited (NPGCL), and Kanti Bijlee Utpadan Nigam Limited (KBUNL) with NTPC Limited	FOR	FOR	The proposed scheme will lead to operational synergies, reduction in overhead expenditure, reduction in cost of borrowing, streamlining of group structure by reducing the number of legal entities, rationalising of costs. Since NPGCL and KBUNL are wholly owned subsidiaries of NTPC, there will be no material impact on the consolidated financials of NTPC and given that no shares are to be issued, there is no change in the economic interest for the shareholders.
20-Apr-2022	Asian Paints Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Milind Sarwate (DIN: 00109854) as Independent Director for five years from 21 October 2021 to 20 October 2026	FOR	FOR	Milind Sarwate, 62, is the founder of Increate Value Advisors LLP (Increate) and former Group CFO, Marico Limited. He started Increate in 2015 to mentor and advise investors in business value creation, capability building and governance aspects. He also guides not-for-profit organisations in their CSR strategy and execution. He is the founder of Increate Foundation: a not-for-profit company that will focus on women, education, under privileged and other vulnerable segments. He serves on the boards of six listed companies (including Asian Paints Limited). We understand that his responsibilities at Increate are non-executive in nature – further, he has clarified to Asian Paints Limited that his advisor and mentorship role will not impact his ability to commit time towards Asian Paints Limited. Therefore, we support his appointment. His appointment as an Independent Director meets all statutory requirements.
20-Apr-2022	Asian Paints Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Ms. Nehal Vakil (DIN: 00165627) as a Non-Executive Non-Independent Director from 1 March 2022 to fill the casual vacancy caused by the demise of Abhay Vakil	FOR	FOR	Ms. Nehal Vakil, 45, is a part of the promoter family and the daughter of former Managing Director Abhay Vakil. She is currently Director in charge of Operations for Vikatmev Containers Ltd: a promoter company. She also manages and supervises investments of the other family-owned businesses. She had started her career with Asian Paints in 1999 in the finance function. The company seeks to appoint her as a Non-Executive Non-Independent Director to fill the casual vacancy caused by the demise of Abhay Vakil. The company has clarified that she will be liable to retire by rotation. Her appointment meets all statutory requirements.

20-Apr-2022	Gland Pharma Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Yao Fang (DIN: 09524705) as Non-Executive Non-Independent Director from 10 March 2022, liable to retire by rotation	FOR	FOR	Yao Fang, 52, is Executive President at Fosun International Limited. He has been associated with the Fosun group since 2010. Prior to joining Fosun Group, he worked with Shenyin & Wanguo Securities, Shanghai Industrial Assets Management Company Limited, Shanghai Industrial Management (Shanghai) Company Limited, among others. He has experience in finance, general management, global economics, corporate governance, pharmaceutical science and technology. He holds a bachelor's degree in Economics from Fudan University and completed his MBA from The Chinese University of Hong Kong. He is liable to retire by rotation and his appointment is in line with statutory requirements
20-Apr-2022	Gland Pharma Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Srinivas Sadu (DIN: 06900659) as Managing Director and CEO for five years from 25 April 2022 and fix his remuneration	FOR	FOR	Total pay must be adequately capped, so that shareholders could estimate the remuneration payable to the MD & CEO. Further, the overall remuneration has been capped at 1% of the Net Profits, as against 5% permitted under the law. While, ESOP are excluded from the above 1%, however, perquisite value of ESOPs depend on the share price at the time of exercise, therefore, no concern is being raised in this regard
21-Apr-2022	Bharat Petroleum Corpn. Ltd.	MCA	MANAGEMENT	Approve scheme of amalgamation of wholly owned subsidiary, Bharat Oman Refineries Limited (BORL) with Bharat Petroleum Corporation Limited (BPCL)	FOR	FOR	Under this scheme BORL, a wholly owned subsidiary of BPCL, will merge into BPCL. The proposed merger will consolidate operations, simplify the group structure and may result in optimal utilization of resources. Further, since BOPL is a wholly owned subsidiary there will be no material impact on the consolidated financials of BPCL and given that no shares are to be issued, there is no change in the economic interest for the shareholders.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Dr. Madhav Singh (DIN: 09489194) as Independent Director from 2 February 2022 to 23 January 2025	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Dr. Prabhaskar Rai (DIN: 09453169) as Independent Director from 31 December 2021 to 26 December 2024	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.

27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Manish Pareek (DIN: 09396501) as Independent Director for three years from 14 November 2021 to 7 November 2024	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Ms. Reena Jaitly (DIN: 06853063) as Independent Director from 14 November 2021 to 7 November 2024	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Syamchand Ghosh (DIN: 09396486) as Independent Director from 14 November 2021 to 7 November 2024	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Vysyaraju Ajit Kumar Raju (DIN: 09396500) as Independent Director 14 November 2021 to 7 November 2024	FOR	AGAINST	The Company is seeking to appoint the directors as Independent Directors of the Company, for a period of three years from the date of appointment as specified above or until its further orders, whichever is earlier. The proposed term of appointment is not only ambiguous but against the letter and spirit of law. Further, once the director(s) has been appointed, he/ she can only be removed by shareholders after passing a special resolution in a general meeting and not by any administrative order. The Ministry cannot have the discretion to decide till when the director shall continue as Independent Director.

27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for Rs. 11.0 bn with Oil and Natural Gas Corporation Tripura Power Company Limited (OTPC) in FY23	FOR	FOR	OTPC is a joint venture company in which ONGC holds 50.0% stake. The company seeks approval for related party transactions with OTPC aggregating to Rs.11.0 bn in FY23. ONGC supplies natural gas as feedstock to OTPC at contracted price. Such transactions amounted to Rs. 7.4 bn in FY21. The transaction is recurring in nature, in the ordinary course of business and at arm's length.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for Rs. 13.5 bn with Oil and Natural Gas Corporation Employees Contributory Provident Fund (OECPF) in FY23	FOR	FOR	OECPF is maintained by ONGC as per compliance requirements under Employees Provident Fund Scheme, 1952. ONGC seeks approval to enter into material related party transactions with Petronet LNG Limited aggregating to Rs. 13.5 bn in FY23. This includes ONGC's contribution of ~Rs. 5.1 bn and employee contribution of Rs. 8.4 bn. The transactions are in the ordinary course of business and are a statutory obligation.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for Rs. 22.0 bn with Petronet LNG Limited in FY23	FOR	FOR	Petronet LNG Limited is a joint venture company in which ONGC is a co-promoter holding 12.5% stake. ONGC has agreements with Petronet LNG Limited for purchase of LNG and related facilities services charges. This is used for extracting value added products - C2, C3 and C4. In FY21, ONGC paid Rs. 9.8 bn to LNG Petronet for purchase of LNG and facilities services charges. The proposed limit for FY23 is Rs. 22.0 bn. The transactions are in the ordinary course of business and at arm's length.
27-Apr-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions for Rs. 97.3 bn with Oil and Natural Gas Corporation Petro additions Limited (OPaL) in FY23	FOR	FOR	OPaL is a joint venture company where ONGC holds 49.36% stake. The company seeks shareholder approval for related party transactions with OPaL aggregating Rs. 97.3 bn in FY23. ONGC has entered into agreements with OPaL for sale of ethane (C2), propane (C3) and butane (C4) and Naptha, as well as right of usage charges for C2 pipeline. Such transactions amounted to Rs. 43.2 bn in FY21. The transactions are in the ordinary course of business and at an arm's length.
29-Apr-2022	Tata Consumer Products Ltd.	POSTAL BALLOT	MANAGEMENT	Approve preferential issue of ~ 7.46 mn equity shares at Rs. 765.16 each aggregating to ~Rs. 5.7 bn to Tata Enterprises (Overseas) AG (TEO) for acquisition of balance (10.2%) stake in Tata Consumer Products UK Group Limited (TCP UK)	FOR	FOR	The issue price is at a discount of 5.4% to the current market price and will lead to a dilution of 0.80% on expanded capital base. This allotment is towards discharge of consideration (non-cash) for acquisition of balance stake of 10.15% in TCP UK from TEO. The company already owns 89.85% in TCP UK and the acquisition of this balance stake will lead to simplification of legal structure within the Tata Consumer Products Group. In terms of valuation, TCP UK is currently being valued at ~1.6x EV/Sales which is in line with other global tea players.Tata Enterprises (Overseas) AG has not been classified as a related party since majority of the share capital (~60%) of TEO is held by the Jamsetji Tata Foundation, Switzerland. However, 40% of Tata Enterprises (Overseas) AG is held by a subsidiary of Tata Sons and that makes it a part of the Tata Group of companies. We recognize that preferential issue of shares are not defined as related party transactions under the regulations – both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015. However, given the structure of ownerships (both companies being associated with the Tata Group), we believe the transaction is in the nature of a related party transaction.

09-May-2022	Max Financial Services Ltd	POSTAL BALLOT	MANAGEMENT	Approve acquisition of equity shares from the secondary market for implementation of Max Financial Employee Stock Option Plan 2022 (ESOP Plan-2022) for grant to employees of the company and its subsidiaries	FOR	FOR	Through a separate resolution, the company seeks shareholder approval for the ESOP trust to purchase equity shares from the secondary market for implementation of Max Financial Employee Stock Option Plan 2022 for grant to employees of the company and its subsidiaries. MFSL or the respective subsidiary companies may provide loan to the trust to acquire the shares, for the purpose of acquiring shares from the secondary market to implement the ESOP Plan-2022. Our decision on this resolution is linked to resolution #1.
09-May-2022	Max Financial Services Ltd	POSTAL BALLOT	MANAGEMENT	Approve grant of stock options under Max Financial Employee Stock Option Plan 2022 (ESOP Plan-2022) to employees of subsidiary companies	FOR	FOR	The company proposes to extend the ESOP 2022 Scheme to the employees of its subsidiary companies. Our decision on this resolution is linked to resolution #1.
09-May-2022	Max Financial Services Ltd	POSTAL BALLOT	MANAGEMENT	Approve Max Financial Employee Stock Option Plan 2022 (ESOP Plan-2022)	FOR	FOR	The aggregate number of ESOPs to be granted will not exceed 17.3 mn equity shares upon exercise, representing ~5.0% of the current issued capital. We estimate the annualized cost of the scheme at Rs 1.4 bn or 24.4% of the FY21 consolidated PBT. The exercise price would be the volume weighted average share price during any time period ranging upto 90 trading days immediately preceding three days prior to the date of grant or such other equivalent price as may be decided by the NRC. We support the resolution since the scheme aligns the interests between the employees and investors
14-May-2022	HDFC Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Approve Employee Stock Incentive Plan 2022 comprising 100.0 mn restricted stock units to be granted at face value Re. 1 each	FOR	FOR	The scheme will be drawn down over a period of four years and the maximum grant to any employee will be capped at 15,000 units annually. We support the scheme because the senior leadership team and middle management will be granted a smaller pool of RSUs that will carry performance-based targets for vesting – thus aligning with the interest of investors. The junior levels employees – 6 to 10 levels below the Managing Director – will be granted 82% of the ESOP pool, with time-based vesting. Although we do not generally support the grant of stock options at deep discount with time-based vesting, we recognize that for junior-level employees, the RSUs will act as more of a retention tool, which may be needed given the uncertainties relating to the impending merger with HDFC and employee attrition rates in the sector. We note that the Managing Director will not be eligible for RSU grants. We welcome the bank's effort at deepening the pool of beneficiaries through this scheme.

