

Meeting Date	Company Name	Type of Meeting	Proposal by Management or Shareholder	Proposal's/Resolution's description	Investee company's Management Recommendation	PF's voting recommendation	PF's rationale for the voting recommendation	Vote (For/ Against/ Abstain)
02-07-2025	Embassy Office Parks REIT	AGM	Management	To consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of Embassy REIT, together with the report of the auditor thereon and the annual report on activities and performance of Embassy REIT for the year ended March 31, 2025.	FOR	FOR	Compliant with REIT Regulations. No governance concern identified.	FOR
02-07-2025	Embassy Office Parks REIT	AGM	Management	To consider, approve and adopt the valuation report issued by Ms. L Anuradha, Mrics, Independent Valuer for the valuation of Embassy REIT's Portfolio as at March 31, 2025.	FOR	FOR	Compliant with REIT Regulations. No governance concern identified.	FOR
03-07-2025	Trent Limited	AGM	Management	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Reports of the Board of Directors and Auditors thereon.	FOR	ABSTAIN	Group Company	FOR
03-07-2025	Trent Limited	AGM	Management	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Report of the Auditors thereon.	FOR	ABSTAIN	Group Company	FOR
03-07-2025	Trent Limited	AGM	Management	To declare a dividend of Rs 5/- per Equity Share of face value of Rs 1/- each for the Financial Year ended 31st March 2025.	FOR	ABSTAIN	Group Company	FOR
03-07-2025	Trent Limited	AGM	Management	To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation, and being eligible, offers himself for re-appointment.	FOR	ABSTAIN	Group Company	FOR

03-07-2025	Trent Limited	AGM	Management	Re-appointment of Mr. Jayesh Merchant (DIN: 00555052) as an Independent Director of the Company, for a second term commencing from 7th August 2025 upto 6th August 2030, not liable to retire by rotation.	FOR	ABSTAIN	Group Company	FOR
03-07-2025	Trent Limited	AGM	Management	Appointment of M/s. Parikh and Associates, a firm of Practicing Company Secretaries, (Firm Registration No. P1988MH009800) as the Secretarial Auditors of the Company for a term of five years commencing from 1st April 2025 upto 31st March 2030 at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors.	FOR	ABSTAIN	Group Company	FOR
03-07-2025	Trent Limited	AGM	Management	Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company for an aggregate value not exceeding Rs 2,000 Crore during the Financial Year 2025-26, subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm's length basis.	FOR	ABSTAIN	Group Company	FOR

05-07-2025	Samvardhana Motherhood International Ltd	PBL	Management	To capitalize a sum not exceeding INR 351,81,47,534/- out of the securities premium account of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus equity shares of face value of INR 1/- each, credited as fully paid up equity shares to the holders of the existing fully paid-up equity shares of the Company, whose names appear in the Register of Members / list of Beneficial Owners on such date (Record Date) as may be fixed by the Board in this regard, in the proportion of one (1) equity share as bonus share for every two (2) existing fully paid up equity shares held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member / beneficial owner.	FOR	FOR	Post issuance of the bonus shares, the equity share capital of the company will increase to Rs. 10.6 bn comprising 10.6 bn equity shares of Rs. 1.0 each from Rs. 7.0 bn comprising of 7.0 mn equity shares of Rs. 1.0 each. For the issuance of bonus shares, the board has recommended capitalization of Rs. 3.5 bn out of the company's securities premium account as on 31 March 2025. The securities premium account available for capitalization as on 31 March 2025 is Rs. 313.1 bn. The bonus issue is likely to improve liquidity for the stock and make the equity shares affordable to small investors. We support the resolution.	FOR
06-07-2025	Ashok Leyland Limited	PBL	Management	To capitalize a sum not exceeding Rs. 293,65,27,276/- standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company for issue of bonus equity shares to the equity shareholders and holders of GDRs by way of issue of one equity share of Rs. 1/- each credited as fully paid to the equity shareholders and holders of GDRs, in the proportion of one equity share held by those shareholders whose names appear in the Register of Members and in the beneficial records of the depositories as on the record date fixed for this purpose.	FOR	FOR	An amount of Rs. 2.94 bn will be capitalized from the free reserves and/or securities premium account and/or or capital redemption reserve to facilitate the bonus issue. The company's free reserves and security premium account stood at Rs. 83.0 bn on 31 March 2025. The bonus issue will increase the company's paid up share capital to Rs. 5.87 bn from Rs.2.94 bn. The bonus issue is expected to improve stock liquidity and expand the retail shareholder base. We support the resolution.	FOR

06-07-2025	Ashok Leyland Limited	PBL	Management	<p>Material Related Party Transactions with TVS Trucks and Buses Private Limited for the FY 2025-26, for Sale/purchase of vehicles / spares / engines / materials/ service / technology, / kits / accessories / reconditioning of engines / service training, Other expenditure (Warranty recovery / reimbursement / sales promotion / sharing of space), Other income / expenses (Incentive / Commission / Discount etc.), Reimbursement /Recovery of expenditure, SAP CRM/DBM, IT Sharing Services, Manpower Support Cost, AMC, Refunds, Free service, Reimbursement of marketing activity expenses, and any other expenses, equity infusion etc., for an aggregate value which would be in excess of Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and are in the ordinary course of business of the Company.</p>	FOR	FOR	<p>TTBPL is a joint venture between Ashok Leyland and TVS Vehicle Mobility Solution Private Limited (TVMSPL), with a holding of 49.9% and 50.1% respectively. It is engaged in the business of selling Ashok Leyland's range of products including chassis, fully built trucks and buses, MHCVs, LCVs, ELCVs, distribution of spare parts, providing services for the products and vehicles in the National Capital Region (NCR), Delhi.</p> <p>The approval is sought is for an indefinite amount even though the company has estimated the value of transactions to be Rs. 15.0 bn to Rs. 20.0 bn for FY26. We support the resolution because we draw comfort from the proposed transactions being in the ordinary course of business, at arm's length price, and for a defined period. The company must disclose a rationale for seeking such high limits, given transactions in FY25 were Rs. 2.1 bn.</p>	FOR
------------	-----------------------	-----	------------	---	-----	-----	---	-----

06-07-2025	Ashok Leyland Limited	PBL	Management	Material Related Party Transactions with AML Motors Private Limited for the FY 2025-26, for Sale / purchase of vehicles / spares / engines / materials/ service / technology, Forklift operation and maintenance, Other income / expenses (Incentive / Commission / Discount etc..), Reimbursement /Recovery of expenditure, Warranty recovery / reimbursement / sales promotion / sharing of space, Other Transactions etc., for an aggregate value which would be in excess of Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and are in the ordinary course of business of the Company.	FOR	FOR	AML is a joint venture with the TVS group, and a related party of Ashok Leyland's subsidiary, Global TVS Bus Body Builders Limited. AML is an automobile dealer in Karnataka. It has dealership/distributorship agreement with Ashok Leyland for its products and is authorized to promote, market, distribute & sell commercial vehicles manufactured by Ashok Leyland. It also renders requisite after-sales support services and addresses warranty claims raised by customers. The proposed transactions are classified as Related Party Transactions due to common directorship on the boards of Global TVS Bus Body Builders Limited (GTVS) - a joint venture between TVS Mobility (33.33%) and Ashok Leyland (66.67%) and AML. The approval for transactions is being sought for an indefinite amount though the estimated value of transactions for FY26 is Rs. 20.0 bn to Rs. 30.0 bn. We support the resolution because we draw comfort from the proposed transactions being in the ordinary course of business, at arm's length price and for a defined timeline. The company must disclose a rationale for seeking such high limits, given transactions in FY25 were Rs. 12.85 bn.	FOR
------------	-----------------------	-----	------------	--	-----	-----	--	-----

