

Annexure A

Disclosure of voting activities in general meetings of investee companies in which the insurers have actively participated and voted:

Name of Insurer: Universal Sampo General Insurance Company Limited

Period of Reporting: The voting for the period July 01, 2022 to September 30, 2022

Meeting Date	Investee Company Name	Type of Meeting (AGM/ EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recomm ^N	Vote (For / Against / Abstain)	Reason supporting the vote decision
16-Jul-22	HDFC Bank Limited	AGM	Management	To receive, consider and adopt the audited financial statements (standalone) of the Bank for the financial year ended March 31, 2022 along with the Reports of the Board of Directors and Auditors thereon.	FOR	FOR	Unqualified financial statements. No concern identified.
16-Jul-22	HDFC Bank Limited	AGM	Management	To receive, consider and adopt the audited financial statements (consolidated) of the Bank for the financial year ended March 31, 2022 along with the Report of Auditors thereon.	FOR	FOR	Unqualified financial statements. No concern identified.
16-Jul-22	HDFC Bank Limited	AGM	Management	To declare dividend on Equity Shares.	FOR	FOR	Compliant with law. Sufficient Liquid funds. No concern identified.
16-Jul-22	HDFC Bank Limited	AGM	Management	To appoint a director in place of Mrs. Renu Karnad (DIN 00008064), who retires by rotation and, being eligible, offers herself for re-appointment.	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance and time commitments
16-Jul-22	HDFC Bank Limited	AGM	Management	To appoint M/s. Price Waterhouse LLP, Chartered Accountants (ICAI Firm Registration No. 301112E/E300264)	FOR	FOR	Compliant with law. No concern identified over the merits and appointment.

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Meeting Date	Investee Company Name	Type of Meeting (AGM/ EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recomm ^N	Vote (For / Against / Abstain)	Reason supporting the vote decision
				['Price Waterhouse LLP'], as joint statutory auditors of the Bank, to hold office for a period of 3 (three) years in relation to FY 2022-23, FY 2023-24 and FY 2024-25 and to fix their overall audit fees.			
16-Jul-22	HDFC Bank Limited	AGM	Management	Payment of additional fees of Rs.55,00,000 (Rupees Fifty Five Lakhs Only) to MSKA & Associates and M.M. Nissim & Co. LLP Chartered Accountants, collectively joint statutory auditors for FY 2021-22.	FOR	FOR	Compliant with law. No concern identified over the merits and appointment.
16-Jul-22	HDFC Bank Limited	AGM	Management	To approve the re-appointment of Mrs. Renu Karnad (DIN 00008064) as a Non-Executive Director of the Bank for a second term of five (5) years with effect from September 3, 2022 till September 2, 2027, liable to retire by rotation.	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance and time commitments.
16-Jul-22	HDFC Bank Limited	AGM	Management	To Issue Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) on a private placement basis as per the structure and within the limits permitted by the RBI, of an amount in aggregate not exceeding Rs.50,000 crores.	FOR	FOR	No governance concern identified.
20-Jul-22	ITC Limited	AGM	Management	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022,	FOR	FOR	Unqualified financial statements. No concern identified.

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Meeting Date	Investee Company Name	Type of Meeting (AGM/ EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recomm ^N	Vote (For / Against / Abstain)	Reason supporting the vote decision
				the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.			
20-Jul-22	ITC Limited	AGM	Management	To confirm Interim Dividend of Rs. 5.25 per Ordinary Share of Rs. 1/- each and declare Final Dividend of Rs. 6.25 per Ordinary Share of Rs. 1/- each for the financial year ended 31st March, 2022.	FOR	FOR	Compliant with law. Sufficient Liquid funds. No concern identified.
20-Jul-22	ITC Limited	AGM	Management	To appoint a Director in place of Mr. David Robert Simpson (DIN: 07717430) who retires by rotation and, being eligible, offers himself for re-election.	FOR	FOR	Compliant with law. No concern identified regarding the profile, attendance and time commitments.
20-Jul-22	ITC Limited	AGM	Management	To appoint a Director in place of Mr. Nakul Anand (DIN: 00022279) who retires by rotation and, being eligible, offers himself for re-election.	FOR	FOR	Compliant with law. No concern identified regarding the profile and time commitments.
20-Jul-22	ITC Limited	AGM	Management	Remuneration of Rs. 3,40,00,000/- (Rupees Three Crores and Forty Lakhs only) to Messrs. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2022-23.	FOR	FOR	Remuneration adequately disclosed. No concern identified.
20-Jul-22	ITC Limited	AGM	Management	Appointment of Mr. Supratim Dutta (DIN: 01804345) as a Director and also as a Wholetime Director of the Company with effect from 22nd July, 2022.	FOR	FOR	Compliant with law. No concern identified regarding the profile and time commitments.

