| Bharti AXA Life Insurance Company Ltd. | | | | | | | |
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| From 01-Apr-2019 to 30-Jun-2019 | | | | | | | |
| **Meeting Date** | **Company Name** | **Type of Meeting** | **Proposal by Management or Shareholder** | **Proposal's Description** | **Investee company's Management Recommendation** | **Vote For/Against/Abstain** | **Reason supporting the vote decision** |
| **BRITANNIA INDUSTRIES LTD. ; EVSN : 110614** | | | | | | | |
| 27-May-2019 | BRITANNIA INDUSTRIES LTD. | NCM | Management | | For | For | The company will issue upto 240 mn non-convertible debentures (NCD) of Rs. 30. 0 each aggregating to Rs. 7. 2 bn; these NCDs will be issued within the approved borrowing limit of Rs. 20. 0 bn. Britannia has a comfortable financial risk profile supported by low debt levels, comfortable debt protection measures, and strong profitability. The proposed issue of debentures is rated CRISIL AAA/Stable which denotes highest degree of safety regarding timely servicing of financial obligations. The company proposes to return its excess liquidity by way of these bonus NCDs. The NCDs will be redeemed after three years. |
| **PNB HOUSING FINANCE LTD ; EVSN : 190424004** | | | | | | | |
| 29-May-2019 | PNB HOUSING FINANCE LTD | Postal Ballot | Management | Approve amendment of Articles of Association (AoA) to enhance board nomination rights to shareholders | For | For | With the proposed reduction in Punjab National Bank's equity holding of 32. 8%, PNB Housing Finance Limited proposes to alter the clauses relating to board nomination rights in its AoA. Currently, these rights can be exercised only if the shares are held directly. Given that new investors may possibly invest through multiple entities, PNB Housing Finance Limited proposes to amend the AoA to allow board nomination rights taking into consideration the equity held through affiliate entities (not just on a direct basis). The provisions are in line with market practices. |
| **GRUH FINANCE LTD. ; EVSN : 110626** | | | | | | | |

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| 04-Jun-2019 | GRUH FINANCE LTD. | NCM | Management | Approve the scheme of amalgamation of Gruh Finance Ltd. With Bandhan Bank Ltd. | For | Against | Bandhan Bank has been unable to reduce its promoter holding from the current 82. 3% to 40% by August 2018, as per the RBI directives. This will now partly be addressed by the merger. Reduction in promoter holding seems to be the dominant motivation & the sole benefit accruing from the deal. Moreover, the valuation ascribed to GRUH Finance through the purchase consideration is expensive. |
| **SHRIRAM TRANSPORT FINANCE CO. LTD. ; EVSN : 190502002** | | | | | | | |
| 11-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | Postal Ballot | Management | Increase borrowing limit to Rs. 1.5 trillion from Rs. 1.25 trillion | For | For | As on 31 March 2019, the company had outstanding borrowings of Rs. 879. 1 bn, as against an existing borrowing limit of Rs. 1. 25 trillion. The company has plans to disburse an additional Rs. 580. 0 bn in FY20 as a part of its growth plans. The capital adequacy ratio as on 31 March 2019 is 20. 3% as against a minimum 15% 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 company has a credit rating of CRISIL AA+/Stable/CRISIL A1+, which denotes high degree of safety regarding timely servicing of debt obligations |
| 11-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | Postal Ballot | Management | Create charges on the company's assets up to Rs.1.8 trillion | For | For | The company proposes to create charges on its assets for its borrowings as well as its working capital facilities obtained from banks in the ordinary course of business. Secured loans generally have easier repayment terms, less restrictive covenants, and lower interest rates. |
| 11-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | Postal Ballot | Management | Approve private placement of redeemable non-convertible debentures, subordinated debentures, bonds, or any other debt securities of up to Rs. 350 bn | For | For | The proposed issuance will be within the overall proposed borrowing limit of Rs. 1. 5 trillion. |
| **INFOSYS LTD. ; EVSN : 110689** | | | | | | | |