14-May-2022	Maruti Suzuki India Ltd.	POSTAL BALLOT	MANAGEMENT	Redesignate Hisashi Takeuchi (DIN: 07806180) as Managing Director and CEO for three years from 1 April 2022 and fix his remuneration	FOR	FOR	Hisashi Takeuchi, 58, was appointed as Joint Managing Director (Commercial) in FY21. He was associated with Suzuki Motor Corporation since 1986. He was first appointed on MSL's board as a Non-Executive Non-Independent Director in 2019. The company had appointed him as Joint Managing Director-Commercial for a three-year term from 28 April 2021. MSIL seeks to redesignate him as Managing Director and CEO for three years from 1 April 2022. The estimated remuneration of Rs. 45.5 mn for Hisashi Takeuchi for FY23 is comparable to peers, and commensurate with his responsibilities. During his current tenure, his maximum remuneration can reach upto Rs. 62.6 mn. Further, Hisashi Takeuchi is a professional whose skills and experience carry a market value. As a good practice we expect the company to disclose the parameters considered by the Nomination and Remuneration Committee, to determine variable pay for the executives.
14-May-2022	Maruti Suzuki India Ltd.	POSTAL BALLOT	MANAGEMENT	Redesignate Kenichi Ayukawa (DIN: 02262755) as Whole-time Director designated as Executive Vice Chairperson for six months from 1 April 2022 to 30 September 2022 and fix his remuneration	FOR	FOR	Kenichi Ayukawa, 66, was the Managing Director and CEO of the company till 31 March 2022. He joined Maruti Suzuki's board in 2008 as a Non-Executive Non-Independent Director. He was appointed as MSIL's Managing Director in 2013. Prior to Joining Maruti Suzuki India, Kenichi Ayukawa was associated with Suzuki Motor Corporation since 1980. The company seeks to redesignate him as Vice Chairperson for six months from 1 April 2022 and fix his remuneration. Kenichi Ayukawa's estimated remuneration of Rs. 24.5 mn for 6 months of FY23 is comparable to peers, and commensurate with his responsibilities. Further, Kenichi Ayukawa is a professional whose skills and experience carry a market value. As a good practice we expect the company to disclose the parameters considered by the Nomination and Remuneration Committee, to determine variable pay for the executives.
17-May-2022	Larsen & Toubro Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Pramit Jhaveri (DIN: 00186137) as Independent Director for five years from 1 April 2022	FOR	FOR	Pramit Jhaveri, 59, is currently an advisor and mentor to start ups, corporates, and family offices. He is a Senior Advisor to Premji Invest and PJT Partners. Prior to this, he was Vice Chairperson – Banking, Asia Pacific at Citi. He also served as the Chief Executive Officer of Citibank India from 2010 to 2019. He has served as a trustee on the board of several trusts like Tata Trusts, Pratham Education Foundation, India Foundation of Arts, World Monuments Fund India and CSMVS. He is a Bachelor of Commerce from Sydenham College and an MBA from Simon School of Business, University of Rochester. We note that Pramit Jhaveri has also been Senior Advisor to Greensill Capital – which collapsed into insolvency in a crisis of confidence in March 2021. The company should have disclosed his previous association with Greensill Capital in the notice to the postal ballot.

17-May-2022	Larsen & Toubro Ltd.	POSTAL BALLOT	MANAGEMENT	Approve alteration to the Object clause of the Memorandum of Association	FOR	FOR	The company seeks to tap opportunities in the technology infrastructure business. They plan to offer multiple products viz. Data Hosting through Colocation, Spectrum of Managed Services, IaaS (Infrastructure as a Service), PaaS (Platform as a Service), SaaS (Software as a Service) with private and regulated Cloud solutions and bundle it up with other IT related services. In the new energy landscape, Hydrogen, Battery Energy Storage, Carbon Capture and Utilisation, Biofuels etc. are emerging as prominent segments. Leveraging its presence in the energy sector (especially in the manufacturing and EPC segment), the company aims to become an integrated player in the Green Energy sector. The company seeks to alter its MoA to enable it to carry out data centre, cloud operations, other IT related business and green energy business.
17-May-2022	Larsen & Toubro Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions upto Rs. 20.0 bn with L&T Finance Limited, a 63.62% subsidiary, for five years from FY23 to FY27	FOR	FOR	The company is seeking approval for related party transactions with L&T Finance Ltd aggregating up to Rs. 20.0 bn per annum from FY23 till FY27 in the form of a revolving line of credit facility. This facility will act as a stand-by liquidity support renewable on a yearly basis and is in addition to the working capital lines that L&T Finance Limited has with its consortium of lending banks. The arrangement shall be exercised by L&T Finance Limited only after exhausting all external bank funding lines. The utilization against the facility as on 31 March 2021 is nil. The transactions are in the ordinary course of business and on an arm's length basis.
20-May-2022	Kotak Mahindra Bank Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Amit Desai (DIN: 00310510) as non-executive, non-independent director liable to retire by rotation, from 18 March 2022	FOR	FOR	Amit Desai, 62, is a senior Advocate with over 31 years of experience in criminal, economic and revenue law. He is also on the board of Kotak Mahindra Trustee Company Ltd since July 1995. He has been non-executive director on the board of Kotak Mahindra Bank from 18 March 2011 to 17 March 2019 and has again been appointed on 18 March 2022. His appointment is in line with statutory requirements.
27-May-2022	Nestle India Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Ms. Alpana Parida (DIN: 06796621) as Independent Director for five years from 1 June 2022	FOR	FOR	Ms. Alpana Parida, 59, is Founder and CEO at Tiivra Ventures Private Limited (Tiivra Ventures), a start-up specialising in designer helmets. Prior to launching Tiivra Ventures in 2020, she was Managing Director at DY Works, a branding and designing agency, which she was associated with for more than ten years. She also headed marketing and merchandising at Tanishq (a Tata group company) before joining DY Works. She has over two decades of experience working in retail and marketing communication in India and USA. Including Nestlé India Limited, she is on the board of four listed companies as Independent Director and holds a full-time position as CEO of Tiivra Ventures. Notwithstanding, she has clarified to the company that she will be able to devote the time required to discharge her duties as an Independent Director of Nestlé.

29-May-2022	AU Small Finance Bank Ltd	POSTAL BALLOT	MANAGEMENT	Appoint Kamlesh Shivji Vikamsey (Din: 00059620) as Independent Director for three years from 24 April 2022	FOR	ABSTAIN	Kamlesh Shivji Vikamsey, 61, is Senior Partner at Khimji Kunverji & Co. He serves as an Independent Director on the boards of four listed companies (not including AU Small Finance Bank Ltd). Given their full-time responsibilities, regulations allow whole-time directors of listed companies to be independent directors in a maximum of three listed companies. Further, we believe that, as a Senior Partner at Khimji Kunverji & Co LLP, his responsibilities are equivalent to a whole-time directorship. However, given lack of clarity on the number of boards an individual can hold, we abstain
29-May-2022	AU Small Finance Bank Ltd	POSTAL BALLOT	MANAGEMENT	Increase in authorised capital to Rs. 12.0 bn from Rs. 3.5 bn and consequent amendment to the Memorandum of Association	FOR	FOR	AU Small Finance Bank (AUSFB) seeks shareholder approval to increase the authorised share capital from Rs. 3.5 bn divided into 350.0 mn equity shares of Rs. 10 each to Rs. 12.0 bn divided into 1.2 bn equity shares of Rs. 10 each by the creation of additional 8.5 bn equity shares of Rs. 10/- each to give effect to the bonus issue as recommended in Resolution #2 and any further capital raises and ESOP grants it may have in the future. The bank also proposes to alter the Capital Clause of the Memorandum of Association to give effect to the increased authorised share capital.
29-May-2022	AU Small Finance Bank Ltd	POSTAL BALLOT	MANAGEMENT	Issue of bonus shares in the ratio of one share for every share held	FOR	FOR	To celebrate a successful completion of five years of banking operations and to reward shareholders, the board at their meeting held on 26 April 2022 has recommended an issue of bonus shares (face value Rs. 10.0 each) in the ratio of 1:1. Currently, the paid-up equity share capital of the bank is Rs. 3.15 bn comprising of 314.9 mn shares of face value Rs. 10.0 each. Post issuance of the bonus shares, the paid-up equity share capital of the company will double to Rs. 7.3 bn comprising 619.8 mn equity shares of Re. 1.0 each. The issuance will result in capitalization of free reserves amounting to Rs. 3.15 bn out of the total reserves of Rs. 58.6 bn on 31 March 2021
31-May-2022	Bajaj Electricals Ltd.	NCM	MANAGEMENT	Approve merger of 88.08% subsidiary Starlite Lighting Limited into Bajaj Electricals Ltd.	FOR	FOR	Starlite Lighting Ltd. (SLL) was set up in the year 2000 by Ravindra and Arvind Bharati – to manufacture consumer electrical products Since 2007, Bajaj Electricals (BEL) has made strategic investments in SLL. Till May 2021, SLL was a 47% joint venture company for BEL. In May 2021, BEL acquired further stake in SLL for a cash consideration of ~ Rs. 600 mn and BEL paid a further Rs 148.0 mn + GST to the current promoters of SLL for relinquishment and transfer of joint control and management rights. SLL is now an 88.48% subsidiary of Bajaj Electricals Ltd. BEL proposes to merge SLL by absorption into itself. The holding of BEL (both equity and preference) in SLL shall be cancelled. Since the value of shares of SLL is negative, BEL shall issue and allot one equity share of face value of Rs. 2 each of BEL to each shareholder of SLL i.e. 19 shares of BEL to all shareholders of SLL other than the company.

03-Jun-2022	Bharat Petroleum Corpn. Ltd.	MCA	MANAGEMENT	Approve scheme of amalgamation of wholly owned subsidiary, Bharat Gas Resources Limited (BGRL) with Bharat Petroleum Corporation Limited (BPCL)	FOR	FOR	Under the scheme, BGRL, a wholly owned subsidiary of BPCL, will be merged into BPCL. The proposed merger will consolidate operations, simplify the group structure and may result in optimal utilization of resources. Further, since BGRL is a wholly owned subsidiary there will be no material impact on the consolidated financials of BPCL and given that no shares are to be issued, there is no change in the economic interest for the shareholders.
03-Jun-2022	Cyient Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
03-Jun-2022	Cyient Ltd.	AGM	MANAGEMENT	Confirm payment of interim dividend of Rs. 10.0 and approve final dividend of Rs. 14.0 per equity share (face value Rs. 5.0 each) for FY22	FOR	FOR	The total dividend outflow for FY22 is Rs. 2.6 bn (Rs. 24.0 per share) as against Rs. 1.8 bn for FY21 (Rs. 17.0 per share). The dividend payout ratio is 50.3% of consolidated PAT, in line with the stated target payout of 50.0% of consolidated PAT outlined in the dividend distribution policy.
03-Jun-2022	Cyient Ltd.	AGM	MANAGEMENT	Reappoint B. V. R. Mohan Reddy (DIN:00058215) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	B. V. R. Mohan Reddy, 72, is Promoter and former Executive Chairperson of Cyient Limited. He is currently a Non-Executive Non-Independent Director. He attended 100% (6 out of 6) board meetings held in FY22. He retires by rotation and his reappointment is in line with statutory requirements.
03-Jun-2022	Cyient Ltd.	AGM	MANAGEMENT	Reappoint M. M. Murugappan (DIN:00170478) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	M. M. Murugappan, 67, is the Non-Executive Chairperson, Cyient Limited. He is part of the promoter family of the Murugappa Group and Chairperson, Carborundum Universal Limited. He attended 100% (6 out of 6) board meetings held in FY22. He retires by rotation and his reappointment is in line with statutory requirements.
09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Sons Private Ltd and/or its subsidiaries, Tata Motors Limited, Jaguar Land Rover Limited and/or its subsidiaries and other subsidiaries of the company (other than wholly owned subsidiaries) from FY23 to FY27	FOR	FOR	The transactions will be upto 5.2% of the consolidated turnover to be entered into with holding company, Tata Sons Pvt Ltd and/or its subsidiaries, and upto a maximum of 2.6% of the consolidated turnover with Tata Motors Ltd (an associate of Tata Sons Pvt Ltd), Jaguar Land Rover Ltd (a subsidiary of Tata Motors Ltd) and/or its subsidiaries and the subsidiaries of the company for the period FY23 to FY27. The nature of transactions includes availing and rendering IT and consulting services, purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipment and transfer of any resources, services or obligations. The proposed transactions are operational in nature. As per the SEBI Circular on Related Party Transactions dated 8 April 2022 omnibus transactions should be approved annually by the audit committee as well as the shareholders. Notwithstanding, the company has clarified that the RPTs are in the nature of contracts and therefore have a longer validity, over the duration of the contract. Further, the company will seek approval for these contracts in the 2023 AGM as well, with additional approval for the fresh contracts that the company proposes to enter.