06-07-2025	Ashok Leyland Limited	PBL	Management	Material Related Party Transactions with Switch Mobility Automotive Limited for the FY 2025-26, for EV Telematics Service Charges, Fee for Corporate Guarantee, Interest income / expenditure / recovery / reimbursement of bank charges, Logistics Income / Expense /Recovery, Recovery / Reimbursement - Resource Sharing, Reimbursement /Recovery of expenditure, Sale / purchase of vehicles / spares / engines / materials/ service / technology / royalty, Sharing of premises / Leasing of facility / machines, Trade Advance, Loans, Subcontracting activity, Tooling support / development / testing charges etc., for an aggregate value which would be in excess of Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and are in the ordinary course of business of the Company.	FOR	FOR	SMAL is involved in manufacturing and dealing in Electric Vehicles. Optare Plc UK (Optare Plc) - a subsidiary of Ashok Leyland with a holding of 93%, balance held by Hinduja Automotive Ltd (UK), is the holding company of Switch Mobility Ltd, UK (Switch UK) which in turn owns 100% of SMAL. In June 2025, Optare Plc, with its acquisition Dana Ltd.'s 1.01% holding in Switch UK increased its holding from 98.56% to 99.57% and together with Hinduja Automotive Ltd (UK) (Hindustan Automotive), now hold a 100% stake in Switch UK. The proposed transactions will be for sale and purchase of vehicles, spares, engines, materials, assets, technology, rendering and/or availing of services, sharing of resources and issuance of guarantees and loans. Though the transactions for FY26 are estimated at Rs. 60.0 to Rs. 70.0 mn, approval is being sought for an indefinite amount. We support the resolution because we draw comfort from the proposed transactions being in the ordinary course of business, at arm's length price and for a defined timeline. The company must disclose a rationale for seeking such high limits, given transactions in FY25 were Rs. 23.3 bn.	FOR
06-07-2025	Ashok Leyland Limited	PBL	Management	Material Related Party Transactions between Switch Mobility Automotive Limited and OHM Global Mobility Private Limited for the FY 2025-26, the Company's Subsidiaries, for Purchase / Sale of Goods, Vehicles and Services, Other expenditure incurred / recovered, Manpower Support Services etc., for an aggregate value which would be in excess of Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, as may be decided by the Board of Directors/Audit Committee from time to time, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and are in the ordinary course of business of the Company.	FOR	FOR	SMAL is a step-down subsidiary of Ashok Leyland, engaged in manufacturing and dealing in Electric Vehicles. OGMPL is a wholly owned subsidiary, engaged into the business of transportation, logistics operation and management and e-Mobility as a Service (e-MaaS). The proposed transactions are for purchase / sale of goods and services, other expenditure incurred / recovered, manpower support services etc. Though the transactions for FY26 are estimated at Rs. 20.0 to Rs. 30.0 mn, approval is being sought for an indefinite amount. We support the resolution because we draw comfort from the proposed transactions being in the ordinary course of business, at arm's length price and for a defined timeline. The company must disclose a rationale for seeking such high limits, given transactions in FY25 were Rs. 5.3 bn	FOR

06-07-2025	Ashok Leyland Limited	PBL	Management	Material Related Party Transactions with TVS Vehicle Mobility Solution Private Limited for the FY 2026-27, for Sale/ purchase of vehicles / spares / engines / materials/ service / technology, forklift operation and maintenance, other income / expenses (incentive / commission / discount etc.), reimbursement / recovery of expenditure, other transactions, warranty recovery / reimbursement / sales promotion / sharing of space etc., for an aggregate value which would be in excess of Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, as may be decided by the Board of Directors / Audit Committee from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length basis and are in the ordinary course of business of the Company.	FOR	FOR	TVMSPL is a related party of Global TVS Bus Body Builders Limited ('GTVS') – a subsidiary of Ashok Leyland, by virtue of a Director of GTVS holding directorship in TVMSPL. TVMSPL is also a dealer for Ashok Leyland's products on a pan India basis. The proposed transactions will be for sale / purchase of vehicles, spares, engines, services, materials/ service / assets / technology, forklift operation & maintenance, other income / expenses (incentive / commission / discount etc.), reimbursement / recovery of expenditure, warranty recovery / reimbursement / sales promotion / sharing of space etc. Though the transactions for FY27 are estimated at Rs. 115.0 to Rs. 125.0 mn, approval is being sought for an indefinite amount. We support the resolution because we draw comfort from the proposed transactions being in the ordinary course of business, at arm's length price and for a defined timeline. The company must disclose a rationale for seeking such high limits, given transactions in FY25 were Rs. 43.0 bn	FOR
06-07-2025	Ashok Leyland Limited	PBL	Management	Ratification of remuneration of Rs. 9,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, payable to Messer's. Geeyes and Co., Cost and Management Accountants, (Firm Registration No. 000044), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ended March 31, 2025.	FOR	FOR	The proposed remuneration for FY25 is reasonable, compared to the size and scale of the company's operations.	FOR

12-07-2025	Alkem Laboratories Limited	PBL	Management	Appointment of Mr. Ranjal Laxmana Shenoy (DIN: 00074761) as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th July, 2025 upto 12th July, 2030, and that he shall not be liable to retire by rotation.	FOR	FOR	Ranjal Laxmana Shenoy, 77, has around five decades of experience in finance, taxation, legal, commercial, secretarial, auditing, procurement, distribution, and regulatory affairs. He has been involved in restructuring companies, IPOs, rights issues, bonus issues, buybacks, and the acquisition of brands and companies. He served as Whole Time Director – Finance and Legal, and Company Secretary at Merck Limited (formerly E. Merck (India) Limited), the Indian subsidiary of a German science and technology company. He was on the board of Alkem Laboratories Limited (Alkem) from 20 February 2015 to 11 July 2022 and resigned, citing a potential conflict of interest due to a relative becoming a partner at KPMG Advisory Services Private Limited. At the time, B S R & Co. LLP, a KPMG affiliate, were Alkem's statutory auditors. B S R & Co. LLP has since ceased to be the company's statutory auditors, with Deloitte Haskins & Sells LLP appointed from the 2024 AGM. Three years have elapsed since his last association with the company, and thus, his appointment as an Independent Director is in line with statutory requirements. We support the resolution	FOR
12-07-2025	Alkem Laboratories Limited	PBL	Management	Appointment of Ms. Neela Bhattacharjee (DIN: 01912483) as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th July, 2025 upto 12th July, 2030, and that she shall not be liable to retire by rotation.	FOR	FOR	Ms. Neela Bhattacharjee, 65, is a leadership and management consultant and has over 32 years of experience working in business strategy, mergers and acquisitions, sales and marketing, and product development in the information technology and services industry. She previously served as the Managing Director of Accelya Solutions India Ltd. (a software provider to the airline industry) and co-founded Softcell Consultants (specialized in IT solutions for the shipping, fibre marketing, and hospitality industries). Her appointment as an Independent Director is in line with statutory requirements. We support the resolution	FOR

16-07-2025	Cipla Limited	AGM	Management	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditor thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. Additionally, the company must disclose the reason for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR
16-07-2025	Cipla Limited	AGM	Management	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2025 and the report of the Auditor thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. Additionally, the company must disclose the reason for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR
16-07-2025	Cipla Limited	AGM	Management	To declare a final dividend of Rs. 13/- per equity share and a special dividend of Rs. 3/- per equity share on the occasion of completing 90 years of the Company, aggregating to Rs. 16/- per equity share (i.e. 800% on the face value of Rs. 2), as recommended by the Board of Directors for the financial year ended 31st March, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 12.9 bn and the dividend payout ratio is 25.1% of standalone PAT and 24.5% of consolidated PAT. We support the resolution.	FOR
16-07-2025	Cipla Limited	AGM	Management	To re-appoint Mr Umang Vohra (DIN: 02296740), Managing Director and Global Chief Executive Officer, who retires by rotation and being eligible, has offered himself for re-appointment.	FOR	FOR	Umang Vohra, 54, is the Managing Director and Global Chief Executive Officer of Cipla Limited. He attended all seven board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR