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20-Jul-22	ITC Limited	AGM	Management	Remuneration payable to Mr. Sanjiv Puri, Chairman & Managing Director, and Messrs. Nakul Anand and Sumant Bhargavan, Wholetime Directors, with effect from 1st October, 2022.	FOR	ABSTAIN	Clubbed resolution. Mr. Sanjiv Puri hold position of Chairman and Managing Director. No concern with remuneration, however, governance concern w.r.t. concentration of powers. We abstain from voting for this item.
20-Jul-22	ITC Limited	AGM	Management	To enter into transactions with British American Tobacco (GLP) Limited, United Kingdom ('BAT GLP'), a related party under Regulation 2(1)(zb) of the Listing Regulations, for sale of unmanufactured tobacco of Indian origin, purchase of unmanufactured tobacco of international origins, storage / holding charges etc. mutually agreed between the parties, such that the maximum value of the transactions with BAT GLP, in the aggregate, does not exceed Rs. 2,000 crores (Rupees Two Thousand Crores only) during the financial year 2022-23.	FOR	FOR	Adequate details provided. Transaction only for one year. No concern identified.
20-Jul-22	ITC Limited	AGM	Management	Ratification of remuneration of Messrs. ABK & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records maintained by the Company in respect of 'Wood Pulp' and 'Paper and	FOR	ABSTAIN	Compliant with law. Governance concern: Cost Audit fee significantly lower than the minimum suggested fee by ICAI. Scope of the turnover subject to Cost Audit not disclosed. We abstain

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				Paperboard' products for the financial year 2022-23, at Rs. 4,50,000/- (Rupees Four Lakhs and Fifty Thousand only)			from voting for this item.
20-Jul-22	ITC Limited	AGM	Management	Ratification of remuneration of Messrs. S. Mahadevan & Co., Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records maintained in respect of all applicable products of the Company, other than 'Wood Pulp' and 'Paper and Paperboard' products, for the financial year 2022-23, at Rs. 6,50,000/- (Rupees Six Lakhs and Fifty Thousand only).	FOR	ABSTAIN	Compliant with law. Governance concern: Cost Audit fee significantly lower than the minimum suggested fee by ICAI. Scope of the turnover subject to Cost Audit not disclosed. We abstain from voting for this item.
27-Jul-22	Bajaj Finance Limited	AGM	Management	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2022, together with the Directors' and Auditors' Reports thereon.	FOR	FOR	Unqualified Financial Statements. Compliant with Accounting Standards.
27-Jul-22	Bajaj Finance Limited	AGM	Management	To declare a dividend of Rs. 20 per equity share of face value of Rs. 2 for the financial year ended 31 March 2022.	FOR	FOR	Sufficient funds for the payment of dividend. No concern identified.
27-Jul-22	Bajaj Finance Limited	AGM	Management	To appoint a Director in place of Rajeev Jain (DIN: 01550158) who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Appointment compliant with law. No governance concern identified.
27-Jul-22	Bajaj Finance Limited	AGM	Management	Appointment of Deloitte Haskins & Sells, Chartered Accountants, (Firm	FOR	FOR	Appointment compliant with law. No governance concern

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				Registration No. 302009E) as a Joint Statutory Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting till conclusion of the 37th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2023 and 31 March 2024 and to fix their remuneration.			identified.
27-Jul-22	Bajaj Finance Limited	AGM	Management	Appointment of G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W) as a Joint Statutory Auditors of the Company, to hold office from the conclusion of 35th Annual General Meeting till conclusion of the 37th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2023 and 31 March 2024 and to fix their remuneration.	FOR	FOR	Appointment compliant with law. No governance concern identified.
27-Jul-22	Bajaj Finance Limited	AGM	Management	Appointment of Radhika Vijay Haribhakti (DIN:02409519) as an Independent Director of the Company for a term of five consecutive years, effective from 1 May 2022 up to 30 April 2027.	FOR	ABSTAIN	Compliant with law. Governance concern: excessive time commitments.
27-Jul-22	Bajaj Finance Limited	AGM	Management	To make offer(s) or an invitation(s) or to issue non-convertible debentures	FOR	FOR	Compliant with Law. No governance concern