09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	Reappoint BSR & Co. LLP as statutory auditors for five years from the conclusion of 2022 AGM and authorize the board to fix their remuneration	FOR	AGAINST	BSR & Co LLP were appointed as the statutory auditors for five years starting from 2017. The company proposes to reappoint them for another period of five years starting from 2022, which will complete their tenure of ten years as per provisions of Section 139 of Companies Act 2013.As per Regulation 36(5) of SEBI's LODR 2015, companies are mandated to disclose the terms of appointment/ reappointment of auditors, including the remuneration payable to them. The company has not made any disclosures on the proposed audit fees.
09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	Reappoint N Ganapathy Subramaniam (DIN: 07006215) as Director, liable to retire by rotation	FOR	FOR	N. Ganapathy Subramaniam, 62, is Executive Director and COO, Tata Consultancy Services Ltd. He has attended all the board meetings during FY22. His reappointment is in line with statutory requirements.
09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	To approve change in place of keeping registers, returns and other documents	FOR	FOR	The office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited (TSRD)), Registrar and Share Transfer Agents (RTA) of the company has been shifted to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra from 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.Therefore, the company proposes to keep the Register and copies of Annual Returns along with copies of certificates and other documents at any of these places - the registered office of the company, the office of the RTA or such other place where the RTA may shift its office within Mumbai.
09-Jun-2022	Tata Consultancy Services Ltd.	AGM	MANAGEMENT	To confirm payment of three interim dividends aggregating to Rs. 21.0 and declare final dividend of Rs. 22.0 per equity share (face value Re.1) for FY22	FOR	FOR	The total dividend for FY22 aggregates to Rs. 43.0 per share, with a total outflow of Rs. 158.2 bn. The dividend payout ratio for the year is 41.4% of the standalone PAT.The company has a practice of returning 80% to 100% of the free cash flow to shareholders through dividends and buybacks. In FY22, the company has paid Rs. 380.1 bn in dividends and buybacks amounting to ~99.5% of the standalone profits of the company.
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Appoint Johannes Holtzhausen (DIN:09577682) as an Independent Director from 27 April 2022 to 9 August 2024	FOR	FOR	Johannes Holtzhausen, 72, has 50 years of experience across business strategy, management, retail analytics, customer service and supply chain. He has an expertise in clothing and food retail. From public sources and as confirmed with the company, we understand that he is the former CEO, Spinneys Dubai LLC, a supermarket chain. His appointment is in line with statutory requirements.

10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Appoint Ms. Hema Ravichandar (DIN:00032929) as an Independent Director for five years from 29 December 2021	FOR	ABSTAIN	Ms. Hema Ravichandar serves on the board of four listed companies (including Trent Limited). Given their full-time responsibilities, regulations allow whole time directors of listed companies to be independent directors in maximum three listed companies. Given lack of clarity with regard to the same, we would abstain
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Appoint Ravneet Singh Gill (DIN:00091746) as an Independent Director for five years from 29 December 2021	FOR	FOR	Ravneet Singh Gill, 59, is the former Managing Director and CEO of Yes Bank. Prior to that he was the CEO of Deutsche Bank, India and a member of Deutsche Bank AG's Asia Pacific Executive Committee. He has over 35 years of banking experience across structured financing, foreign exchange, transaction banking, risk management and private banking. His appointment is in line with statutory requirements.
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Approve payment of commission to Non-Executive Directors not exceeding 1.0 % of net profits from 1 April 2021 onwards	FOR	AGAINST	In the last five years, the company paid commission to Non-Executive Directors ranging from Rs. 3.6 mn to Rs. 8.2 mn, ranging between 0.1% and 0.5% of standalone PBT. The proposed commission to Non-Executive Directors is reasonable and in line with market practices. However, the company has not defined a tenure for payment of commission and the resolution is effectively valid for perpetuity. We believe shareholders must get a chance to periodically approve such payments and therefore do not support such resolutions. The company must also consider setting a cap in absolute terms on the commission payable.
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Confirm payment of interim dividend of Rs. 0.6 and approve final dividend of Rs. 1.1 per equity share (face value Rs. 1.0 each) for FY22	FOR	FOR	The total dividend outflow for FY22 is Rs. 604.3 mn. The dividend payout ratio is 24.2%.
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Reappoint Deloitte Haskins & Sells LLP, Chartered Accountants as statutory auditors for five years from the 2022 AGM and authorize the board to fix their remuneration	FOR	FOR	Deloitte Haskins & Sells LLP were appointed as statutory auditors for five years at the 2017 AGM (from the conclusion of 2017 AGM till conclusion of 2022 AGM). They have completed their tenure of five years with the company. The company proposes to reappoint Deloitte Haskins & Sells LLP as statutory auditors for five years starting from conclusion of 2022 AGM till the conclusion of 2027 AGM. As per SEBI's LODR 2015, companies are mandated to disclose the terms of appointment/reappointment of auditors, including the remuneration payable to them. The company has not made any disclosures on the proposed audit fees to be paid during the second term. The statutory audit fee paid to Deloitte Haskins & Sells LLP in FY22 was Rs. 13.5 mn on consolidated basis. We expect the company to fix the audit fees at similar levels.
10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Reappoint Harish Bhat (DIN:00478198) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Harish Bhat, 59, represents Tata Sons on the board. He has been associated with the Tata group for over 35 years and is the Brand Custodian of Tata Sons and Chairperson at Tata Coffee Limited. He has attended 100% board meetings held in FY22 (7/7). He retires by rotation and his reappointment is in line with the statutory requirements.

10-Jun-2022	Trent Ltd.	AGM	MANAGEMENT	Reappoint P. Venkatesalu (DIN:02190892) as Executive Director and Chief Executive Officer for three years from 6 October 2021 and fix his remuneration as minimum remuneration	FOR	FOR	P. Venkatesalu, 45, is the Chief Executive Officer (CEO) at Trent Limited. Prior to that he was the Chief Financial Officer (CFO) at Trent Limited since 2008, and he resigned from the position of CFO on 10 August 2021. The company proposes to reappoint him as an Executive Director and CEO for three years from 6 October 2021. P. Venkatesalu's estimated FY23 remuneration is Rs 56.7 mn and can range upto Rs. 91.2 mn at full variable payout. While the maximum remuneration limit is high, we expect the company to be judicious in its payout, as in the past. He is a professional and his skills carry market value. His remuneration is in line with peers and commensurate with the size and complexity of the business.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Noel Naval Tata (DIN: 00024713) as Non-Executive Non-Independent Director, liable to retire by rotation from 28 March 2022	FOR	FOR	Noel Naval Tata, 65, has been associated with the Tata Group for over 38 years. He was the Managing Director of Tata International Limited from August 2010 and November 2021. Prior to Tata International, he served as the Managing Director of Trent Limited for more than 11 years. We note that he is on the board of 11 other companies, including 6 listed companies. Notwithstanding, during FY21, he attended all board meetings of the listed entities in which he continues to hold directorships. His appointment as Non-Executive Non-Independent Director meets all statutory requirements
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Vijay Kumar Sharma (DIN: 02449088) as an Independent Director for five years from 28 March 2022	FOR	FOR	Vijay Kumar Sharma, 63, is the former Chairperson of Life Insurance Corporation of India (LIC), having superannuated on 31 December 2018. He was appointed as a non-executive non-independent director on the board of Tata Steel Limited on 24 August 2018. He stepped down as a representative of LIC and resigned as Non-Executive Non-Independent Director of Tata Steel Limited effective 28 March 2022. Subsequently, the board of Tata Steel Limited appointed him as an Independent Director from 28 March 2022. His appointment meets all statutory requirements. LIC held 6.47% equity in Tata Steel Limited on 31 March 2022. Vijay Kumar Sharma continues to be a nominee of LIC on the board of Mahindra and Mahindra Limited. The company must clarify if Vijay Kumar Sharma's continued association with LIC (by virtue of him being a nominee on Mahindra & Mahindra) will influence his independence on Tata Steel's board.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve financial material related party transactions with The Tinplate Company of India Limited (TCIL) aggregating to Rs. 33.0 from FY23 to FY25	FOR	FOR	TCIL is a 74.96% listed subsidiary of Tata Steel Ltd. The proposed financial assistance to TCIL is for capacity expansion over the next three years, working capital needs and other business purposes. The assistance will be in the form of loans upto Rs. 19.0 bn, Intercorporate Deposits (revolving basis) of upto Rs. 1.0 bn and non-fund based banking facilities upto Rs. 13.0 bn. The pricing will be based on TCIL's credit profile.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions between Tata Steel Ijmuiden BV (wholly owned subsidiary) and Wupperman Staal Nederland BV (associate company) aggregating upto Rs. 22.0 bn for FY23	FOR	FOR	Tata Steel Ijmuiden BV (TSIBV) is an indirect wholly-owned subsidiary of Tata Steel Limited and Wupperman Staal Nederland BV (WSNBV) is an indirect associate company of Tata Steel Limited. TSIBV sells finished/semi-finished steel products to WSNBV for their further use in business operations. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.

10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions between TS Global Procurement Company Pte. Ltd. (TSGPL, wholly owned subsidiary) and Tata NYK Shipping Pte. Ltd. (TNSPL, joint venture company) aggregating upto Rs. 13.0 bn for FY23	FOR	FOR	TSGPL will require freight and logistics services from TNSPL to procure raw materials such as coal and fluxes. The proposed transactions will lead to centralization, cost reduction and simplification. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions between TS Global Procurement Company Pte. Ltd. (wholly owned subsidiary) and Tata Steel Long Products Limited (subsidiary company) aggregating upto Rs. 62.0 bn for FY23	FOR	FOR	The transactions will be for procuring raw materials such as coal, limestone, flux and other transactions such as receipt of procurement related services. Such transactions amounted to Rs. ~9.5 bn in FY21. Since then, commodity prices have increased and continue to remain volatile. Thus, the higher limits will provide adequate buffer to factor in any further increase in commodity prices and higher volume of raw material procurement. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions with Jamshedpur Continuous Annealing & Processing Company Private Limited(JCAPCPL) aggregating upto Rs. 54.23 bn for FY23	FOR	FOR	JCAPCPL is a joint venture company of Tata Steel Downstream Products Limited (wholly owned subsidiary of Tata Steel Ltd). The transactions will be for purchase of goods, sale of goods including FHCR substrate, power, gas and other utilities, automation system, steel scrap, stores, spares, consumables, rendering of service, receipt of service and other transactions for business and renewal of corporate guarantee. The transaction limit aggregating to Rs. 54.23 bn for FY23 represent 2.2% of Tata Steel's FY22 consolidated turnover. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions with Tata BlueScope Steel Private Limited(TBSPL) aggregating up to Rs. 87.93 bn for FY23	FOR	FOR	TBSPL is a joint venture company of Tata Steel Downstream Products Limited (a wholly owned subsidiary of Tata Steel Limited). The transactions will be for purchase / sale of goods (including finished / semi-finished steel products, power, gas and other utilities, stores, spares, consumables), rendering of service (including conversion, processing and other services), receipt of service and other transactions for business purpose. The transaction limit aggregating to Rs. 87.93 bn for FY23 represent 3.6% of the company's FY22 consolidated turnover. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions with Tata Metaliks Limited(TML) aggregating upto Rs. 18.5 bn for FY23	FOR	FOR	TML is a listed subsidiary of Tata Steel Limited and is primarily in the business of producing pig iron and ductile iron pipes. The transactions will include purchase and sale of goods (including iron ore, coal, fluxes, finished steel products, automation system, stores and spares), rendering and availing of services and other transactions. The transaction limit of Rs. 18.5 bn for FY23 represent 0.76% of Tata Steel's FY22 consolidated turnover. These transactions are operational in nature, in the ordinary course of business and at arm's length price.

10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions with Tata Steel Long Products Limited aggregating upto Rs. 89.91 bn for FY23	FOR	FOR	TSLPL is a 74.91% subsidiary of Tata Steel Ltd. The transactions will be for purchase/sale of various raw materials such as iron ore, coal, ferro alloys, lime, finished goods, spares, equipment and also for availing / rendering of various services and other transactions. Such transactions amounted to Rs. ~10.4 bn in FY21. Since then, commodity prices have increased and remain volatile. Thus, the higher limit of Rs. 89.91 bn for FY23 will give the company adequate buffer to factor in any further increase in commodity prices and higher production and sale of goods. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve material related party transactions with TM International Logistics Limited (TMILL) aggregating upto Rs. 27.34 bn for FY23	FOR	FOR	TMILL, a joint venture company of Tata Steel Ltd., provides logistics services. The transactions will include receipt of service including port operations, storage and logistics, purchase of goods, sale of goods, rendering of service, and other transactions for business purpose. The transaction limit of Rs. 27.34 bn for FY23 is ~1.12% of Tata Steel's FY22 consolidated turnover. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
10-Jun-2022	Tata Steel Ltd.	POSTAL BALLOT	MANAGEMENT	Approve operational material related party transactions with The Tinsplate Company of India Limited (TCIL) aggregating to Rs. 56.5 bn for FY23	FOR	FOR	TCIL is a 74.96% listed subsidiary of Tata Steel Ltd. The transactions will be for sale of goods including hot rolled coils, full hard cold rolled coils, power, water, purchase of goods, rendering of service, receipt of service and other transactions for business purpose from/to TCIL. The proposed limit for FY23 is Rs. 56.5 bn, which is 2.3% of Tata Steel's consolidated FY22 turnover. Such transactions amounted to ~Rs. 15.6 bn in FY21. Since then, commodity prices have increased and continue to remain volatile. Thus, the higher limits will give Tata Steel Ltd. adequate buffer to factor in any further increase in commodity prices and higher production and sale of goods. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
12-Jun-2022	Ajanta Pharma Ltd.	POSTAL BALLOT	MANAGEMENT	Approve issue of bonus shares in the ratio of one bonus share for every two shares held (ratio of 1:2)	FOR	FOR	Post issuance of the bonus shares, the paid-up equity share capital of the company will increase to Rs. 256.3 mn (consisting of 128,125,155 equity shares of Rs. 2.0 each) from 170.8 mn (comprising 85,416,770 equity shares of Rs. 2.0 each). The issuance will result in capitalization of free reserves amounting to Rs. 85.4 mn out of the total reserves of Rs. 31,551.9 mn on 31 March 2022. The bonus issue will improve the liquidity of the equity shares traded in the secondary market.