16-07-2025	Cipla Limited	AGM	Management	Ratification of remuneration of Rs. 12,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/S Joshi Apte and Associates (Firm Registration No. 000240), the Cost Auditor of the Company, to conduct audit and submit the cost audit report for the financial year ending 31st March, 2026, as approved by the Board of Directors.	FOR	FOR	The total remuneration proposed to be paid to the cost auditor for FY26 is reasonable compared to the size and scale of operations. We support the resolution.	FOR
16-07-2025	Cipla Limited	AGM	Management	To appoint M/s BNP and Associates, Company Secretaries (Firm Registration No. P2014MH037400) as the Secretarial Auditors of the Company, for a term of five (5) years, commencing from the conclusion of 89th Annual General Meeting till the conclusion of 94th Annual General Meeting at such remuneration may be determined by the Board of Directors.	FOR	FOR	The secretarial auditors are proposed to be paid a remuneration of Rs. 550,000 plus applicable taxes and out-of-pocket expenses for FY26, and the board will determine the remuneration for the remaining tenure. The company may also avail of other permissible services from BNP & Associates. We understand that BNP & Associates have been the secretarial auditors of Cipla Limited since FY15 and have also acted as scrutinisers for shareholder meetings. The proposed remuneration is commensurate with the size of the company, and the appointment of secretarial auditors is in line with statutory requirements. We support the resolution.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	To receive, consider and adopt (a) the audited standalone revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2025 and the balance sheet as at that date, together with the reports of the directors and auditors thereon, and (b) the audited consolidated revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2025 and the balance sheet as at that date, together with the report of the auditors thereon.	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).	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	To declare dividend of Rs. 2.10/- per equity share for the financial year ended March 31, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 4.5 bn and the dividend payout ratio is 25.1%.	FOR

16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	To appoint a Director in place of Ms. Vibha Padalkar (DIN: 01682810) who retires by rotation and, being eligible, offers herself for re-appointment.	FOR	FOR	Ms. Vibha Padalkar, 57, is Managing Director and CEO of HDFC Life since August 2012. She has attended all seven (100%) board meetings held in FY25. She retires by rotation and her reappointment is in line with statutory requirements. We support the resolution.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Payment of remuneration to M/s BSR and Co. LLP, Chartered Accountants (Firm Registration no. 101248W/W-100022) and M/s G.M. Kapadia and Co. Chartered Accountants (Firm Registration no. 104767W), Joint Statutory Auditors of the Company, of Rs. 55,00,000 each i.e. total remuneration of Rs. 1,10,00,000, plus applicable taxes and reimbursement of out of pocket expenses incurred by the Joint Statutory Auditors, on actuals, in connection with the audit of the financial statements for the financial year 2025-26 and for subsequent years thereafter until revised.	FOR	FOR	The statutory auditors were paid total remuneration of Rs. 10.9 mn for FY25. The proposed remuneration paid to joint statutory auditors is Rs. 5.5 mn each i.e. total remuneration of Rs. 11.0 mn (excluding expenses) for FY26 and for subsequent years thereafter until revised. The remuneration is in line with the complexity and scale of the business. We support the proposed remuneration.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Appointment of M/s Mehta and Mehta, Company Secretaries (Firm Registration no. P1996MH007500), as the Secretarial Auditor of the Company for conducting Secretarial Audit and to do all such actions that may be necessary, for a period of five (5) consecutive years, to hold office commencing from financial year 2025-26 till financial year 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, at such fees, plus applicable taxes and reimbursement of out of pocket expenses incurred by them, as may be mutually agreed upon between the Board (including Audit Committee) and the Secretarial Auditor.	FOR	FOR	The company proposes to appoint Mehta & Mehta, Company Secretaries, as secretarial auditors for five years from FY26. HDFC Life proposes to pay Mehta & Mehta a remuneration of Rs. 350,000 per annum for FY26 plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for the remaining tenure will be decided by the board based on the recommendations of the Audit Committee and mutually agreed with the Secretarial Auditor. The Company may also avail various permissible professional services for which the auditors will be remunerated separately. The previous secretarial auditors, NL Bhatia & Associates, were paid a remuneration of Rs. 250,000 for FY25. The proposed remuneration payable to Mehta & Mehta is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Payment of remuneration in the form of profit-related commission to Non-Executive Directors.	FOR	FOR	HDFC Life proposes to pay profit-linked commission of Rs. 3.0 mn p.a. to each Non-Executive Director for a period of five years starting from FY25, subject to an overall cap of 1% of the Company's net profits. This commission is in addition to the sitting fees paid to Independent Directors for attending meetings of the Board and its Committees. In line with the IRDAI Corporate Governance Regulations, Non-Executive Directors are eligible to receive such profit-related commission, currently capped at Rs. 3.0 mn p.a., subject to revision by IRDAI from time to time. Earlier, at the 2022 AGM, shareholders had approved a commission of Rs. 2.0 mn p.a. for each Non-Executive Director. In the last five years, the aggregate commission to non-executive directors ranged between 0.03% - 0.06% of standalone PBT. The proposed commission to the independent directors is in-line with market practices and in line with statutory regulations.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Appointment of Mr. Vineet Arora (DIN: 07948010), as Whole-time Director (designated as Executive Director and Chief Business Officer) for a period of three (3) years with effect from May 1, 2025 and to fix his remuneration.	FOR	FOR	Vineet Arora's fixed remuneration for FY26 is proposed at Rs 36.5 mn and his variable pay including cash and fair value of share linked instruments can go upto 300% of fixed pay, taking total remuneration to a maximum of Rs. 146.4 mn. We expect HDFC Life to remain judicious in its payouts, as it has historically been. As good practice, the company must disclose the estimated quantum of stock options to be granted over the course of his tenure, along with the indicative range of variable compensation, rather than relying on regulatory ceilings. Additionally, a transparent articulation of the performance metrics used to determine variable pay is essential. We note that Vineet Arora was a KMP in FY25 – yet the annual reports does not carry details of his FY25 remuneration. Notwithstanding, we support the resolution.	FOR

16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Revision in remuneration of Ms. Vibha Padalkar (DIN: 01682810), as Managing Director and Chief Executive Officer of the Company, with effect from April 1, 2025.	FOR	FOR	Ms. Vibha Padalkar, 57, has been MD & CEO since August 2012 and was paid a remuneration of Rs. 134.0 mn (58% of the pay is variable – performance bonus + fair value of stock options granted) in FY25. Ms. Vibha Padalkar's fixed remuneration for FY26 is proposed at Rs 62.3 mn and her variable pay including cash and fair value of share-linked instruments can go upto 300% of fixed pay, taking total remuneration to a maximum of Rs. 249.2 mn. In the past, variable pay has accounted for 59% of Vibha Padalkar's total pay. We support the resolution. As good practice, the company must disclose the estimated quantum of stock options to be granted over the course of her tenure, along with the indicative range of variable compensation, rather than relying on regulatory ceilings. Additionally, a transparent articulation of the performance metrics used to determine variable pay is essential.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Revision in remuneration of Mr. Niraj Shah (DIN: 09516010), as Whole-time Director (designated as Executive Director and Chief Financial Officer) of the Company, with effect from April 1, 2025.	FOR	FOR	Niraj Shah, 50, has been ED & CFO since April 2023 and was paid a remuneration of Rs. 54.0 mn (44% of the pay is variable – performance bonus + fair value of stock options granted) in FY25. Niraj Shah's fixed remuneration for FY26 is proposed at Rs 34.8 mn and his variable pay including cash and fair value of share linked instruments can go upto 300% of fixed pay, taking total remuneration to a maximum of Rs. 139.2 mn. In the past, variable pay has accounted for 44% of	FOR