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| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Adoption of standalone & consolidated financial statements for the year ended 31 March 2019 | Abstain | Abstain | We believe that a comprehensive review of the financials of a company is a critical exercise which often requires first-hand information and proper due diligence. We do not comment on resolutions for adoption of financial statements, given the limited time between receipt of the annual report and the shareholder meeting, but provide analysis of critical ratios. |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve final dividend of Rs. 10.5 of face value Rs 5.0 per share | For | For | Infosys has paid an interim dividend of Rs. 7 per share, a special dividend of Rs 4 per share and is proposing to pay Rs. 10. 5 per share as final dividend. Total dividend payout for FY19 amounts to Rs 21. 5 per share (post bonus issue) and will aggregate to Rs. 112. 9 bn. Payout ratio is 76. 7% of the standalone PA. |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Reappoint Nandan M. Nilekani (DIN 00041245) as director liable to retire by rotation | For | For | Infosys has paid an interim dividend of Rs. 7 per share, a special dividend of Rs 4 per share and is proposing to pay Rs. 10. 5 per share as final dividend. Total dividend payout for FY19 amounts to Rs 21. 5 per share (post bonus issue) and will aggregate to Rs. 112. 9 bn. Payout ratio is 76. 7% of the standalone PA. |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve Infosys Expanded Stock Ownership Program – 2019 (2019 Plan) and grant of stock incentives to eligible employees | For | For | Under the scheme, Infosys proposes to issue restricted stock units (RSUs) with an exercise price of Rs 5. 0, which can be converted into equity shares, cash or ADRs as per the relevant reward agreement. The conversion will result in a maximum allotment of 50 mn equity shares/ADRs, which represents 1. 15% of the issued equity capital. Unlike standard market practices (and Infosys' earlier schemes) of tenure-based vesting, the vesting of RSUs is linked to operating performance metrics and relative total shareholder returns (TSR). While we generally do not favor deeply discounted stock options, the performance driven vesting conditions embedded in the proposed scheme will ensure alignment of interests between Infosys' employees and shareholders. |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve extension of Infosys Expanded Stock Ownership Program – 2019 (2019 Plan) to eligible employees of subsidiary companies | For | For | Through a separate resolution, Infosys seeks approval to extend the 2019 plan to the employees of its subsidiary companies. Our opinion on this resolution is linked to our opinion on Resolution #4. |

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| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve secondary acquisition of shares by the Infosys Expanded Stock Ownership Trust to implement the 2019 Plan | For | For | Infosys plans to implement the 2019 plan partially through a trust route and seeks shareholders' approval for secondary acquisition of up to 45 mn shares from the market, (1. 04% of share capital). Our opinion on this resolution is linked to our opinion on Resolution #4. |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve grant of stock incentives from the 2019 Plan to Salil Parekh, CEO & MD | For | For | In addition to his existing pay, Infosys plans to issue RSUs worth Rs 100. 0 mn annually to Salil Parekh from the 2019 Plan. Other terms of his remuneration remain the same as that approved in Postal Ballot of February 2018. With these grants, his annual remuneration will increase to ~Rs 446. 0 mn (Rs 346. 7 mn in FY19), including the fair value of the grants made. The remuneration structure comprises 85% variable pay - linked largely to performance and comparable with peers across the globe. The proposed remuneration is commensurate with the size and complexities of an IT major like Infosys. The performance driven vesting conditions linked to relative TSR, embedded in the proposed scheme will ensure alignment of interests with shareholders |
| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve reduction in vesting period for RSUs under 2015 plan for Salil Parekh, CEO & MD | Against | Against | Infosys proposes to change the vesting period of the RSUs from the 2015 plan from three years to one year. The rationale for such a move is unclear. Salil Parekh's remuneration structure has adequate performance-based incentives to ensure appropriate rewards in case of good performance. A mid-term acceleration of vesting period is therefore unwarranted, especially in a year where net profits and margins have declined. Further, a prolonged vesting period serves a dual purpose: retention of high performing CEOs and aligning their interests with the medium to long-term interests of shareholders. A short window distorts this balance and may promote a more transient approach to decision making. |