14-Jun-2022	TVS Motor Co. Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Sudarshan Venu (DIN:03601690) as Managing Director for five years from 1 February 2023 and fix his remuneration at a maximum of 2.2% of profits	FOR	AGAINST	Sudarshan Venu, 33, is based out of Singapore and is part of the promoter group. He is being appointed as Managing Director from 1 February 2023; his term as Joint Managing Director ends on 31 January 2023. His appointment is subject to Central Government approval. His proposed remuneration as Managing Director is estimated at Rs. 296.1 mn in FY23 and Rs. 323.2 mn in FY24. Because 85% of his remuneration will be in the form of commission on profits, his remuneration will be aligned to company performance. Even so, we raise concern over the absolute level of remuneration, which is higher than the remuneration levels of CEOs of some of the S&P BSE SENSEX companies (TVS Motors Limited is a S&P BSE 200 company). The company must cap his remuneration in absolute amounts – not merely linking it to the share of profits. The board must disclose performance targets based on which it will decide the level of commission to be paid to Sudarshan Venu, and conditions for clawback and malus.
18-Jun-2022	Godrej Consumer Products Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Ms. Ndidi Nwuneli as an Independent Director (DIN:07738574) for five years from 1 April 2022	FOR	AGAINST	Ms. Ndidi was appointed as Independent Director of the Company for her first term on 1st April, 2017 to 31st March, 2022, for a period of five years. Her first term has already ended on 31st March 2022. As per the Guidance Note on Independent Directors issued by ICSI, if the shareholders' approval by special resolution for the reappointment for second term is not taken as on the last date of the first term, then such Independent Director cannot be re-appointed by Board as an Additional Director for second term, as he/she does not possess the eligibility to get reappointed for second term. While no concern has been identified regarding profile and independence of Ms. Ndidi, however the reappointment is not in accordance with the law.
18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Pawan Kumar (DIN: 09419599) as director from 1 December 2021, not liable to retire by rotation	FOR	FOR	Pawan Kumar, 57, has been nominated by Bharat Petroleum Corporation Limited (BPCL), one of the promoters of the company. He has hydrocarbons experience and is associated with BPCL for over 33 years across various roles. His appointment as director is in line with the statutory requirements.
18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Pawan Kumar (DIN:09419599) as Whole Time Director designated as Director (Commercial) for three years from 1 December 2021 and fix his remuneration	FOR	FOR	His proposed annual remuneration for FY23 at Rs. 8.6 mn is commensurate to the size and the complexity of the business. Pawan Kumar will receive his performance linked variable pay from BPCL. We believe his performance pay should be linked with the performance of Indraprastha Gas and not the parent organisation. However, given the quantum of remuneration, we support the resolution.
18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Sanjay Kumar (DIN: 08346704) as Director from 25 March 2022, not liable to retire by rotation	FOR	FOR	Sanjay Kumar, 55, has been nominated by GAIL (India) Limited, one of the promoters of the company. He is former Director- Marketing of GAIL. He has over three decades of experience in gas marketing, LNG sourcing/trading/shipping, gas transmission, project management and gas pipeline operation and management. His appointment as director is in line with the statutory requirements.

18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Sanjay Kumar (DIN: 08346704) as Managing Director for three years from 25 March 2022 and fix his remuneration	FOR	FOR	His proposed annual remuneration for FY23 at Rs. 9.6 mn is commensurate to the size and the complexity of the business. Sanjay Kumar will receive his performance linked variable pay from GAIL. We believe his performance pay should be linked with the performance of Indraprastha Gas and not the parent organisation. However, given the quantum of remuneration, we support the resolution.
18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Approve related party transactions of Rs. 15 bn with Bharat Petroleum Corporation Limited (BPCL) for FY23	FOR	FOR	BPCL is one of the promoters of the company with 22.5% equity. BPCL seeks approval to enter into related party transaction for purchase of gas, sale of CNG, facility charges, electricity reimbursement etc with BPCL. In FY23 IGL expects these transactions to exceed the materiality threshold of Rs. 10.0 bn or 10% of the consolidated revenues. The transactions are in the ordinary course of business and at an arm's length basis. We note that BPCL has sought a similar approval for its related party transactions with IGL – however, it has estimated its transaction value to be Rs. 12.6 bn for FY23.
18-Jun-2022	Indraprastha Gas Ltd.	POSTAL BALLOT	MANAGEMENT	Approve related party transactions of Rs. 95.05 bn with GAIL (India) Limited for FY23	FOR	FOR	The company enters into related party transactions with GAIL, one of the promoters with 22.5% equity for Purchase of APM and Non-APM gas at a price determined by the government of India and for other goods and services. The FY23 limits of Rs. 95.1 bn are high when compared to the size of IGL and the past transactions with GAIL. Notwithstanding we take comfort from the fact that the proposed transactions will be in the ordinary course of business between government-controlled entities. Further, the company would require higher limits on account of higher gas prices. We note that GAIL has sought a similar approval for its related party transactions with IGL – however, it has estimated its transaction value to be Rs. 61.6 bn for FY23.
22-Jun-2022	State Bank of India	AGM	MANAGEMENT	Adoption of financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report. Except for the COVID-19 pandemic related issues raised, the auditors are of the opinion that the financial statements are prepared in accordance with the generally accepted accounting principles and Indian Accounting Standards (IND-AS).
22-Jun-2022	Bajaj Finserv Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Pramit Jhaveri (DIN: 00186137) as Independent Director for five years from 1 May 2022	FOR	FOR	Pramit Jhaveri, 58, is advisor and mentor to start ups, corporates and family offices. He is advisor to Premji Invest and Senior Advisor - PJT Partners. He was Vice Chairperson - Banking, Asia Pacific, Citibank. He served as CEO of Citibank India from 2010 to 2019. He retired from Citibank in November 2019 after a career in banking of 32 years. Pramit Jhaveri has also been Senior Advisor to Greensill Capital - which collapsed into insolvency in a crisis of confidence in March 2021. The company should have disclosed his previous association with Greensill Capital in the notice to the postal ballot.

22-Jun-2022	Bajaj Finserv Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Radhika Haribhakti (DIN: 02409519) as Independent Director for five years from 1 May 2022	FOR	FOR	Radhika Haribhakti, 64, is founder and Head of RH Financial: A boutique advisory firm focussed on M&A and private equity. She has over 30 years of experience in commercial and investment banking with Bank of America, Morgan Stanley and DSP Merrill Lynch. If approved, she will serve as Independent Director on the boards of seven listed companies (including Bajaj Finserv Limited). Given their full-time responsibilities, regulations allow whole-time directors of listed companies to be independent directors in a maximum of three listed companies. Notwithstanding, based on the clarification shared by Radhika Haribhakti, we understand that given the limited operations of RH Financial, she will be able to devote sufficient time to her board responsibilities.
22-Jun-2022	Bajaj Finserv Ltd.	POSTAL BALLOT	MANAGEMENT	Approve payment of commission to Non-Executive Directors upto 1% of the net profits in case of profits and inadequacy of profits for five years from FY23	FOR	FOR	Between FY17 and FY21, the company paid commission to independent directors ranging from Rs. 3.00 mn to 10.61 mn, which is 0.19% to 0.43% of standalone PBT each year. The proposed commission to Non-Executive Directors is reasonable and in line with market practices. However, the company must consider setting a cap in absolute terms on the commission payable.
22-Jun-2022	Bajaj Finserv Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Naushad Forbes (DIN:00630825) as Independent Director for five years from 13 September 2022	FOR	FOR	Naushad Forbes, 62, is the Co-Chairperson of Forbes Marshal. He is serving on the board since September 2017. He attended all six board meetings in FY21 and 6 out of seven (86%) of board meetings held in FY22. His reappointment is in line with statutory requirements.
22-Jun-2022	Bajaj Finserv Ltd.	POSTAL BALLOT	MANAGEMENT	Reappoint Sanjivnayan Bajaj (DIN:00014615) as Managing Director for five years from 1 April 2022 and fix his remuneration	FOR	ABSTAIN	Sanjiv Bajaj, 52 is a part of the promoter group. He has been successful in growing the financial services business and we support his reappointment. However, we do not support the proposed remuneration. Sanjiv Bajaj's aggregate remuneration across Bajaj Finserv Limited (BFL) and Bajaj Holdings and Investments Limited (BHIL) aggregated Rs. 447.0 mn in FY22 and is expected to aggregate Rs. 742.4 mn in FY23. The board has increased his variable pay to 5x his fixed pay from the earlier 3x. As a result, over his term of five years, we estimate that his remuneration could exceed Rs. 800 mn from BFL and Rs.1,500 mn in aggregate from both BFL and BHIL. Sanjiv Bajaj's estimated FY23 remuneration at Rs. 742.4 mn is high for the size of business, and significantly higher than other companies forming part of the S&P BSE SENSEX. Although we do not encourage the practice of directors holding multiple executive directorships, given the ownership and level of accountability we recognize the need for promoter executives to hold multiple executive positions. We would abstain on account of the same.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has raised an emphasis of matter regarding the impact of COVID-19 pandemic on the financial statements. Except for the COVID related issues, the auditors are of the opinion that the financial statements are prepared in accordance with the generally accepted accounting principles.

23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has raised an emphasis of matter regarding the impact of COVID-19 pandemic on the financial statements. Except for the COVID related issues, the auditors are of the opinion that the financial statements are prepared in accordance with the generally accepted accounting principles.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Appoint Khimji Kunverji & Co LLP, Chartered Accountants as Joint statutory auditors for two years from FY23 and fix their remuneration	FOR	FOR	In line with RBI Guideline, the NBFC needs to appoint a minimum of two joint statutory auditors. STFC appointed Khimji Kunverji & Co LLP as a joint statutory auditor for three years from FY22. The company now seeks shareholder approval for their appointment as joint statutory auditor for their second and third term in FY23 and FY24. Their remuneration will be decided by the board: this is considering the proposed merger of Shriram City Union Finance Limited and Shriram Capital with STFCL, which will increase the scope of work for the joint auditors.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Appoint Parag Sharma (DIN 02916744) as Director from 13 December 2021, liable to retire by rotation	FOR	FOR	Parag Sharma, 52, has more than three decades of experience in senior management positions with the Shriram group. Prior to appointment as the Joint Managing Director, he served as the Chief Financial Officer of the company. He has experience in fund raising, finance and accounts, MIS, resource mobilization, treasury management, planning and budgeting and corporate strategy. He will retire by rotation and his appointment meets all statutory requirements.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Appoint Parag Sharma (DIN 02916744) as Whole-time Director designated as Joint Managing Director and Chief Financial Officer for five years from 13 December 2021 and fix his remuneration	FOR	FOR	Parag Sharma's remuneration is fixed at about Rs. 8.7 mn (estimated for FY23), which is low for the size and complexity of his responsibilities. His remuneration has no component of variable pay and there is no disclosure on whether he will receive stock options. We understand that Shriram Ownership Trust, part of the promoter group of STFC, is a private discretionary trust incorporated for the benefit of the senior employees of the Shriram Group. The board must clarify whether he is likely to receive remuneration / payouts from the trust or any other sources in the future. Although we raise concern over the remuneration structure and the lack of clarity with respect to overall remuneration, we recognize his criticality to the business and support his appointment as Joint Managing Director.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Appoint Sundaram & Srinivasan, Chartered Accountants as Joint statutory auditors for two years from FY23 and fix their remuneration	FOR	FOR	In line with RBI Guideline, the NBFC needs to appoint a minimum of two joint statutory auditors. STFC appointed Sundaram & Srinivasan as a joint statutory auditor for three years from FY22. The company now seeks shareholder approval for their appointment as joint statutory auditor for their second and third term in FY23 and FY24. Their remuneration will be decided by the board: this is considering the proposed merger of Shriram City Union Finance Limited and Shriram Capital with STFCL, which will increase the scope of work for the joint auditors.