16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	To enter into and/or carrying out and/ or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise) with HDFC Bank Limited (Bank), being a related party of the Company, for the value of transaction Rs. 42,000 crore (approx) for the financial year 2025-26.	FOR	FOR	HDFC Life periodically engages in banking related activities, including availing funded / non-funded facilities from HDFC Bank. The company also pays fees to HDFC Bank for distribution of its life insurance products. In FY26, HDFC Life expects these transactions and other banking transactions to exceed the materiality threshold of Rs 10.0 billion or 10% of consolidated revenues. The value of transactions for banking transactions cannot be exactly ascertained as it is subject to HDFC Life and the requirements of the bank, which may vary from time to time. Transactions related to the distribution of its products are estimated at Rs. 420.0 bn for FY26. The transactions are in the ordinary course of business of the company and the bank and on an arm's length basis. We note that the company has paid space usage fee of ~0.6-2.4% of total premium income to and name usage fee ~0.4% of total premium income to promoters HDFC / HDFC Bank over the last five years: it must clarify the basis of computation of such fee paid. Notwithstanding, we support the resolution.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Approval of Employee Stock Option Scheme - 2025.	FOR	FOR	The company proposes to grant upto 7,350,838 options which will result in a overall dilution of ~0.50% (after considering the dilution of resolution #13 PRSUs 2025 Scheme) on the expanded capital base. The exercise period shall be the latest available closing price of an equity share of the company on the stock exchange on which the equity shares are listed, on the date immediately prior to the date of the meeting of the NRC at which the options are granted. If an employee has already been granted PRSUs under the Company's PRSU Scheme, he shall not be granted options under the ESOS 2025 in that financial year. Given that options will be issued at close to the market price, we believe this scheme will ensure alignment of interests between the investors and employees of the company. We support the resolution.	FOR

16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Approval of Employee Stock Option Scheme - 2025 for the eligible employees of the subsidiary company(ies).	FOR	FOR	HDFC Life proposes to extend ESOS 2025 to the employees of the subsidiary company(ies) (current and future). We expect the company to extend the scheme to unlisted subsidiaries only. We support the resolution.	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Approval of Performance Restricted Stock Units Scheme - 2025.	FOR	FOR	Under PRSU 2025 Scheme, the company proposes to grant 3,459,555 PRSUs to eligible employees. The eligible employees are classified into three categories: (i) Category 1 includes senior employees in Band 6 or 7 (e.g., SVP, VP, or equivalent) with a performance rating of “3 – Meets Expectations” or higher, regardless of tenure; (ii) Category 2 comprises loyalty employees who have completed at least 10 years of continuous service and have a performance rating of “4 – Exceeds Expectations” or “5 – Outstanding”; and (iii) Category 3 covers employees awarded “Employee of the Year” or those recently hired in Band 6 or 7 with PRSUs committed as part of their employment offer. The fresh issuance will result in a dilution of ~0.50% (after considering the dilution of resolution #11 ESOS 2025 Scheme) on the expanded capital base. The exercise price under the scheme is the face value of the equity share i.e. Rs. 10.0 per PRSU. The PRSUs have performance-based vesting, on the achievement of conditions related to continued employment, individual performance, and company performance. A minimum individual performance rating of “3 – Meets Expectations” is required in the appraisal cycle before vesting. The company performance is assessed through a scorecard including metrics like net profit, new business value and margin, EPI, customer complaints, persistency, embedded value profit, and market share. A rating of 3 or above results in full vesting; a rating	FOR
16-07-2025	HDFC Life Insurance Company Ltd	AGM	Management	Approval of Performance Restricted Stock Units Scheme - 2025 for the eligible employees of the subsidiary company(ies).	FOR	FOR	The company proposes to extend PRSU 2025 to the employees of the subsidiary company(ies) (present and future). We expect the company to extend the scheme to unlisted subsidiaries only. Hence, we support the resolution.	FOR

17-07-2025	Tech Mahindra Limited	AGM	Management	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and the Statutory Auditor thereon.	FOR	FOR	We have relied upon the auditors' report, which has placed an emphasis of matter in the standalone financial statements, highlighting the claims made on erstwhile Satyam Computer Services Limited by 37 companies for repayment of Rs 12.3 bn allegedly given as advances. The company's management believes these claims will not have to be paid, based on the current legal status, lack of supporting documents, and external legal advice. The auditors' opinion is not modified in respect of these matters. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). The company must disclose the reason for having payables overdue by more than two years. We support the resolution.	FOR
17-07-2025	Tech Mahindra Limited	AGM	Management	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Statutory Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has placed an emphasis of matter in the consolidated financial statements, highlighting the claims made on erstwhile Satyam Computer Services Limited by 37 companies for repayment of Rs 12.3 bn allegedly given as advances. The company's management believes these claims will not have to be paid, based on the current legal status, lack of supporting documents, and external legal advice. The auditors' opinion is not modified in respect of these matters. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). The company must disclose the reason for having payables overdue by more than two years. We support the resolution.	FOR

17-07-2025	Tech Mahindra Limited	AGM	Management	To confirm the payment of Interim Dividend of Rs. 15/- per equity share of Rs. 5/- each fully paid-up (300% on face value) and to declare Final Dividend of Rs. 30/- per equity share of Rs. 5/- each fully paid-up (600% on face value) for the financial year 2024-25.	FOR	FOR	Total dividend payout for FY25 aggregates Rs. 42.1 bn (Rs. 39.1 bn in FY24). The total dividend payout ratio for FY25 is 125.6% of the standalone Profit After Tax (183.5% in FY24). We support the resolution.	FOR
17-07-2025	Tech Mahindra Limited	AGM	Management	To approve re-appointment of Mr. Mohit Joshi (DIN: 08339247), Director, who retires by rotation at this 38th Annual General Meeting, and being eligible for re-appointment.	FOR	FOR	Mohit Joshi, 51, is the Managing Director and CEO. He has over two decades of experience in enterprise technology software and consulting. He attended all four meetings held in FY25. His reappointment is in line with statutory requirements. We support the resolution.	FOR
17-07-2025	Tech Mahindra Limited	AGM	Management	To approve appointment of M/s. Makarand M. Joshi and Co. Practicing Company Secretary (Firm Registration No. P2009MH007000 and Certificate of Practice No. 3662) (MMJC) as the Secretarial Auditor of the Company to hold office for a term of five consecutive years from the commencement of financial year 2025-26 till conclusion of the financial year 2029-30, at such remuneration.	FOR	FOR	The company proposes to appoint Makarand M. Joshi & Co. (MMJC) as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 550,000 p.a., plus out of pocket expenses and taxes at the applicable rates, for secretarial audit of the secretarial records of the company. The proposed remuneration payable to Makarand M. Joshi & Co. is commensurate with the size of the company. We support the resolution.	FOR