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| 22-Jun-2019 | INFOSYS LTD. | AGM | Management | Approve grant of stock incentives from the 2019 Plan to U B Pravin Rao, Chief Operating Officer | For | For | In addition to his existing pay structure, Infosys plans to issue RSUs worth Rs 40. 0 mn annually to U B Pravin Rao from the 2019 Plan. Other terms of his remuneration remain the same as that approved in Postal Ballot of March 2017. With these grants, his annual remuneration will move up to ~Rs 182. 7 mn (Rs 128. 7 mn in FY19). The remuneration structure comprises 75% variable pay - linked largely to performance and is comparable with peers. The proposed remuneration is in line with the size and complexities of an IT major like Infosys. The performance driven vesting conditions linked to relative TSR, embedded in the proposed scheme will ensure alignment of interests with shareholders. |
| **SHRIRAM TRANSPORT FINANCE CO. LTD. ; EVSN : 190527007** | | | | | | | |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Adoption of standalone and consolidated financial statements for the year ended 31 March 2019 | For | Abstain | We believe that a comprehensive review of the financials of a company is critical exercise and requires first-hand information and proper due diligence. We do not comment on resolutions for adoption of financial statements, given the limited time between receipt of the annual report and the shareholder meeting, but provide analysis of critical ratios. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Confirm interim dividend of Rs. 5 per share and declare final dividend of Rs. 7 per share (face value Rs. 10 per share) | For | For | Shriram Transport Finance Co. (STFC) proposes a dividend per share for FY19 is Rs. 12. 0, aggregating to a total dividend of Rs. 3. 3 bn including dividend tax. The dividend payout is 12. 9% (12. 2% in FY18). |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Reappoint D. V. Ravi (DIN 00171603) as a Director | For | For | D V Ravi, 54, is MD of Shriram Capital Limited. He is a promoter representative and is currently a non-executive director on STFC's board. In FY19, he has attended three board meetings in person and one through teleconferencing: 4 of 5 or 80% of the board meetings in FY19. His reappointment is in line with all statutory requirements. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | To fix remuneration of joint auditors, Haribhakti & Co at Rs. 5.5 mn for FY20 | For | For | The proposed remuneration is commensurate with the size and complexity of the business. |

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| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | To fix remuneration of joint auditors, Pijush Gupta & Co. at Rs. 3.3 mn for FY20 | For | For | The proposed remuneration is commensurate with the size and complexity of the business. Pijush Gupta & Co have audited the financial statements of Shriram group companies including Shriram City Union Finance Ltd (from 1999 till 2017). Long association of Pijush Gupta & Co. As statutory auditors may be suggestive of their proximity with the group. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Approve cancellation of 48,000 forfeited shares from the issued and subscribed share capital | For | For | On 17 January 1997, certain shareholders of erstwhile Shriram Investments Ltd. ('SIL') had forfeited 48,000 equity shares of Rs. 10 each for non-payment of allotment money @ Rs. 5 per share. SIL was amalgamated with STFC and the share capital of SIL was combined with that of STFC. Given the difficulties in procedural formalities with respect to re-issue of forfeited shares STFC proposes to cancel the forfeited shares from the issued and subscribed share capital. The Rs 240,000 which was collected as allotment money will be transferred to capital reserve account. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Appoint Pradeep Kumar Panja (DIN 03614568) as Independent Director for five years till 24 October 2023 | For | For | Pradeep Kumar Panja, 63, is former MD, State Bank of India. He was appointed as additional director on the board on 25 October 2018. His appointment is in line with all statutory requirements. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Appoint Ignatius Michael Viljoen (DIN 08452443) as Non-Executive Non-Independent Director with effect from 14 May 2019 | For | For | Ignatius Michael Viljoen, 46, is Head Credit - Sanlam Pan Africa Portfolio Management. He is the nominee of Sanlam Group, South Africa. His appointment is in line with all statutory requirements. |