23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Appoint Y. S. Chakravarti (DIN: 00052308) as Non-Executive Non-Independent Director from 13 December 2021, liable to retire by rotation	FOR	FOR	Y. S. Chakravarti, 58, is the Managing Director and CEO of Shriram City Union Finance Limited, part of the Shriram Group. He has more than two decades of experience in the senior management positions across Shriram Group. He has experience in financial services sector including two-wheeler financing and expansion of branch networks. His appointment as Non-Executive Non-Independent Director meets all statutory requirements.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Approve payment of commission to Independent Directors aggregating upto Rs. 20.0 mn not exceeding 1% of net profits for three years from 1 April 2022	FOR	FOR	The increase in overall cap on commission to Independent Directors is due to the proposed business combination, which will increase the size of the business. This will also lead to increase in the responsibilities of directors, which is why the company proposes to increase the payout for independent directors. In the last five years, the company paid commission to independent directors aggregating Rs. 3.75 mn to 4.0 mn, which is between 0.01% and 0.02% of standalone PBT each year. The company has capped the absolute amount of commission payable to the non-executive directors, which is a good practice. The proposed commission to independent directors is reasonable and in-line with market practices.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Confirm payment of interim dividends aggregating Rs. 20.0 per equity share (face value Rs.10) for FY22	FOR	FOR	The total dividend for FY22 is Rs. 20.0 per share, with a total outflow of Rs. 5.4 bn. The dividend payout ratio for the year is 20.0% of the standalone PAT.
23-Jun-2022	Shriram Transport Finance Co. Ltd.	AGM	MANAGEMENT	Reappoint Ignatius Michael Viljoen (DIN: 08452443) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Ignatius Michael Viljoen, 49, is Head of Credit- Sanlam Pan Africa Portfolio Management. He has attended 100% (10 out of 10) board meetings in FY22. He is liable to retire by rotation and his reappointment is in line with all statutory requirements.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Approve payment of commission not exceeding 1% of the net profits or Rs 30.0 mn in aggregate, whichever is lower to Non-Executive Directors for three years from 1 April 2023	FOR	FOR	In the last five years, the company paid commission to independent directors aggregating Rs. 12.45 mn to 17.97 mn, which is ~0.01% to 0.02% of standalone PBT each year, which is line with market practices. The company proposes to pay a commission upto Rs 30.00 mn for each of the three years from 1 April 2023. The proposed commission is commensurate with the value rendered by the Non-Executive Directors and is a compensation for their time and effort invested in the company. Setting a cap on the absolute level of remuneration to non-executive directors is a good practice.

23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Approve related party transactions not exceeding Rs 12.5 bn annually with PT. Unilever Oleochemical Indonesia from FY23 to FY25	FOR	FOR	The company seeks approval for related party transactions with Pt. Unilever Oleochemicals Indonesia (UOI), a wholly owned subsidiary of Unilever Plc (holding company) and a fellow subsidiary of Hindustan Unilever Ltd. The company has existing transactions/arrangements with UOI and the value of such transactions in FY22 was Rs. 6.87 bn and in FY21 was Rs. 4.44 bn. However, the company seeks approval since it is expected that the aggregate value of transactions to exceed the materiality threshold of Rs 10.0 bn given the inflation in palm oil prices. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Approve remuneration of Rs 1.35 mn for RA & Co. as cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY23 is reasonable compared to the size and scale of the company's operations.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Ratify interim dividend of Rs. 15 per share and declare final dividend of Rs. 19 per share of face value Re. 1.0 each	FOR	FOR	The total dividend outflow dividend tax for FY22 is Rs. 79.9 bn. The dividend pay-out ratio for FY22 is 90.6%.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Reappoint Dev Bajpai (DIN: 00050516) as Director, liable to retire by rotation	FOR	FOR	Dev Bajpai, 56, is Executive Director, Legal and Corporate Affairs and Company Secretary at Hindustan Unilever Limited. He has been on the board since January 2017. He has attended all the board meetings held in FY22. He retires by rotation and his reappointment is in line with statutory requirements.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Reappoint Nitin Paranjpe (DIN: 00045204) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Nitin Paranjpe, 59, is Chief Transformation and Chief People Officer at Unilever PLC and is a member of the Unilever Leadership Executive. Prior to this role, he was the Chief Operating Officer at Unilever PLC. He was appointed to the board of the company as Non-Executive Non-Independent Director on 31 March 2022. He retires by rotation and his reappointment is in line with statutory requirements.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Reappoint Ritesh Tiwari (DIN: 05349994) as Director, liable to retire by rotation	FOR	FOR	Ritesh Tiwari, 46, was appointed Executive Director, Finance & IT and Chief Financial Officer from 1 May 2021. He has attended all the board meetings held during his tenure in FY22. He retires by rotation and his reappointment is in line with statutory requirements.
23-Jun-2022	Hindustan Unilever Ltd.	AGM	MANAGEMENT	Reappoint Wilhelmus Uijen (DIN: 08614686) as Director, liable to retire by rotation	FOR	FOR	Wilhelmus Uijen, 47, is Executive Director, Supply Chain. He has attended all board meetings during FY22. He retires by rotation and his reappointment is in line with statutory requirements.
23-Jun-2022	Aditya Birla Fashion and Retail Ltd	POSTAL BALLOT	MANAGEMENT	Approve increase in authorized share capital to ~Rs. 20.1 bn from ~Rs. 10.1 bn and consequent amendment to the Memorandum of Association (MoA)	FOR	FOR	The company seeks approval to increase the authorized capital to ~Rs. 20.1 bn as it will require capital to fund its growth plans. Consequently, the company also proposes to alter the MoA.

23-Jun-2022	Aditya Birla Fashion and Retail Ltd	POSTAL BALLOT	MANAGEMENT	Approve preferential issue of ~10.2 mn equity shares and ~65.8 mn warrants to Caladium Investment Pte. Ltd. at Rs. 288.75 per share	FOR	FOR	Through the preferential issue, ABFRL will raise ~Rs. 21.95 bn from Caladium Investment Pte. Ltd, an affiliate of GIC (Singapore's sovereign wealth fund). The funds will be utilized to strengthen the company's balance sheet, pursuing growth in existing business, expanding new lines of business, strengthening its digital and omni-channels. As per the Q4FY22 conference call transcript, the company will focus on expanding Pantaloons franchise, innerwear business, ethnic wear business and Reebok. Following the second wave of COVID-19 pandemic in India, the company has envisaged the need for long term capital which will strengthen the company's balance sheet and help expand its businesses over the next 2 – 3 years. A large part of the fund raise is being done through warrants, since the company envisages the need for funds over a period of time. The dilution for shareholders will be 7.5% on the expanded capital base. Caladium Investment Pte. Ltd will have a right to appoint a non-executive nominee director, subject to shareholder approval. The company should specify the threshold below which nomination rights fall away.
23-Jun-2022	Aditya Birla Fashion and Retail Ltd	POSTAL BALLOT	MANAGEMENT	Reappoint Ashish Dikshit (DIN: 01842066) as Managing Director, not liable to retire by rotation, for five years from 1 February 2023 and fix his remuneration as minimum remuneration for three years	FOR	FOR	We estimate Ashish Dikshit's FY24 remuneration between Rs. 107.1 to Rs. 137.1 mn, which is higher than peers but reasonable compared to the size and complexity of business. A large portion of his remuneration is variable pay, which helps align his pay with performance. Further, he is a professional and his skills and experience carry a market value. The company must consider disclosing the quantum of stock options and RSUs proposed to be granted to him and disclose the performance metrics used to determine his variable pay. We expect the NRC to be judicious while setting his remuneration levels.
23-Jun-2022	Aditya Birla Fashion and Retail Ltd	POSTAL BALLOT	MANAGEMENT	Redesignate and appoint Vikram Rao (DIN: 00017423) as an Independent Director for five years from 18 May 2022	FOR	AGAINST	Vikram Rao, 71, is Managing Director of N9 World Technologies Private Limited, a subsidiary of RESIL Chemicals. He was appointed as Non-Executive Non-Independent Director of Aditya Birla Fashion and Retail Ltd from 17 March 2021. He was associated with the Aditya Birla Group till 2012. He served as the President of Madura Fabrics and Whole-time Director of Aditya Birla Nuvo Limited. He is also an executive coach and has undertaken coaching assignments for CEOs and CXOs across MNCs, start-ups and promoter led companies. From public sources, we understand that Aditya Birla Group is one of Vikram Rao's clients. Due to his continued association with the Aditya Birla Group, we do not support his redesignation and appointment as an Independent Director.
23-Jun-2022	Ashok Leyland Ltd.	POSTAL BALLOT	MANAGEMENT	Approve related party transactions with TVS Mobility Private Limited (TVS Mobility) in excess of Rs. 10.0 bn or 10% of consolidated turnover, whichever is lower, for FY23	FOR	FOR	TVS Mobility and Ashok Leyland are joint venture partners in Global TVS Bus Body Builders Limited. TVS Mobility is also a dealer for Ashok Leyland's products on a pan India basis. The transactions will be for sale of vehicles, spares, reconditioned engines, services, payment of incentives and commission, and other expenditure (warranty, sales promotion). The estimated value of transactions for FY23 is Rs. 50.0 bn to Rs. 60.0 bn. While the approval is being sought for an indefinite amount, we take comfort from the fact that the proposed transactions are in the ordinary course of business, at arm's length price and for a defined timeline.

24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Approve change in place of keeping registers, returns and other documents	FOR	FOR	The office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited (TSRD)), Registrar and Share Transfer Agents (RTA) of the company has been shifted to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra from 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Therefore, the company proposes to keep the Register and copies of Annual Returns along with copies of certificates and other documents at any of these places – the registered office of the company, the office of the RTA or such other place where the RTA may shift its office within Mumbai.
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 0.55 mn to Sagar & Associates as cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY23 is reasonable compared to the size and scale of the company's operations.
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Reappoint Pradeep Kumar Bakshi (DIN: 02940277), as Director liable to retire by rotation	FOR	FOR	Pradeep Kumar Bakshi has been with Voltas since September 2017. He is currently the MD & CEO of the company. He has around 38 years of experience in consumer appliances domain. He retires by rotation and his reappointment is in line with statutory requirements.
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Reappoint SRBC & Co. LLP as statutory auditors for a second term of five years beginning FY23 and authorize the board to fix their remuneration	FOR	AGAINST	SRBC & Co. LLP (SRBC) were appointed as statutory auditors of the company for five years in the June 2017 AGM. Voltas proposes to reappoint them for another five years. As per Regulation 36(5) of SEBI's LODR 2015, companies are mandated to disclose the terms of appointment/ reappointment of auditors, including the remuneration payable to them. The Company has not disclosed the fee payable to the Statutory Auditors for FY 2023 onwards, therefore, the Company is non-compliant w.r.t. above stated regulation
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	Reappoint Vinayak Deshpande (DIN: 00036827), as Director liable to retire by rotation	FOR	FOR	Vinayak Deshpande, 64, has over 37 years of work experience in different roles in diverse companies including Thermax and Tata Honeywell. He is currently the Managing Director of Tata Projects Limited. His reappointment is in line with statutory requirements.
24-Jun-2022	Voltas Ltd.	AGM	MANAGEMENT	To declare a final dividend of Rs. 5.5 per share on face value Re. 1.0	FOR	FOR	The company has proposed a final dividend of Rs. 5.5 per equity share of face value Re. 1.0 for the year ended 31 March 2022, up 10% from that paid in FY21. The total dividend outflow for FY22 is Rs. 1.8 bn. The dividend payout ratio is 31.2%.
25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).