17-07-2025	Tech Mahindra Limited	AGM	Management	To consider and approve adoption and implementation of the Tech Mahindra Performance Share Plan 2025 of the Company.	FOR	FOR	Under TechM PSP 2025, the company proposes to grant up to 7.5 mn options at face value, resulting in a dilution of 0.76% on the expanded capital base. Options granted at the face value of Rs. 5.0 represent a 99.7% discount to the current market price. We do not favour ESOP schemes where options are granted at a significant discount (>20%) to the market price, as stock options are 'pay at risk' options that employees accept at the time of grant. In the case of deeply discounted options, there is no alignment between the interests of investors and those of employees. We make an exception in cases where the vesting of such options is mandatorily linked to performance parameters, and the company has disclosed the pre-defined performance targets for such parameters. In this case, vesting will be based on the achievement of financial metrics (consolidated revenue target, consolidated EBIT margin, free cashflows, Return on capital employed) carrying a weightage of 60% and strategic priorities (Sustainability/ESG targets, Process Maturity / Stakeholder Satisfactory Index, Key People Metrics, Customer Satisfaction Scores) carrying a weightage of 40%. The Nomination and Remuneration Committee (NRC) will have the discretion to decide the key performance parameters annually out of the above parameters. The company has committed to disclosing performance parameter and weightages, range-based targets and achievements in future annual reports post-	FOR
17-07-2025	Tech Mahindra Limited	AGM	Management	To approve grant of Performance Stock Options to the employees of the Subsidiary company(ies) of the Company under the Tech Mahindra Performance Share Plan 2025 of the Company.	FOR	FOR	Through resolution #7, the company seeks shareholder approval to extend the benefits of TechM PSP 2025 to employees of subsidiary companies. We expect the scheme to be extended only to unlisted subsidiaries. Our view is linked to resolution #6. We support the resolution.	FOR

17-07-2025	Tech Mahindra Limited	AGM	Management	To consider and approve making provision of money by the Company to Tech Mahindra ESOP Trust to fund the subscription of equity shares of the Company for implementing the employee stock option schemes of the Company.	FOR	FOR	TechM PSP 2025 will be implemented through the trust route. Further, the employees have an option of exercising the options through the cash route or through the cashless route. In case of the cashless route. the trust will fund the payment of exercise price, the tax obligations and other related expenses pursuant to exercise of PSUs granted and such amount shall be adjusted against the sale proceeds of the equity shares of the PSU holder. Through resolution #8, the company seeks approval to grant an interest free loan of upto Rs. 50.0 mn to the trust. The loan shall be repayable to the company upon realisation of proceeds on sale/transfer of equity shares. Our view is linked to resolution #6. We support the resolution.	FOR
18-07-2025	Jindal Steel Ltd	PBL	Management	To approve the Related Party Transaction(s) with Nalwa Steel and Power Limited, for an aggregate amount upto Rs. 2,200 crores to be entered during FY 2025-26, provided that such contract(s)/ arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.	FOR	FOR	Compliant with law. No governance concern identified	FOR
18-07-2025	Jindal Steel Ltd	PBL	Management	To approve the Related Party Transaction(s) with Jindal Saw Limited, for an aggregate amount upto Rs. 2,500 crores to be entered during FY 2025-26, provided that such contract(s)/ arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.	FOR	FOR	Compliant with law. No governance concern identified	FOR
18-07-2025	Jindal Steel Ltd	PBL	Management	To approve the Related Party Transaction(s) with Jindal Global Trading DMCC (Formerly known as Vulcan Commodities DMCC), for an aggregate amount upto Rs. 1,600 crores to be entered during FY 2025-26, provided that such contract(s)/ arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.	FOR	FOR	Compliant with law. No governance concern identified	FOR

18-07-2025	Jindal Steel Ltd	PBL	Management	To approve the Related Party Transaction(s) between Jindal Steel Odisha Limited and Nalwa Special Steel Limited, for an aggregate amount upto Rs. 1,360 crores to be entered during FY 2025-26, provided that such contract(s)/ arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of JSOL.	FOR	FOR	Compliant with law. No governance concern identified	FOR
18-07-2025	Jindal Steel Ltd	PBL	Management	To change the name of the Company from Jindal Steel and Power Limited to Jindal Steel Limited and consequent alteration to Memorandum of Association and Articles of Association.	FOR	FOR	Compliant with law. No governance concern identified	FOR
18-07-2025	Jindal Steel Ltd	PBL	Management	To approve amendment in Jindal Steel and Power Employee Benefit Scheme - 2022.	FOR	AGAINST	The proposed amendments are a deterioration from past practice. The amendments seek to provide increased flexibility to the NRC to decide the exercise price and vesting criteria. Therefore, we are not able to determine if the scheme contours align with the interests of investors and employees. The vesting period is unusually long at 40 years, which neither provides an incentive mechanism nor a retention incentive for employees. The NRC has discriminatory powers to change the vesting criteria for individual employees. Further, the NRC has the power to re-price the grants made under the Scheme in the future. Given the reasons including lack of clarity on Exercise price and performance conditions, excessive vesting duration, and discretionary powers retained by the NRC, we do not support the proposed amendments. Hence, we do not support the resolution.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	FOR	FOR	Unqualified financial statements.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.	FOR	FOR	Unqualified financial statements.	FOR

18-07-2025	Shriram Finance Limited	AGM	Management	To declare a final dividend of Rs. 3/- per Equity Share of face value of Rs. 2/- each fully paid-up and to confirm the payment of two Interim Dividends viz. (i) first interim dividend of Rs. 22/- per Equity Share of face value of Rs. 10/- each fully paid up (pre-split of face value of equity share) and (ii) second interim dividend of Rs. 2.50 per Equity Share of face value of Rs. 2/- each fully paid up (post-split of face value of equity share) declared by the Board of Directors at their respective meetings held on October 25, 2024 and January 24, 2025, for the Financial Year ended March 31, 2025.	FOR	FOR	Sufficient funds available for payment of dividend	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	To appoint a Director in place of Mr. Ignatius Michael Viljoen (DIN 08452443), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director of the Company.	FOR	FOR	No governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	To fix remuneration of Rs. 9,650,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) payable to M/s. G. D. Apte and Co., Chartered Accountants, Mumbai (ICAI Firm Registration No.100515W), as one of the Joint Statutory Auditors of the Company for the Financial Year ending March 31, 2026.	FOR	FOR	No governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	To fix remuneration of Rs. 9,650,000/- (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses) payable to M/s M M Nissim and Co LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.107122W/W100672), as one of the Joint Statutory Auditors of the Company for the Financial Year ending March 31, 2026.	FOR	FOR	No governance concern identified	FOR

18-07-2025	Shriram Finance Limited	AGM	Management	To appoint M/s. V Suresh Associates, Peer Reviewed firm of Practising Company Secretaries (Firm Registration No. P2016TN053700), who have confirmed their eligibility as per the requirements of Regulation 24A of the Listing Regulations and circulars issued thereunder to hold office as Secretarial Auditor of the Company from the conclusion of 46th Annual General Meeting till the conclusion of 51st Annual General Meeting of the Company to conduct Secretarial Audit for a term of 5 (five) consecutive years from financial year 2025-26 to financial year 2029-30 and issue the necessary secretarial audit report for the aforesaid period and to fix their remuneration.	FOR	FOR	No governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	Payment of commission out of profits to all Independent Directors of the Company of an amount as may be decided by the Board of directors of the Company provided that the aggregate amount of the commission shall not exceed Rs. 250 Lakhs for every financial year over the period of three financial years commencing from April 1, 2025 and ending on March 31, 2028 subject to the ceiling of 1% of the net profits of the Company.	FOR	FOR	No major governance concern identified	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	Enhancement of limits of borrowing by the Board of Directors of the Company from Rs. 2,35,000 crores to Rs. 2,95,000 crores.	FOR	FOR	No governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	Enhancement of limits for creation of security by the Board of Directors of the Company on the Company's assets with respect to borrowing from Rs. 2,93,750 crores to Rs. 3,54,000 crores.	FOR	FOR	No governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	Enhancement of limit to sell/ assign/ securitize receivables by the Board of Directors of the Company from Rs. 50,000 crores to Rs. 75,000 crores.	FOR	FOR	No major governance concern identified.	FOR
18-07-2025	Shriram Finance Limited	AGM	Management	Alteration of the Main Object Clause (Clause III A) of the Memorandum of Association of the Company.	FOR	FOR	No governance concern identified.	FOR