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				('NCDs') secured or unsecured, at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.			identified.
27-Jul-22	Bajaj Finance Limited	AGM	Management	Payment of commission to non-executive directors a sum not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from 1 April 2022.	FOR	ABSTAIN	No issue on quantum of commission but the mode of payment is an issue/ Remuneration Policy is not in accordance with law, disguised sitting fee.
29-Jul-22	Axis Bank Limited	AGM	Management	To receive, consider and adopt the : a) audited standalone financial statements of the Bank, for the	FOR	FOR	Unqualified financial statements. No concern identified.

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				financial year ended 31 March, 2022 together with the reports of the Board of Directors and the auditors thereon. b) audited consolidated financial statements, for the financial year ended 31 March, 2022 together with the report of auditors thereon.			
29-Jul-22	Axis Bank Limited	AGM	Management	To declare dividend on the equity shares for the financial year ended 31 March, 2022.	FOR	FOR	Sufficient fund available. No concern identified
29-Jul-22	Axis Bank Limited	AGM	Management	To re-appoint T. C. Suseel Kumar (DIN: 06453310) as a Director, who retires by rotation and being eligible offers himself for re-appointment.	FOR	FOR	Compliant with the law. No governance concern identified w.r.t. profile, time commitment and attendance.
29-Jul-22	Axis Bank Limited	AGM	Management	Re-appointment of Girish Paranjpe (DIN: 02172725) as an Independent Director of the Bank from 2 November, 2022 up to 1 November, 2026 (both days inclusive), not liable to retire by rotation.	FOR	FOR	#4 & #5: Compliant with the law. No governance concern identified w.r.t. profile, time commitment, attendance and independence.
29-Jul-22	Axis Bank Limited	AGM	Management	Appointment of Manoj Kohli (DIN: 00162071) as an Independent Director of the Bank from 17 June, 2022 up to 16 June, 2026 (both days inclusive), not liable to retire by rotation.	FOR	FOR	#4 & #5: Compliant with the law. No governance concern identified w.r.t. profile, time commitment, attendance and independence.
29-Jul-22	Axis Bank Limited	AGM	Management	To borrow from time to time, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to	FOR	FOR	Complaint with the law. No governance concern identified in the proposed increase in the borrowing limit.

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				time (apart from (i) temporary loans obtained from the company's bankers in the ordinary course of business and (ii) acceptances of deposits of money from public repayable on demand or otherwise (withdrawable by cheque, draft, order or otherwise) and / or temporary loans obtained in the ordinary course of business from banks, whether in India or outside India) exceeding the aggregate of the paid up capital of the Bank, its free reserves and securities premium, provided that the total outstanding amount of such borrowings shall not exceed Rs. 2,50,000 crore (Rupees Two Lakh Fifty Thousand Crore).			
29-Jul-22	Axis Bank Limited	AGM	Management	Borrowing / raising of funds denominated in Indian rupees or any other permitted foreign currency, by issue of debt securities including, but not limited to, long term bonds, green bonds, masala bonds, sustainable / ESG compliant Bonds, optionally / compulsorily convertible debentures, nonconvertible debentures, perpetual debt instruments, AT 1 Bonds, Infrastructure Bonds and Tier II Capital Bonds or such other debt securities as may be permitted under the RBI	FOR	FOR	Compliant with the law. No major governance concern identified.