25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Declare final dividend of Rs. 16.0 per equity share (face value Re.5) for FY21	FOR	FOR	During the year Infosys has paid an interim dividend of Rs. 15.0 per equity share and is proposing to pay Rs. 16.0 per equity share as final dividend. Total dividend payout for FY22 amounts to Rs. 31.0 per equity share and will aggregate Rs. 130.4 bn. Payout ratio is 61.4% of the standalone PAT. In addition, Infosys undertook a buyback of equity shares through which it distributed an additional Rs. 92.0 bn to shareholders.
25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Reappoint Deloitte Haskins & Sells LLP as statutory auditors for five years and fix their remuneration at Rs 95.0 mn	FOR	FOR	Deloitte Haskins and Sells LLP (Deloitte) were appointed as statutory auditors of the company for five years in the June 2017 AGM. Infosys proposes to reappoint them for another five years. Deloitte was paid an overall remuneration of Rs 190 mn in FY21 and Rs 220 mn in FY22. The proposed remuneration to be paid to Deloitte for audit services for FY23, is Rs 95.0 mn plus applicable taxes and out-of-pocket expenses. Deloitte will be separately remunerated for statutory and regulatory certification work.
25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Reappoint D. Sundaram (DIN: 00016304) as Independent Director for five years from 14 July 2022	FOR	FOR	D Sundaram, 69, retired as Vice Chairperson and CFO of Hindustan Unilever Ltd. in April 2008 after a career of over 34 years with Hindustan Unilever. He was first appointed to the board of Infosys on 14 July 2017. The company proposes to reappoint him for a second term of five years, which is in line with statutory requirements
25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Reappoint Nandan M. Nilekani (DIN: 00041245) as Director, liable to retire by rotation	FOR	FOR	Nandan Nilekani, 66, is one of the founders of Infosys and is currently the company's non-executive chairperson. He was previously the Chairperson of the Unique Identification Authority of India (UIDAI) in the rank of a cabinet minister. He retires by rotation. His reappointment is in line with statutory requirements.
25-Jun-2022	Infosys Ltd.	AGM	MANAGEMENT	Reappoint Salil S. Parekh (DIN: 01876159) as Chief Executive Officer and Managing Director for five years from 1 July 2022 till 31 March 2027	FOR	FOR	Salil Parekh has been successful at the helm of Infosys. During his tenure since February 2018, the company's sales and profits have grown by 12% and 9% (14% and 13% in the last three). The company made significant strides in digital revenues, accelerating the core, localization and reskilling. The company also increased the number of USD 100 mn clients from 20 to 38. The market cap has grown by about USD 69 bn, and total shareholder return was 314%. Salil Parekh was paid a remuneration of Rs 478.6 mn in FY22. The variable pay and fair value of RSUs granted to him were linked to achievement of performance targets and accounted almost 81.4% of his remuneration. Given that almost 87% of Infosys' revenues come from North America and Europe, the board decided to re-base and benchmark Salil Parekh's remuneration to his global peers. As a result, for his second term as Managing Director and CEO, the proposed remuneration for FY23 is estimated at Rs. 818.8 mn, 87% of which will be paid only if Salil Parekh achieves a pre-determined set of targets. Although the proposed remuneration is a significant increase from FY22 levels, it is within an acceptable range of his global peers. Infosys has provided detailed disclosures on the performance targets that Salil Parekh is expected to achieve for his variable pay and vesting of stock options: we expect the company to annually disclose his achievement of these targets in its annual report.

25-Jun-2022	Astral Ltd	POSTAL BALLOT	MANAGEMENT	Reappoint Sandeep Engineer (DIN: 00067112) as Managing Director for five years from 1 April 2022 and approve his remuneration in excess of regulatory thresholds	FOR	AGAINST	Sandeep Engineer, 61, is promoter and Managing Director of the company. We estimate his FY22 and FY23 remuneration at Rs. 104.5 mn and Rs. 128.7 mn respectively; he received Rs. 85.0 mn as remuneration for FY21. While Sandeep Engineer's remuneration has increased with growth in profits, the median employee remuneration has remained flat. In FY21, the company's revenue and profits increased by 24% and 74% respectively and Sandeep Engineer's remuneration increased by 42%. However, median employee remuneration reduced by 10%. We do not support his remuneration since his terms allow him a pre-fixed increment of 15% p.a. on his fixed pay: the board must clarify if other employees have been guaranteed a 15% annual increment as has been proposed for Sandeep Engineer. His entitlement of commission of 1% of profits has been fully paid out in the past. Given the past growth of the company, the board must set a cap on the absolute amount of remuneration he will receive, more so since the board expects his remuneration to breach regulatory thresholds.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Appoint David Crean (DIN: 09584874) as Independent Director for five years from 4 May 2022 to 3 May 2027	FOR	FOR	David Crean, 61, was the former Vice President Corporate R&D and Chief Science Officer at Mars Incorporated, Virginia, USA. He has held global roles across all Mars business segments contributing to science strategy. Prior to joining Mars, he was European Food R&D Director at Masterfoods Europe. He has over three decades of experience in technology and Research and Development. He has been a member of the board of the Partnership for Aflatoxin Control in Africa and a panelist at events organized by the UN and WHO on World Food Security and Food Safety. He has graduated with a BA (Hons) Degree in Applied Biology from Liverpool Polytechnic. His appointment is in line with the statutory requirements.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Approve final dividend of Rs. 6.05 per equity share of face value of Rs. 10.0 each for FY22	FOR	FOR	The company has declared a final dividend of Rs. 6.05 per equity share of face value Rs. 10.0 for the year ended 31 March 2022. The total dividend outflow will be Rs. 5.6 bn. The dividend pay-out ratio is 62.9%.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Approve maintaining and keeping the company's registers required to be maintained under section 94 of the Companies Act, 2013 and copies of annual returns at a place other than company's registered office	FOR	FOR	The company seeks shareholder approval to keep and maintain the registers, returns and other records as required under section 88 of the Act, copies of annual returns as filed/to be filed under Section 92 of the Act, and other documents at the Registered Office of the Company, and/or of the Registrar and Transfer Agent of the Company or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time.

27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 440,000 for Shome & Banerjee as cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors for FY23 is reasonable when compared to the size and scale of the company's operations.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Reappoint Deloitte Haskins & Sells LLP as statutory auditors for five years and fix their remuneration at Rs. 30.6 mn for FY23	FOR	FOR	Deloitte Haskins and Sells LLP (Deloitte) were appointed as statutory auditors for five years at 2017 AGM (from the conclusion of 2017 AGM till conclusion of 2022 AGM). They have completed their tenure of five years. The company proposes to reappoint Deloitte as statutory auditors for five years starting from the conclusion of the 2022 AGM till the conclusion of the 2027 AGM. The audit fees proposed to be paid to Deloitte Haskins and Sells LLP for FY23 are Rs. 30.6 mn excluding out-of-pocket expenses and taxes; the statutory audit fee paid to them for FY22 was Rs. 36.8 mn. The proposed remuneration is reasonable and commensurate with the size and operations of the company.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Reappoint P.B. Balaji (DIN: 02762983) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	P.B. Balaji, 57, is the group Chief Financial Officer (CFO) of Tata Motors Limited since November 2017. Prior to joining the Tata group, P B Balaji worked with Hindustan Unilever Limited as Chief Financial Officer. He was first appointed on the board of the company on 8 August 2020. He has attended all seven board meetings held in FY22. He retires by rotation. His reappointment is in line with statutory requirements.
27-Jun-2022	Tata Consumer Products Ltd.	AGM	MANAGEMENT	Reappoint Siraj Chaudhury (DIN: 00161853) as Independent Director for five years from 3 July 2022 to 2 July 2027	FOR	FOR	Siraj Chaudhury, 51, is the Managing Director and Chief Executive Officer (CEO) at National Collateral Management Services Limited (NCML). Prior to NCML, he was the Chairperson of Cargill India. He has also served as the Co-Chair of the National Committee for Agriculture at FICCI. He has attended all seven board meetings in FY22. His appointment is in line with statutory requirements. However, we raise concern that he currently serves as an Independent Director on the boards of four listed companies (including TCPL). Given their full-time responsibilities, regulations allow whole-time directors of listed companies to be independent directors in a maximum of three listed companies: we consider his current responsibilities equivalent to those of a whole-time director. Notwithstanding, we recognize that Tata Coffee Limited (on which he is an Independent Director) will merge with TCPL, which will eventually reduce his total listed companies board memberships to three.
27-Jun-2022	TVS Motor Co. Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
27-Jun-2022	TVS Motor Co. Ltd.	AGM	MANAGEMENT	Not fill casual vacancy caused by retirement of H Lakshmanan (DIN 00057973) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	H Lakshmanan, 88, former Executive Director Sundaram-Clayton Ltd, has been on the board since April 2000. He retires by rotation in the upcoming AGM. However, he will not be seeking reappointment due to old age and the vacancy caused by his resignation will not be filled. This will not have any material impact on board independence.
27-Jun-2022	TVS Motor Co. Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 800,000 payable to A N Raman as cost auditor for FY23	FOR	FOR	The total remuneration proposed is reasonable compared to the size and scale of company's operations.

27-Jun-2022	TVS Motor Co. Ltd.	AGM	MANAGEMENT	Reappoint Lakshmi Venu (DIN: 02702020) as Non-Executive Non-Independent Director , liable to retire by rotation	FOR	FOR	Ms. Lakshmi Venu, 39, Dr. Lakshmi Venu, 39, represents promoter family on the board. She is the Managing Director of Sundaram-Clayton Limited (SCL) and also the Deputy Managing Director of TAFE Motors and Tractors Limited (TAFE-TMTL). She has been on the board since September 2014 and attended 5 of 6 board meetings held in FY23. Her reappointment is in line with statutory requirements.
27-Jun-2022	TVS Motor Co. Ltd.	AGM	MANAGEMENT	Reappoint Venu Srinivasan (DIN: 00051523), as Director, liable to retire by rotation	FOR	AGAINST	Venu Srinivasan, 69, is the promoter. His current role and the board hierarchy are unclear. Venu Srinivasan became Chairman Emeritus, which is an honorary position with no specific role defined under regulations, even as he continues as an Executive Director, with the designation of managing director while Sudarshan Venu, his son, has too been appointed managing director on 5 May 2022. The roles and responsibilities between the two is unclear, even as Venu Srinivasan's two designations as chairman emeritus and managing director, are inconsistent with each other. In addition, the board has a non-executive chairperson (Ralf Speth). While we recognize Venu Srinivasan's role in building the business, we believe the board must provide clarity with respect to his role definitions. We further raise concern over the level of independence of the Nomination and Remuneration Committee: the three-member committee comprises two tenured Independent Directors and one non-executive director.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has placed an emphasis of matter regarding the accounting for merger between the company and its wholly owned subsidiaries: the auditors' opinion is not modified in respect of this matter. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Amend Article 4 of the Articles of Association (AoA) to reflect sub-division of equity shares	FOR	FOR	As a result of sub-division of equity shares, Article 4 of the AoA needs to be altered. The amended MoA will reflect the proposed authorized share capital as comprising of Rs. 17.5 bn ordinary shares of Re. 1 each, 350.0 mn 'A' ordinary shares of Rs. 10.0 each, 25.0 mn cumulative redeemable preference shares of Rs. 100.0 each, and 600.0 mn cumulative convertible preference shares of Rs. 100.0 each.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Amend Clause 5 of the Memorandum of Association (MoA) to reflect sub-division of equity shares	FOR	FOR	As a result of sub-division of equity shares, Clause 5 of the MoA needs to be altered. The amended MoA will reflect the proposed authorized share capital as comprising of Rs. 17.5 bn ordinary shares of Re. 1 each, 350.0 mn 'A' ordinary shares of Rs. 10.0 each, 25.0 mn cumulative redeemable preference shares of Rs. 100.0 each, and 600.0 mn cumulative convertible preference shares of Rs. 100.0 each.