23-07-2025	NTPC Limited	PBL	Management	To make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures (NCDs/Bonds) up to Rs.18,000 Crore in one or more tranches/series not exceeding 12 (twelve), through private placement.	FOR	FOR	The company is in capacity expansion mode and a major portion of the capital expenditure requirement of the company has to be funded by debt. The company borrows in the form of NCDs, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc. In addition to capital expenditure requirements, NTPC also needs to borrow funds to meet its working capital requirement and other general corporate purposes. The issue will be within the approved borrowing limit of the company. NTPC's debt programmes are rated CRISIL AAA/Stable/CRISIL A1+, which denotes the highest level of safety with regard to timely servicing of financial obligations. We support the resolution.	FOR
24-07-2025	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 2025, together with the Directors and Auditors Reports thereon.	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). The company must explain the reason for having payables overdue for over two years. We support the resolution.	FOR
24-07-2025	Bajaj Finance Limited	AGM	Management	To declare a dividend for the financial year ended 31 March 2025.	FOR	FOR	The company proposes to pay a dividend of Rs. 44.0 per equity share (face value Rs. 2.0 per equity share) for FY25. Additionally, a special dividend of Rs. 12.0 per share was approved during the year, arising from the sale of BHFL shares as part of its IPO listing. The total dividend outflow for FY25 is Rs. 34.8 bn and the dividend payout ratio is 20.9% of standalone after-tax profits, within the guidance of target payout being between 15%-25% of standalone PAT. We support the resolution.	FOR
24-07-2025	Bajaj Finance Limited	AGM	Management	To appoint a director in place of Anup Kumar Saha (DIN: 07640220), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		FOR	Anup Saha, 54, is the Managing Director of the company since April 2025 and has been associated with the company since 2017. He attended all eight board meetings held in FY25 (100%). He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR

24-07-2025	Bajaj Finance Limited	AGM	Management	To appoint M/s. Makarand M. Joshi and Co., (Practicing Company Secretaries Firm Registration Number: P2009MH007000) (PR No. 6290/2024) as Secretarial Auditor of the Company for a term of 5 consecutive years commencing from FY2026 till FY2030 to undertake secretarial audit and issue the secretarial audit report for the aforesaid period, at such fees, plus applicable taxes and other out-of-pocket expenses.	FOR	FOR	The company proposes to appoint Makarand M. Joshi & Co. as its Secretarial Auditors for a period of five years, from FY26 to FY30. The proposed remuneration is Rs. 650,000 per annum (excluding taxes) for the first three years, which includes services such as Corporate Governance Certification, Annual Secretarial Compliance Report, and Certification for non-disqualification of directors. For the remaining two years, the fees may be revised by up to 15%, subject to mutual agreement between the Board of Directors and the Secretarial Auditors. The said remuneration shall exclude other certification fee, applicable taxes, and out-of-pocket expenses. The proposed remuneration payable to Makarand M. Joshi & Co., is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
24-07-2025	Bajaj Finance Limited	AGM	Management	To make offer(s) or an invitation(s) or to issue non-convertible debentures (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 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.	FOR	FOR	The issuance of debt securities on a private placement basis will be within the company's overall borrowing limit of Rs. 3.75 tn. The issuances are unlikely to materially impact the NBFC's overall credit quality. An NBFC's capital structure is reined in by RBI's capital adequacy requirements Bajaj Finance Limited's outstanding bank loans are rated CRISIL AAA/Stable/CRISIL A1+, IND AAA/Stable/IND A1+, CARE AAA/Stable/CARE A1+ and ICRA AAA/Stable/ICRA A1+. The company should have disclosed the amount of NCDs it proposes to issue. Notwithstanding, we support the resolution.	FOR

24-07-2025	Bajaj Finance Limited	AGM	Management	To enter into and/or continuing with arrangements / contracts / agreements /transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bajaj Housing Finance Limited (BHFL) being a related party of the Company, for an aggregate amount not exceeding Rs. 12,612 crore, for the period, from the date of 38th Annual General Meeting up to the date of 39th Annual General Meeting (both days inclusive).	FOR	FOR	BHFL is a material listed subsidiary of Bajaj Finance Limited (BFL). BFL holds 88.75% in BHFL as on 31 March 2025. The company seeks approval for related party transactions with BHFL for upto an aggregate value of Rs. 126.12 bn from 2025 AGM to 2026 AGM. The nature of transactions include – acquisition of loans or loan pools by way of assignment and servicing arrangements, granting of any loans or advances, credit facilities, or any other form of fund-based facilities, charges for inter-company services rendered between the Company and BHFL and sourcing of products by the company and BHFL. In FY25, the transactions between BFL and BHFL aggregated Rs. 54.6 bn. The proposed transactions with BHFL are being undertaken at arm's length pricing and in the ordinary course of business. Further, approval is valid for a specific period and transactions are capped. The transactions are critical, given the nature of the business. The company must clarify the terms and conditions of the servicing fee being paid to Bajaj Housing Finance Limited for continuing to service transferred loans. Notwithstanding, we support the resolution.	FOR
------------	-----------------------	-----	------------	--	-----	-----	---	-----

24-07-2025	Bajaj Finance Limited	AGM	Management	To enter into and/or continuing with arrangements / contracts / agreements /transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Bajaj Allianz Life Insurance Company Limited (BALIC) for an aggregate amount not exceeding Rs. 1,445 crore, for FY2026.	FOR	FOR	Bajaj Allianz Life Insurance Company Limited (BALIC) is a subsidiary of Bajaj Finserv Limited (BFS), which is the listed holding company of Bajaj Finance Limited (BFL). BALIC is an unlisted material subsidiary of BFS, with BFS currently holding 74% of its paid-up share capital. Hence, BALIC is the fellow subsidiary of BFL. The nature of transactions include - Transactions as a corporate agent - commission income on distribution of life insurance products, charges for marketing, branding and allied services, insurance expenses and incidental intra-group transactions with BALIC, Interest and principal obligations on Non-Convertible Debentures (NCDs). In FY25, the transactions between BFL and BALIC aggregated Rs. 8.7 bn. The proposed transactions with BALIC are being undertaken at arm's length pricing and in the ordinary course of business. Further, approval is valid for a specific period and transactions are capped. These transactions provide commercial benefits to the Company while leveraging group synergies and improving operational efficiency. Hence, we support the resolution.	FOR
24-07-2025	Bajaj Finance Limited	AGM	Management	Modification to the Employee Stock Option Scheme, 2009.	FOR	FOR	The company proposed to insert new clauses into the ESOP 2009 scheme to allow the BFL Employees Welfare Trust to acquire shares from the secondary market. The amendments are operational in nature. The NRC in its sole and absolute discretion can determine the Vesting criteria which may include performance-based conditions or time-based conditions. The exercise price of stock options will be the closing market price one day prior to the date of grant. We believe this scheme will ensure an alignment of interest between the investors and employees of the company. Hence, we support the resolution.	FOR

24-07-2025	Bajaj Finance Limited	AGM	Management	Approval to extend the benefits and grant of options to the employee(s) of holding and/ or subsidiary company(ies) under the Employee Stock Option Scheme, 2009.	FOR	AGAINST	Currently the stock options under the ESOP 2009 scheme are granted to employees of the company and its unlisted subsidiaries. Through resolution #9, the company seeks to extend the grant of the ESOP 2009 scheme, to employees of holding and/or subsidiary company(ies). While we support the extension of stock options to employees of unlisted subsidiaries and unlisted holding company, we do not support these to be extended to employees of the listed holding company. Bajaj Finance has a listed holding company and a listed subsidiary. Hence, we do not support the resolution.	FOR
24-07-2025	Bajaj Finance Limited	AGM	Management	Approval to authorise the Trust, to acquire equity shares from secondary market for implementation of the Employee Stock Option Scheme, 2009.	FOR	FOR	The company seeks approval to implement the ESOP 2009 to a trust set up by the company under the name "BFL Employee Welfare Trust" and that the total number of equity shares under secondary acquisition held by the Trust shall not exceed, at any time, 5% of the number of fully paid-up equity shares of the company as on 31 March 2025. Further, the number of fully paid-up equity shares of the company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the number of paid-up equity shares of the Company as at the end of the previous financial year. Our view on resolution #10 is linked to our view on resolution#8. Hence, we support the resolution.	FOR
24-07-2025	IndiGrid Infrastructure Trust	AGM	Management	To consider, approve and adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements of IndiGrid Infrastructure Trust (IndiGrid) together with the Report of the Auditors thereon and the Annual Report on activities and performance of IndiGrid as at and for the financial year ended on March 31, 2025.	FOR	FOR	Unqualified Financial Statements	FOR
24-07-2025	IndiGrid Infrastructure Trust	AGM	Management	To consider, approve and adopt Valuation Report issued by Mr. Manish Gadia, Independent Valuer for the Valuation of the IndiGrid Assets as on March 31, 2025.	FOR	FOR	No concern identified	FOR