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				<p>guidelines, from time to time and / or for making offers and / or invitations thereof, and / or issue(s) / issuances thereof, on a private placement basis, for a period of one year from the date hereof, in one or more tranches and / or series and / or under one or more placement memorandum and / or one or more letters of offer, and on such terms and conditions for each series / tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), as per the structure and within the limits permitted by the RBI, upto an amount of Rs. 35,000 crore (Rupees Thirty Five Thousand crore only) in domestic and / or overseas markets within the overall borrowing limits of the Bank.</p>			
29-Jul-22	Axis Bank Limited	AGM	Management	Entering into and / or continuing with the existing contracts / arrangements / transactions for acceptance of deposits in current / savings account or any	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern

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				other similar accounts permitted to be opened by the Bank under applicable laws, whether by way of fresh deposit(s) or any extension(s) or modification(s) of existing contracts / arrangements / transactions or otherwise, from time to time, with the related parties listed in the explanatory statement annexed to this notice, notwithstanding the fact that the balance on any day from the date of 28th Annual General Meeting upto the date of 29th Annual General Meeting, may exceed Rs.1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, or such other threshold, as may be prescribed from time to time, for each such party, provided however, that the said contracts / arrangements / transactions shall be carried out on an arm's length basis.			identified.
29-Jul-22	Axis Bank Limited	AGM	Management	Entering into and / or continuing with the existing contracts / arrangements / transactions, for subscription of securities issued by the related parties, and / or purchase of securities (of related or other unrelated parties) from related parties listed in the explanatory	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern identified.

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				statement annexed to this notice, notwithstanding the fact that the aggregate value of such transactions, either individually or taken together with previous transactions from the date of 28th Annual General Meeting upto the date of 29th Annual General Meeting, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, or such other threshold, as may be prescribed from time to time, for each such party, provided however, that the said contracts / arrangements / transactions shall be carried out on an arm's length basis.			
29-Jul-22	Axis Bank Limited	AGM	Management	Entering into and / or continuing with the existing contracts / arrangements / transactions, for sale of securities (of related or other unrelated parties) to related parties listed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of such transactions, either individually or taken together with previous transactions from the date of 28th Annual General Meeting upto the date of 29th Annual General	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern identified.

Meeting Date	Investee Company Name	Type of Meeting (AGM/ EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recomm ^N	Vote (For / Against / Abstain)	Reason supporting the vote decision
				Meeting, may exceed Rs.1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, or such other threshold, as may be prescribed from time to time, for each such party, provided however, that the said contracts / arrangements / transactions shall be carried out on an arm's length basis.			
29-Jul-22	Axis Bank Limited	AGM	Management	Entering into and / or continuing with the existing contracts / arrangements / transactions for issue of securities of the Bank, payment of interest and redemption amount thereof, to related parties, as listed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of such transactions, either individually or taken together with previous transactions from the date of 28th Annual General Meeting upto the date of 29th Annual General Meeting, may exceed Rs.1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower or such other threshold, as may be prescribed from	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern identified.

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				time to time, for each such party, provided however, that the said contracts / arrangements / transactions shall be carried out on an arm's length basis.			
29-Jul-22	Axis Bank Limited	AGM	Management	Entering into and / or continuing with the existing contracts / arrangements / transactions for receipt of fees / commission for distribution of insurance products and other related business in accordance with the rules and regulations prescribed by the Insurance Regulatory and Development Authority of India, in the capacity as corporate agent of related parties as listed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of such transactions, either individually or taken together with previous transactions from the date of 28th Annual General Meeting upto the date of 29th Annual General Meeting, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower or such other threshold, as may be prescribed from time to time, for each such party, provided however,	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern identified.

Meeting Date	Investee Company Name	Type of Meeting (AGM/ EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recomm ^N	Vote (For / Against / Abstain)	Reason supporting the vote decision
				that the said contracts / arrangements / transactions shall be carried out on an arm's length basis.			
29-Jul-22	Axis Bank Limited	AGM	Management	<p>Entering into and / or continuing with the existing contracts / arrangements / transactions for granting of any loans or advances or credit facilities such as term loan, working capital demand loan, short term loan, overdraft, or any other form of fund based facilities and / or guarantees, letters of credit, or any other form of non-fund based facilities, whether by way of fresh sanction(s) or renewal(s) or extension(s) or enhancement(s) or any modification(s) of existing contracts / arrangements / transactions or otherwise, from time to time, to the related parties listed in the explanatory statement annexed to this notice, sanctioned for an amount and on such terms and conditions (i.e. rate of interest, security, tenure, etc.) as may be permitted under applicable laws, and relevant policies of the Bank, including interest and other charges receivable in connection with such facilities, notwithstanding the fact that aggregate value of such transactions either individually or taken together with previous transactions, from the</p>	FOR	FOR	Complaint with the law. The Bank is seeking omnibus approval valid till next AGM. No governance concern identified.

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