28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Approve change in place of keeping registers, returns and other documents	FOR	FOR	The office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrar and Share Transfer Agents (RTA) of the company has shifted to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra. Therefore, the company proposes to keep the Register and copies of Annual Returns along with copies of certificates and other documents at any of these places - the registered office of the company, the office of the RTA or such other place where the RTA may shift its office within Mumbai.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Approve material related party transactions between T S Global Procurement Company Pte. Ltd (TSGPL) and Tata International Singapore Pte. Ltd. (TISPL) aggregating upto Rs. 31.5 bn for FY23	FOR	FOR	TSGPL is an indirect wholly owned subsidiary of Tata Steel and TISPL is an indirect subsidiary of Tata Sons Private Limited (Tata Steel's parent company). TSGPL and TISPL are engaged in the business of trading in raw materials such as coal and iron ore. Based on clarification issued by the company, we understand that TSGPL supplies raw materials (such as coal, iron ore) to TISPL. In case of contingencies, TSGPL procures raw materials from TISPL for further supply to Tata Steel and its group companies. The transaction limit of Rs. 31.5 bn for FY23 is ~1.29% and 5.24% of Tata Steel's FY22 consolidated turnover and TSGPL's FY22 standalone turnover respectively. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Approve material related party transactions with Tata Limited (TL) aggregating upto Rs. 11.0 bn for FY23	FOR	FOR	Tata Limited is a UK-based subsidiary of Tata Sons Private Limited (Tata Steel Limited's parent company), which was established in 1907. TL was initially a Tata Steel subsidiary and it changed hands following a group restructuring in the 1990s. At this point, TL does some of the Tata group's advocacy work in Europe and sources spares and stores from European OEMs for Tata Steel. Tata Steel reimburses cost incurred by Tata Limited on behalf of Tata Steel for supplying the goods and pays 1% agency commission for their services. We recognize that the transaction size for Tata Steel is not very large – at 0.45% of FY22 revenues. Tata Limited is likely to earn upto about Rs. 110 mn from the transactions. We also recognize that this is a legacy arrangement and was important to the group when the companies were of smaller size. Tata Steel now has its own presence in Europe and the rationale for this arrangement is limited and is likely to be reviewed. Nevertheless, we support the resolution because the transaction values are small in the context of the group and the company.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Approve material related party transactions with The Tata Power Company Limited (TPCL) aggregating upto Rs. 25.75 bn for FY23	FOR	FOR	TPCL is a listed associate company of Tata Sons Private Limited (promoter of Tata Steel Limited). The transaction will include purchase of goods (including power, stores, spares, export benefit license), sale of goods (including coal by-products, steel products, power, gas, utilities, stores, spares, consumables), rendering of service (including medical, consultancy, rental), receipt of service and other transactions with TPCL. The transaction limit of Rs. 25.75 bn for FY23 is ~1.06% of Tata Steel's FY22 consolidated turnover. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.

28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Approve sub-division of equity shares from one fully paid equity share and one partly paid equity share of Rs. 10.0 each to 10 fully paid equity shares and 10 partly paid equity shares of Re. 1.0 each respectively	FOR	FOR	The sub-division will improve liquidity of Tata Steel's shares in the market and make it affordable to small shareholders.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Declare dividend of Rs. 51.0 per fully paid equity share and Rs. 12.75 per partly paid equity share (Rs. 2.504 paid up) of face value Rs. 10 each for FY22	FOR	FOR	The total dividend for FY22 is Rs. 51.0 per equity share, while it paid a dividend of Rs. 25.0 in FY21. The total outflow on account of dividend, including dividend on partly paid equity is Rs. 62.3 bn, while the dividend payout is 18.9% of standalone PAT.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 3.0 mn for Shome & Banerjee as cost auditors for FY23	FOR	FOR	The remuneration to be paid to the cost auditor is reasonable compared to the size and scale of the company's operations.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Reappoint Koushik Chatterjee (DIN: 00004989) as Director, liable to retire by rotation	FOR	FOR	Koushik Chatterjee, 53, is Executive Director and Chief Financial Officer of the company. He has attended 100% (6 out of 6) board meetings in FY22. He is liable to retire by rotation and his reappointment is in line with all statutory requirements.
28-Jun-2022	Tata Steel Ltd.	AGM	MANAGEMENT	Reappoint Price Waterhouse & Co Chartered Accountants LLP as statutory auditors for five years till the conclusion of the 2027 AGM and fix their remuneration	FOR	FOR	Price Waterhouse & Co Chartered Accountants LLP were appointed as the statutory auditors for five years from the conclusion of 2017 AGM; they have completed their tenure of five years with the company. The company proposes to reappoint Price Waterhouse & Co Chartered Accountants LLP as statutory auditors of five years till conclusion of the 2027 AGM, which will complete their tenure of ten years. The audit fees proposed to be paid for FY23 is Rs. 100.0 mn excluding taxes and out-of-pocket expenses; the statutory audit fee paid for FY22 was Rs. 92.4 mn.
28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	Approval to provide loans, give guarantees and make investments up to Rs 50.0 bn over and above limits available under Section 186 of Companies Act 2013	FOR	AGAINST	Britannia's current utilisation of its existing limit is at ~Rs. 18.4 bn. While we understand that the current available headroom is low given the available limit of Rs 21.9 bn, the need for a ~128% increase in limit is unclear. Companies must approach shareholders for an increase in limit as and when they need it, rather than get a large enabling limit approved. While we understand the need for companies to present enabling resolutions, these must be at judicious levels.
28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	Approve payment of commission aggregating Rs. 73.35 mn to Nusli Wadia as Non-Executive Chairperson for FY22, in excess of 50% of the total annual remuneration payable to all non-executive directors	FOR	AGAINST	The company proposes to pay Nusli Wadia commission of Rs 73.3 mn for FY22. Though Mr. Nusli N Wadia may be guiding the MD on the Company's long-term goals, his remuneration while being in a Non-Executive capacity, is significantly disproportionate to the other Non-Executive Directors as well as to the Executive Director.

28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	Reappoint Keki Elavia (DIN: 00003940) as Independent Director for two years upto 6 August 2024 or the date of the 2024 AGM, whichever is later	FOR	FOR	Keki Elavia, 76, is former Senior Partner of Kalyaniwalla & Mistry, Chartered Accountants. He was associated with Kalyaniwalla & Mistry for more than 40 years and has also been a partner of S.R. Batliboi, Chartered Accountants for a brief period. He has attended 67% of the board meetings in FY22 and 86% of the board meetings in previous three years. His reappointment is in line with statutory requirements. Since Keki Elavia has been on the board of Go Airlines Limited (a group company) since 30 May 2014, we will consider his current tenure to be of eight years on account of his association with the group. Therefore, a re-assessment would be required after this 2 year re-appointment, when it totals 10 years.
28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	Reappoint Ness N Wadia (DIN: 00036049) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Ness Wadia, 50, is part of the promoter group and Managing Director of The Bombay Burmah Trading Corporation Limited (ultimate holding company). He has attended all the board meetings held in FY22. His reappointment is in line with statutory requirements.
28-Jun-2022	Britannia Industries Ltd.	AGM	MANAGEMENT	To declare final dividend of Rs 56.5 per equity share (face value Re. 1.0) for FY22	FOR	FOR	In FY22 the company paid a dividend of Rs 13.6 bn. The dividend payout ratio for the year is 84.9% of the standalone PAT.
29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Declare final dividend of Rs. 15.5 per share of face value Re. 1.0 each for FY22	FOR	FOR	For FY22, Asian Paints has proposed a final dividend of Rs. 15.5 per share in addition to the interim dividend of Rs. 3.65 per share paid in November 2021 taking the total dividend to Rs 19.15 per share. The total dividend outflow for FY22 is Rs. 18.4 bn. The dividend payout ratio for FY22 is 58.6% (56.1% in FY21).
29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs 900,000 for RA & Co. as cost auditors for FY23	FOR	FOR	The total remuneration proposed is reasonable compared to the size and scale of the company's operations.
29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Reappoint Amit Syngle (DIN: 07232566) as Managing Director and CEO for five years from 1 April 2023 and fix his remuneration	FOR	AGAINST	We estimate Amit Syngle's FY23 and FY24 remuneration in the range of Rs. 201.1 – 236.6 mn and Rs. 263.7 - 314.5 mn respectively. His total pay is commensurate to size and complexity of the business. At the 2021 AGM, the company had sought shareholder approval for modification of his remuneration terms to include stock options under ESOP 2021. The exercise price of stock options was at 50% discount to market price: the company received significant investor dissent for the modification. However, the board/ NRC does not seem to have addressed investor concerns: the assured remuneration has further increased in the new remuneration structure as the stock option component has increased to 50% of variable pay from the earlier 35%. This significantly increases Amit Syngle's assured pay. Although we support stock options as a part of the remuneration, we do not support the current inclusion under ESOP 2021 scheme since the options are in-the-money from the date of grant itself. The company must cap remuneration in absolute terms and disclose the estimated quantum of stock options to be granted over tenure.

29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Reappoint Malav Dani (DIN: 01184336) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Malav Dani, 46, is part of the promoter family. He attended all ten board meetings held in FY22. He retires by rotation and his reappointment is in line with statutory requirements.
29-Jun-2022	Asian Paints Ltd.	AGM	MANAGEMENT	Reappoint Manish Choksi (DIN: 00026496) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Manish Choksi, 54, is part of the promoter family. He held various executive positions in the company from 1992 to 2018 and was appointed as non-executive director in 2018. He attended all ten board meetings held in FY22. He retires by rotation and his reappointment meets all statutory requirements. We raise concerns that, as a member of the Nomination and Remuneration Committee, Manish Choksi has not addressed the investor dissent on ESOP resolution (and consequent modification of Amit Syngle's remuneration) approved at the 2021 AGM. Instead, Amit Syngle's proposed remuneration has a higher component of stock options than previously, which results in him getting a higher assured remuneration given that these stock options are being granted at 50% discount to market price.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Approve Dr. Lal PathLabs Employee Stock Option Plan 2022 (ESOP 2022) under which options not exceeding 1,250,278 may be granted	FOR	FOR	The size of ESOP 2022 will be 1,250,278 options of which 1,041,898 options will be granted through fresh issue and 208,380 will be granted after secondary acquisition. The dilution for the fresh issue of options is 1.2% on the expanded capital base. The notice states that NRC has the discretion to allow up to 10% discount to the market price as on date of grant. Given that the grant of stock options is likely to be close to the market price, this will ensure alignment of interests between the investors and employees.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Approve grants of stock options under Dr. Lal PathLabs Employee Stock Option Plan 2022 (ESOP 2022) to employees of subsidiaries	FOR	FOR	The company seeks to extend the benefit of stock options under ESOP 2022 to employees of its subsidiaries. Our view is linked to resolution #5.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Approve provision of money upto 5% of the aggregate of paid-up share capital and free reserves to Dr. Lal PathLabs Employee Welfare Trust for purchase of shares under ESOP 2022	FOR	FOR	The company intends to use trust route for implementation of ESOP 2022 and thus seeks shareholder approval for providing loan to the trust. Our view is linked to resolution #5.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Approve remuneration to Rahul Sharma (DIN: 00956625) in the form of perquisite value on exercise of stock options in excess of 50% of the aggregate remuneration payable to Non-Executive Directors for FY23	FOR	FOR	Rahul Sharma is a Non-Executive Director of the company and is Partner at HYRD, Singapore, a technology enabled recruiting solutions platform and Posh Ware LLP. He has been on the board since July 2005. He was granted 162,180 stock options at Rs. 311.3 each in February 2015. Of these 27,197 options have already been exercised thus only 134,983 options are remaining. Rahul Sharma has expressed intent to exercise these options in different tranches. The exercise of options would amount to a perquisite value which may exceed 50% of the total remuneration payable to non-executive directors. If he was to exercise all remaining options now, given the current market price of Rs. 2,075.9, the total perquisite would amount to ~Rs. 238.2 mn. We support the resolution given that these options were granted pre-listing.

30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Approve secondary acquisition of upto 208,380 shares for implementation of ESOP 2022 through trust route	FOR	FOR	The company seeks shareholder approval for secondary acquisition of upto 208,380 shares under ESOP 2022. Our view is linked to resolution #5.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Declare final dividend of Rs. 6.0 per share (face value Rs.10 per share) for FY22	FOR	FOR	For FY22, the company has proposed a final dividend of Rs. 6.0 per share in addition to the interim dividend of Rs. 6.0 per share paid in August 2021, taking total dividend to Rs. 12.0 per share (Rs 20.0 per share in FY21). The total dividend outflow for FY22 is Rs. 1.0 bn and the dividend payout ratio for FY21 is 29.1% of standalone PAT.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Ratify remuneration of Rs. 75,000 to A.G. Agarwal & Associates as cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors for FY23 is reasonable when compared to the size and scale of the company's operations.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Reappoint Deloitte Haskins & Sells LLP as statutory auditors from the conclusion of 2022 AGM till the conclusion of 2027 AGM and approve their remuneration aggregating Rs. 8.8 mn for FY23	FOR	FOR	Deloitte Haskins & Sells LLP were appointed as the statutory auditors for five years from the conclusion of 2017 AGM; they have completed their tenure of five years with the company. The company seeks to reappoint them as statutory auditors of five years from conclusion of the 2022 AGM, which will complete their tenure of ten years. The company has stated that audit fees proposed for FY23 is Rs. 8.8 mn (including tax audit fee and excluding taxes and out of pocket expenses): the total audit and tax audit fee for FY22 was Rs. 8.1 mn. The reappointment for five years is in line with statutory requirements.
30-Jun-2022	Dr. Lal PathLabs Ltd	AGM	MANAGEMENT	Reappoint Dr. Archana Lal Erdmann (DIN: 08432506) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Dr. Archana Lal Erdmann, 41, is a geneticist and is part of the promoter family. She attended all seven board meetings held in FY22. She retires by rotation and her reappointment is in line with statutory requirements.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Approve issuance of Non-Convertible Debentures up to Rs. 1.25 trillion	FOR	FOR	As on 31 March 2022, the outstanding secured NCDs was Rs 1.7 trillion and unsecured NCDs was Rs 30.0 bn. The issue of NCDs will be within the overall borrowing limits. The capital adequacy ratio as on 31 March 2022 is 22.8% (Tier I – 22.2%) against a minimum of 15% (Tier I – 10%) as required by regulatory norms. Debt levels in an NBFC are typically reined in by the regulatory requirement of maintaining a slated minimum capital adequacy ratio. The corporation's debt is rated CRISIL AAA/Stable/CRISIL A1+, ICRA AAA/Stable/ICRA A1+ and CARE AAA/Stable/CARE A1+ which denotes highest degree of safety regarding timely servicing of debt obligations.