24-07-2025	IndiGrid Infrastructure Trust	AGM	Management	To consider and appoint Mr. S. Sundararaman, Chartered Accountant, bearing IBBI registration number IBBI/RV/06/2018/10238 as the Valuer of IndiGrid Infrastructure Trust for financial year 2025-26 and fix their remuneration.	FOR	FOR	No concern identified.	FOR
24-07-2025	Powergrid Infrastructure Investment Trust	AGM	Management	To consider and adopt the audited standalone financial statements and audited consolidated financial statements of Powergrid Infrastructure Investment Trust (PGInvIT) for the financial year ended March 31, 2025 together with the report of the auditors thereon and the annual report on activities and performance of PGInvIT for the financial year ended March 31, 2025.	FOR	FOR	Unqualified Financial Statements. Regarding composition of Audit Committee, it may be noted that POWERGRID Unchahar Transmission Limited ("PUTL") – Investment Manager to PGInvIT, being wholly owned subsidiary of POWERGRID, is a Government Company and power to appoint Independent Directors on the Board of PUTL vests with the President of India.	FOR
24-07-2025	Powergrid Infrastructure Investment Trust	AGM	Management	To consider and adopt the valuation report issued by M/s. INMACS Valuers Private Limited, independent valuer for the valuation of special purpose vehicles of POWERGRID Infrastructure Investment Trust as at March 31, 2025.	FOR	FOR	No concern identified.Regarding composition of Audit Committee, it may be noted that POWERGRID Unchahar Transmission Limited ("PUTL") – Investment Manager to PGInvIT, being wholly owned subsidiary of POWERGRID, is a Government Company and power to appoint Independent Directors on the Board of PUTL vests with the President of India.	FOR
24-07-2025	Powergrid Infrastructure Investment Trust	AGM	Management	Appointment of M/s S.K. Mittal and Co., Chartered Accountants, (Firm Registration No. 001135N) who have been Statutory Auditors to POWERGRID Infrastructure Investment Trust (PGInvIT) upto FY 2024-25, as the Statutory Auditors to PGInvIT for a further term of five consecutive financial years commencing from FY 2025-26 upto FY 2029-30 at a remuneration as may be fixed by the Board of Directors of POWERGRID Unchahar Transmission Limited, Investment Manager to PGInvIT (the Investment Manager) from time to time.	FOR	FOR	Approval of the unitholders is sought to authorise the Board of Directors of Investment Manager to fix the remuneration of Statutory Auditors in accordance with Regulations 22(3)(b) of SEBI (InvIT) Regulations, 2014.	FOR

25-07-2025	Axis Bank Limited	AGM	Management	To receive, consider and adopt the: (a) audited standalone financial statements of the Bank, for the fiscal year ended 31 March, 2025 and the reports of the Board of Directors and the Auditors thereon (b) audited consolidated financial statements, for the fiscal year ended 31 March, 2025 and the report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software for one subsidiary company. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	To declare dividend on the equity shares of the Bank, for the fiscal year ended 31 March, 2025.	FOR	FOR	Axis Bank proposes a final dividend of Rs 1.0 per share (of face value Rs 2.0) for FY25; unchanged from that paid in FY24. The total dividend will be Rs 3.1 bn and payout ratio will be 1.2%. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	To re-appoint Mini Ipe (DIN: 07791184) as a director, who retires by rotation and being eligible, has offered herself for re-appointment.	FOR	FOR	Mini Ipe, 61, is former Managing Director of Life Insurance Corporation of India (LIC). She has over 37 years of experience in the insurance sector. She is Non-Executive (Nominee) Director on the board of Axis Bank since July 2023. She represents Life Insurance Corporation of India (LIC), the promoter of the Bank, which held an 8.18% stake as of 31 March 2025. Mini Ipe has attended all nine (100%) board meetings held in FY25. She retires by rotation and her reappointment is in line with the statutory requirements. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Appointment of M/s. Bhandari and Associates, Company Secretaries, having Firm Registration No. P1981MH043700 and holding a valid peer review certificate (certificate no. 6157/2024) issued by the Institute of Company Secretaries of India (the ICSI), as the Secretarial Auditors of the Bank for a period of five consecutive years from fiscal 2026 till fiscal 2030 and including remuneration, as may be approved by the Committee.	FOR	FOR	Bhandari & Associates was initially appointed as the Secretarial Auditors of the bank in FY22. Axis Bank now proposes to appoint Bhandari & Associates as Secretarial Auditors for a period of five years, from FY26 to FY30. For FY25, they were paid a remuneration of Rs. 500,000 plus applicable taxes and reimbursement of out-of-pocket expenses. For FY26, the Bank proposes to pay them Rs. 550,000 plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for the subsequent years of their tenure will be determined by the Committee. The proposed remunerational payable to Bhandari & Associates is commensurate with the size of the bank. Their appointment is in line with statutory requirements. We support the resolution.	FOR

25-07-2025	Axis Bank Limited	AGM	Management	Revision in the remuneration payable to Amitabh Chaudhry (DIN: 00531120), Managing Director and CEO of the Bank, with effect from 1 April, 2025.	FOR	FOR	Amitabh Chaudhry was paid a remuneration of Rs 190.0 mn in FY25 which included variable pay and fair value of ESOPs granted. His proposed fixed remuneration for FY26, subject to RBI approval, is Rs 88.6 mn. Based on RBI guidelines and Axis Bank's remuneration policy, we estimate total variable pay at 1x-3x of fixed pay – taking overall remuneration for FY26 to range between Rs 177.2 – 354.5 mn. While the proposed range of remuneration is high, we draw comfort that it is subject to RBI approval, and we expect Axis Bank to be judicious in its payouts as in the past. The bank must disclose performance metrics that determine variable pay. The estimated remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Revision in the remuneration payable to Subrat Mohanty (DIN: 08679444), Executive Director of the Bank, with effect from 1 April, 2025.	FOR	FOR	Subrat Mohanty was paid a remuneration of Rs 91.2 mn in FY25 which included variable pay and fair value of ESOPs granted. His proposed fixed remuneration for FY26, subject to RBI approval, is Rs 47.6 mn. Based on RBI guidelines and Axis Bank's remuneration policy we estimate total variable pay at 1x-3x of fixed pay – taking overall remuneration for FY26 to range between Rs 95.1 mn – 190.3 mn. While the proposed range of remuneration is high, we draw comfort that it is subject to RBI approval, and we expect Axis Bank to be judicious in its payouts as in the past. The bank must disclose performance metrics that determine variable pay. The estimated remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. We support the resolution.	FOR