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| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Reappoint Umesh Revankar (DIN 00141189) as Managing Director and CEO for five years till 25 October 2024 and to fix his remuneration | For | For | Umesh Revankar was paid a remuneration of Rs 6. 7 mn in FY19. STFC proposes a remuneration ranging from Rs 22. 7 mn to Rs 29. 3 mn over the proposed five-year period. This includes a variable component of maximum Rs 10. 0 mn. The increase (taken on an average) is almost 2. 9 times higher than that paid in FY19, however the proposed remuneration is line with the size and complexity of a business like STFC and comparable to peers in the industry. Umesh Revankar is a professional with strong credentials. We expect the company to remain judicious in deciding the actual remuneration payouts, as it has been in the past. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Reappoint S. Sridhar (DIN 00004272) as Independent Director for five years till 19 October 2024 | For | For | S. Sridhar, 68, is former CMD, Central Bank of India. He was appointed as Independent Director on the board of STFC on 20 October 2014. His reappointment is in line with all statutory requirements. |
| 27-Jun-2019 | SHRIRAM TRANSPORT FINANCE CO. LTD. | AGM | Management | Reappoint S. Lakshminarayanan (DIN 02808698) as Independent Director for five years till 23 January 2025 and approve his continuation on the board after he attaints the age of 75 years on 10 July 2021 | For | Against | S. Lakshminarayanan, 73, is a former IAS Officer. He is currently the chairperson of STFC. He has been on the board as Independent Director since 22 September 2009. At the time of his proposed reappointment (from 24 January 2020), his cumulative tenure on the board will exceed 10 years. We believe that the length of tenure is inversely proportionate to the independence of a director. Since his proposed reappointment is after completion of 10 years on the board, we classify him as non-independent on account of his long association with the company. If the company believes that it will benefit from him serving on the board, it must consider his reappointment as a non-independent director. |
| **HINDUSTAN UNILEVER LTD. ;  EVSN : 4514** | | | | | | | |

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| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | NCM | Management | Approve the Scheme of Arrangement for merger of GlaxoSmithKline Consumer Healthcare Limited (GSK) with Hindustan Unilever Limited (HUL) | For | For | GSK manufactures and sells cereal based nutritional beverages and protein rich foods, under the brand 'Horlicks', 'Boost', 'Viva' and 'Maltova'. The merged entity will become a market leader in the 'Food and Beverages' business in India and have the advantage of a higher market penetration and premiumization. It is estimated that synergy benefits of 8 - 10% on GSK's EBITDA margins can be achieved over the medium term due to rationalization of overheads and realization of scale efficiencies. We believe the valuation adopted for GSK is reasonable, and comparable to peers. The merger of GSK is expected to be beneficial to the long-term interests and value accretive to HUL's shareholders. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Adoption of financial statements for the year ended 31 March 2019 | For | Abstain | We believe that a comprehensive review of the financials of a company is a critical exercise which often requires first-hand information and proper due diligence. We do not comment on resolutions for adoption of financial statements, given the limited time between receipt of the annual report and the shareholder meeting, but provide analysis of critical ratios. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Ratify interim dividend of Rs. 9 per share and declare final dividend of Rs. 13 per share of face value Re. 1.0 each | For | For | For FY19, the total dividend (inclusive of interim dividend) amounts to Rs. 57. 2 bn (including dividend distribution tax of Rs. 9. 6 bn). The dividend payout ratio for FY18 is 94. 8%. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Pradeep Banerjee (DIN : 02985965) as Director | For | For | Pradeep Banerjee, 60, is Executive Director, Supply Chain. He retires by rotation and his reappointment is in line with statutory requirements. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Dev Bajpai (DIN : 00050516) as Director | For | For | Dev Bajpai, 53, is Executive Director, Legal and Corporate Affairs. He retires by rotation and his reappointment is in line with statutory requirements. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Srinivas Phatak (DIN : 02743340) as Director | For | For | Srinivas Phatak, 47, is Executive Director, Finance & IT and the CFO. He retires by rotation and his reappointment is in line with statutory requirements. |