30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Approve related party transactions with HDFC Bank from the conclusion of the FY22 AGM upto the FY23 AGM in excess of Rs 10.0 bn or 10% of consolidated turnover, whichever is lower	FOR	FOR	The transactions include sourcing, assignment and securitisation of home loans, and other operational transactions. In FY22, these transactions aggregated to over 10% of the corporation's consolidated turnover and the transactions have continued so far in FY23 as well. The corporation seeks approval for the transactions from the conclusion of FY22 AGM upto the FY23 AGM. The transactions with HDFC Bank are operational in nature and at arm's length and in the ordinary course of business. These transactions are brought for shareholder approval annually by both HDFC and HDFC Bank.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Approve related party transactions with HDFC Life Insurance Co., its associate, till the 2023 AGM for a maximum period of fifteen months in excess of Rs 10.0 bn or 10% of consolidated turnover, whichever is lower	FOR	FOR	HDFC Life Insurance Company Ltd. periodically engages in banking related activities, including subscribing to debt securities of HDFC. The corporation also pays premium and receives dividend and usage fee from HDFC Life Insurance Company Ltd – the total value of these transactions may exceed Rs 10.0 bn or 10% of consolidated turnover, whichever is lower. The transactions are in the ordinary course of business of the company and HDFC Life and on an arm's length basis.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Approve remuneration of Rs. 21.0 mn to be paid to G M Kapadia & Co., Chartered Accountants as joint statutory auditors for FY23 and for such years till the same is revised	FOR	FOR	Through a Postal Ballot in November 2021, the Corporation had appointed S. R. Batliboi & Co. LLP, Chartered Accountants and G M Kapadia & Co., Chartered Accountants as joint statutory auditors for three years up to the ensuing FY24 AGM. The proposed FY23 remuneration for G. M. Kapadia & Co. is Rs. 21.0 mn plus reimbursement of expenses and applicable taxes is reasonable and commensurate with the size and operations of the company.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Approve remuneration of Rs. 31.5 mn to be paid to S. R. Batliboi & Co. LLP as joint statutory auditors for FY23 and for such years till the same is revised	FOR	FOR	Through a Postal Ballot in November 2021, the Corporation had appointed S. R. Batliboi & Co. LLP, Chartered Accountants and G M Kapadia & Co., Chartered Accountants as joint statutory auditors for three years up to the ensuing FY24 AGM. The proposed FY23 remuneration for S.R. Batliboi & Co. LLP is Rs. 31.5 mn plus reimbursement of expenses and applicable taxes is reasonable and commensurate with the size and operations of the company.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Reappoint Deepak Parikh (DIN: 00009078) as a Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Deepak Parekh, 77, is the Chairperson of the Corporation. He joined HDFC in 1978 and was elevated to whole Time Director in 1985. He was appointed as the Chairperson and Managing Director in 1993. He was designated as a non-executive director from January 2010. He has attended all eight board meetings held in FY22. He retires by rotation and his reappointment meets all statutory requirements.

30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Reappoint Renu Sud Karnad (DIN:00008064) as Managing Director for two years from 3 September 2022, liable to retire by rotation and fix her remuneration	FOR	FOR	Renu Sud Karnad, 69, has been on the board of HDFC since 2000. She was appointed as the Joint Managing Director in 2007 and as Managing Director in 2010. Renu Sud Karnad's FY23 remuneration aggregates to Rs. 379.3 mn (including the weighted average fair value of ESOPs). There is no absolute cap on commission and the final commission and ESOP grant is left to the discretion of the board. In FY21 Renu Sud Karnad was granted 1,200,000 options and, in the past, has been granted ESOPs every three years. We observe that in the past, remuneration paid to Renu Sud Karnad has been linked with the performance of the corporation. While the corporation does not have comparable peers in the industry, the proposed remuneration is in line with peers of similar size and scale. As a good practice, HDFC must disclose the performance metrics based on which Renu Sud Karnad's variable pay is decided.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	Reappoint V Srinivasa Rangan (DIN: 00030248) as Director, liable to retire by rotation	FOR	FOR	V. Srinivasa Rangan, 62, is the whole-time director and Chief Financial Officer of the Corporation. He is associated with HDFC since 1986 and was elevated as the Whole Time Director in January 2010. He has attended all eight board meetings held in FY22. He retires by rotation and his reappointment meets all statutory requirements.
30-Jun-2022	Housing Development Finance Corpn. Ltd.	AGM	MANAGEMENT	To declare final dividend of Rs 30.0 per share of face value Rs 2.0 each	FOR	FOR	The total dividend payout (including dividend distribution tax) for FY22 aggregates to ~Rs 54.4 bn. The dividend payout ratio for FY22 is 39.6% (34.5% in FY21).
30-Jun-2022	Housing Development Finance Corpn. Ltd.-NCD (18 ISINs)(as Creditor)	NCM	MANAGEMENT	Composite scheme of amalgamation of: (a) HDFC Investments Limited and HDFC Holdings Limited with and into the Corporation; and (b) the Corporation with and into HDFC Bank Limited and their respective creditors and shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable laws.		FOR	Consent/No-objection to the composite scheme of amalgamation of: (a) HDFC Investments Limited and HDFC Holdings Limited with and into the Corporation; and (b) the Corporation with and into HDFC Bank Limited and their respective creditors and shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable laws.
30-Jun-2022	Computer Age Management Services Ltd	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the consolidated financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Computer Age Management Services Ltd	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the standalone financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Computer Age Management Services Ltd	AGM	MANAGEMENT	Confirm three interim dividends aggregating Rs 26.75 per share and declare a final dividend of Rs 12.00 per equity share for FY22	FOR	FOR	The total dividend for the year is Rs. 1.9 bn and the dividend payout ratio for FY22 is 65.5% on a standalone basis. The company's dividend policy targets 65% of consolidated profits as dividend. In FY22, the company's payout ratio as a percentage of consolidated profits was 66.2%.

30-Jun-2022	Computer Age Management Services Ltd	AGM	MANAGEMENT	Reappoint Vedanthachari Srinivasa Rangan (DIN: 00030248) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Vedanthachari Srinivasa Rangan, 62, is Executive Director, Housing Development Finance Corporation. Previously he was the Nominee of HDFC, one of the shareholders of the company. He has attended 100% of the board meetings held in FY22. His reappointment meets all statutory requirements.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Approve remuneration of Rs. 550,000 payable to Sagar & Associates, cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Ratify first interim dividend of Rs.0.8 per equity share of face value Rs. 2.0 each for FY22	FOR	FOR	Laurus Labs has declared two interim dividends of Rs 0.8 and Rs 1.2 per share in FY22. For FY22, the total dividend paid is Rs. 1.1 bn. The dividend pay-out ratio for is 14.3%, which is lower than the target of 20% of standalone net profit, as outlined in the dividend policy. However, we understand that the company has proposed a capex of Rs 20.0 bn – Rs 25.00 bn to be carried out during FY23 and FY24 and hence the company may seek to conserve cash.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Ratify second interim dividend of Rs.1.2 per equity share of face value Rs. 2.0 each for FY22	FOR	FOR	Laurus Labs has declared two interim dividends of Rs 0.8 and Rs 1.2 per share in FY22. For FY22, the total dividend paid is Rs. 1.1 bn. The dividend pay-out ratio for is 14.3%, which is lower than the target of 20% of standalone net profit, as outlined in the dividend policy. However, we understand that the company has proposed a capex of Rs 20.0 bn – Rs 25.00 bn to be carried out during FY23 and FY24 and hence the company may seek to conserve cash.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Reappoint Chandrakanth Chereddi (DIN: 06838798) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Chandrakanth Chereddi, 39, is son-in-law of Dr. Satyanarayana Chava, promoter and Chief Executive Officer, Laurus Labs Ltd. He is former Head, Generics FDF Division of Laurus Labs. He has attended 100% of the board meetings held in FY22. His reappointment meets all statutory requirements.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Reappoint Deloitte Haskins & Sells LLP as statutory auditors for five years from the 2022 AGM and fix their remuneration	FOR	FOR	Deloitte Haskins & Sells LLP were appointed as the statutory auditors for five years starting from 2017. The company proposes to reappoint them for another period of five years starting from 2022, which will complete their tenure of ten years as per provisions of Section 139 of Companies Act 2013. As per Regulation 36(5) of SEBI's LODR 2015, companies are mandated to disclose the terms of appointment/ reappointment of auditors, including the remuneration payable to them. The company has not made any disclosures on the proposed audit fees. Deloitte Haskins & Sells LLP were paid an audit fee including limited review of Rs 5.0 mn for FY22 (excluding tax audit fee, limited review, other services and out-of-pocket expenses) on a standalone basis; we expect the company to fix audit fees at similar levels.

30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Reappoint Dr. Malempati Venugopala Rao (DIN: 00012704) as an Independent Director for two years from 18 May 2022	FOR	FOR	Dr. Malempati Venugopala Rao, 82, is former Chairperson, Indian Paper Makers Association. He holds a B.Sc. in Chemical Engineering from Andhra University, with a post-graduation in pulp and paper technology from the Forest Research Institute, Dehradun. He was appointed on the board of the company in May 2017. He has attended 100% of the board meetings in FY22. His reappointment for a further term of two years is in line with statutory requirements.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Reappoint Dr. Ravindranath Kancharla (DIN: 00117940) as an Independent Director for five years from 18 May 2022	FOR	FOR	Dr. Ravindranath Kancharla, 68, is an expert in surgical gastroenterology and laparoscopic surgery and is heading the Global Hospitals Group. He was appointed on the board of the company in May 2017. He has attended 100% of the board meetings in FY22. His reappointment for a further term of five years is in line with statutory requirements.
30-Jun-2022	Laurus Labs Ltd	AGM	MANAGEMENT	Reappoint V V Ravi Kumar (DIN: 01424180) as Director, liable to retire by rotation	FOR	FOR	V V Ravi Kumar, 57, is Executive Director and CFO, Laurus Labs Ltd. He has attended 100% of the board meetings held in FY22. His reappointment meets all statutory requirements.
30-Jun-2022	Oil & Natural Gas Corpn. Ltd.	POSTAL BALLOT	MANAGEMENT	Appoint Ms. Pomila Jaspal (DIN: 08436633) as Director (Finance) from 19 May 2022, liable to retire by rotation, on the terms and conditions decided by the President of India	FOR	FOR	Ms. Pomila Jaspal, 58, joined ONGC in 1985 as Finance & Accounts Officer and subsequently became Executive Director - Chief Corporate Finance. Prior to her appointment, she was Director (Finance) at Mangalore Refinery and Petrochemicals Ltd (MRPL), a subsidiary of ONGC, since October 2019. She was instrumental in the merger of ONGC Mangalore Petrochemicals Ltd (OMPL) with MRPL. During her tenure with ONGC, she handled responsibilities in diversified roles at corporate offices in Dehradun, Mumbai, Assam. For ONGC Videsh, she handled finance of assets in South Sudan, Kazakhstan, Colombia and oversaw buyout of Azerbaijan asset. Her tenure is not disclosed: notwithstanding, she will retire by rotation. Her proposed remuneration is not disclosed: remuneration in public sector enterprises is usually not high. As a good governance practice, we expect public sector enterprises to disclose the tenure and proposed remuneration to its shareholders through the meeting notice. Her appointment is in line with the statutory requirements.

Place Bangalore
Date 17-August-2022

Signature of Chief Compliance
Name

Ankit Singhal