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| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint BSR & Co. LLP as statutory auditors for five years and authorize the board to fix their remuneration | For | For | In the 2014 AGM, the company appointed BSR & Co. LLP as statutory auditors. The company now seeks approval to reappoint BSR & Co. LLP for a further period of five years and fix their remuneration. Their appointment is in line with our Voting Guidelines on Auditor (Re)appointments and with the requirements of Section 139 of the Companies Act 2013. Their FY20 proposed remuneration aggregating Rs. 37mn is reasonable in the context of HUL's size. However, we raise concern over the possible implications on BSR & Co LLP regarding investigations conducted by government bodies on one of its associate firms. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Revise the remuneration structure for CEO/Managing Director and Whole-time Directors | For | For | The remuneration structure is proposed to be restructured; such that the cap on the basic salary component for the CEO/Managing Director increases to Rs. 50 mn (Rs. 40 mn earlier) and that for Whole-time directors to Rs. 30 mn (Rs. 25 mn earlier). The proposed remuneration structure does not provide any clarity on any of the other components of director remuneration. However, the company has been judicious in its pay-outs to directors in the past and is comparable with peers. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Appoint Leo Puri (DIN: 01764813) as Independent Director for a period of five years with effect from 12 October 2018 | For | For | Leo Puri, 58, was the former MD of UTI Asset Management Company (or UTI Mutual Fund) till August 2018, and has also been a senior partner at McKinsey & Company as well as managing director at Warburg Pincus. Currently he is the non-executive chairman of Northern Arc Capital. His appointment is in line with statutory requirements. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Aditya Narayan (DIN: 00012084) as Independent Director for another period of one year with effect from 30 June 2019 | For | Against | Aditya Narayan, 67, has been on the board since 2001 as independent director. We believe that the length of tenure is inversely proportionate to the independence of a director and therefore classify him as non-independent due to his long association which exceeds 10 years with the company. |

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| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint O.P.Bhatt (DIN: 00548091) as Independent Director for a period of five years with effect from 30 June 2019 | For | For | O. P. Bhatt, 68, has been on the board for 7 years. His reappointment for a period of 5 years will result in his cumulative tenure crossing 10 years. After crossing 10 years we will consider him as non-independent. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Sanjiv Misra (DIN: 03075797) as Independent Director for a period of five year with effect from 30 June 2019 | For | For | Sanjiv Misra, 71, has been on the board for 6 years. His reappointment for a period of 5 years will result in his cumulative tenure crossing 10 years. After crossing 10 years we will consider him as non-independent. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Approve continuation of Sanjiv Misra as Independent Director post attainment of 75 years of age till the end of his tenure | For | For | Sanjiv Misra shall attain 75 years of age during his upcoming 5 year term (to be approved in 2019 AGM). Recent changes in SEBI's LODR require directors having attained the age of 75 to be reapproved by shareholders through a special resolution. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Reappoint Ms. Kalpana Morparia (DIN: 00046081) as Independent Director for a period of five years with effect from 09 October 2019 | For | For | Ms. Kalpana Morparia, 69, is the CEO of JP Morgan India. She has been on the board of HUL since October 2014. Her reappointment as Independent Director for a period of 5 years is in line with statutory requirements. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Approve continuation of Ms. Kalpana Morparia as Independent Director post attainment of 75 years of age till the end of her next tenure | For | For | Ms. Kalpana Morparia shall attain 75 years of age during her upcoming 5 year term (to be approved in 2019 AGM). Recent changes in SEBI's LODR require directors having attained the age of 75 to be reapproved by shareholders through a special resolution. We support Kalpana Morparia's reappointment for another term of five years, and her continuation on the board after attaining the age of 75 years. |
| 29-Jun-2019 | HINDUSTAN UNILEVER LTD. | AGM | Management | Fix remuneration of Rs. 1.2 mn for M/s RA & Co. as cost auditors for FY20 | For | For | The total remuneration proposed to be paid to the cost auditors in FY20 is reasonable compared to the size and scale of the company's operations. |