25-07-2025	Axis Bank Limited	AGM	Management	Revision in the remuneration payable to Munish Sharda (DIN: 06796060), Executive Director of the Bank, with effect from 1 April, 2025.	FOR	FOR	Munish Sharda was paid a remuneration of Rs 59.5 mn in FY25 which included variable pay and fair value of ESOPs granted. His proposed fixed remuneration for FY26, subject to RBI approval, is Rs 47.6 mn. Based on RBI guidelines and Axis Bank's remuneration policy we estimate total variable pay at 1x-3x of fixed pay – taking overall remuneration for FY26 to range between Rs 95.1 mn – 190.3 mn. While the proposed range of remuneration is high, we draw comfort that it is subject to RBI approval, and we expect Axis Bank to be judicious in its payouts as in the past. The bank must disclose performance metrics that determine variable pay. The estimated remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. We support the resolution.	FOR
25-07-2025	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 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 and withdrawable by cheque, draft, order or otherwise) exceed 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. 3,00,000 crores.	FOR	FOR	Axis Bank proposes to increase its borrowing limits to Rs 3.0 tn from Rs 2.5 tn approved in the 2022 AGM. Axis Bank's balance sheet size and net worth of the bank have increased significantly and considering the growth in business and present and future requirements, the bank will have to maintain the capital adequacy ratio at levels prescribed by the RBI as it follows through on its expansion plans which will ensure that the bank's debt levels will be at regulated levels at all times. Axis Bank's debt is rated CRISIL AAA/Stable/CRISIL A1+, ICRA AAA/Stable/ICRA A1+, IND AAA/Stable which denotes the highest degree of safety regarding timely servicing of financial obligations and Baa3/Stable/P-3 by Moody's, BBB-/Positive/A-3 by Standard & Poor's, and BB+/Stable/B by Fitch Ratings internationally. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Borrowing / raising of funds in Indian rupees / foreign currency, by issue of debt securities on a private placement basis for an amount of up to Rs. 35,000 crores.	FOR	FOR	Axis Bank's debt is rated CRISIL AAA/Stable/CRISIL A1+, ICRA AAA/Stable/ICRA A1+, IND AAA/Stable which denotes the highest degree of safety regarding timely servicing of financial obligations and Baa3/Stable/P-3 by Moody's, BBB-/Positive/A-3 by Standard & Poor's, and BB+/Stable/B by Fitch Ratings internationally. The debt instruments to be issued will be within the bank's overall borrowing limits. We support the resolution.	FOR

25-07-2025	Axis Bank Limited	AGM	Management	Raising of funds by issue of equity shares / depository receipts and / or any other instruments or securities representing either equity shares and / or convertible securities linked to equity shares for an amount of up to Rs. 20,000 crores.	FOR	FOR	As on 31 March 2025, the Bank's CET 1 ratio was 14.67% as against the regulatory minimum requirement of 8% for CET 1. At the current market price of Rs. 1,199.0 per share (as on 1 July 2025) the bank will issue ~166.8 mn shares to raise the entire amount of Rs. 200.0 bn. This will lead to an estimated dilution of ~ 5.1% on the expanded capital base. We believe that the dilution is reasonable. The capital raised will support the bank's growth plans and provide the bank with a buffer to absorb potential impact arising from any deterioration in asset quality. We support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Material related party transactions with Life Insurance Corporation of India (Promoter) in the aggregate with other transactions, may exceed Rs.1,000 crores or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements, whichever is lower, or such other threshold, as may be prescribed from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) / agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	Axis Bank proposes to enter into transactions with Life Insurance Corporation of India, its promoter, across various areas including: subscription to and purchase/sale of securities (of related or unrelated parties), issuance of the Bank's securities and related payments (interest/redemption), distribution of insurance products and related commissions, provision of funded and non-funded facilities (including applicable interest/fees), money market instruments and term lending/borrowing (including repo/reverse repo), forex and derivative transactions, payments for availing services, and receipt of fees, commissions, or service charges. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. Hence, we support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Material related party transactions with LIC Housing Finance Limited (Promoter group entity) in the aggregate with other transactions, may exceed Rs.1,000 crores or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements, whichever is lower, or such other threshold, as may be prescribed from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) / agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	Axis Bank proposes to enter into transactions with LIC Housing Finance Limited, a promoter group entity, across various areas including: subscription to and purchase/sale of securities (of related or unrelated parties), issuance of the Bank's securities and related payments (interest/redemption), provision of funded and non-funded facilities (including applicable interest/fees), money market instruments and term lending/borrowing (including repo/reverse repo), forex and derivative transactions, and payments for availing services. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. Hence, we support the resolution.	FOR

25-07-2025	Axis Bank Limited	AGM	Management	Material related party transactions with IDBI Bank Limited (Promoter group entity) in the aggregate with other transactions, may exceed Rs.1,000 crores or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements, whichever is lower, or such other threshold, as may be prescribed from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) / agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	Axis Bank proposes to enter into transactions with IDBI Bank Limited, a promoter group entity, across various areas including: subscription to and purchase/sale of securities (of related or unrelated parties), issuance of the Bank's securities and related payments (interest/redemption), provision of funded and non-funded facilities (including applicable interest/fees), participation in money market and term lending/borrowing activities (such as repo/reverse repo), forex and derivative transactions, and payments for availing services. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. Hence, we support the resolution.	FOR
25-07-2025	Axis Bank Limited	AGM	Management	Material related party transactions with Axis Max Life Insurance Limited (Associate) in the aggregate with other transactions, may exceed Rs.1,000 crores or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements, whichever is lower, or such other threshold, as may be prescribed from time to time, provided that the said contract(s) / arrangement(s) / transaction(s) / agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	Axis Bank proposes to enter into transactions with its associate company, Axis Max Life Insurance Limited, across various areas including: subscription to and purchase/sale of securities (of related or unrelated parties), issuance of the Bank's securities and related payments (interest/redemption), distribution of insurance products and related commissions, provision of funded and non-funded facilities, money market and term lending/borrowing (including repo/reverse repo), forex and derivative transactions, service-related payments, royalty for brand/logo usage, receipt of fees/commissions, and reimbursement of ESOP costs. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. Hence, we support the resolution.	FOR
25-07-2025	Bajaj Finserv Limited	AGM	Management	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2025, together with the Directors' and Auditors' Reports thereon.	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). We support this resolution.	FOR
25-07-2025	Bajaj Finserv Limited	AGM	Management	To declare a dividend of Rs. 1 per equity share of face value of Rs. 1 for the financial year ended 31 March 2025.	FOR	FOR	The dividend outflow for FY25 is Rs. 1.6 bn and the payout ratio is 10.2% (13.6% in FY24). We support this resolution.	FOR

25-07-2025	Bajaj Finserv Limited	AGM	Management	To appoint a director in place of Manish Kejriwal (DIN: 00040055), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	FOR	FOR	Manish Kejriwal, 56, is the Managing Partner of Kedaara Capital and is related to the promoter group. He has more than 30 years of experience across private equity, consulting, and investment banking. He has also worked with Temasek Holdings, McKinsey & Company, World Bank and Goldman Sachs. He has been on the board as a Non-Executive Non-Independent Director since 1 January 2019. He has attended all eight board meetings in FY25 (100%). He retires by rotation and his reappointment is in line with statutory requirements. We support this resolution.	FOR
25-07-2025	Bajaj Finserv Limited	AGM	Management	Ratification of remuneration of Rs. 80,000 plus applicable taxes, out-of-pocket, traveling, and living expenses incurred in connection with the audit, payable to Dhananjay V Joshi and Associates, Cost Accountants (Firm Registration Number: 000030), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for FY2026.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations. We support this resolution.	FOR
25-07-2025	Bajaj Finserv Limited	AGM	Management	To appoint of M/s Makarand M. Joshi and Co., Practicing Company Secretaries (Firm Registration Number: P2009MH007000) (PR No. 6290/2024) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY2026 till FY2030 to undertake secretarial audit and issue the secretarial audit report for the aforesaid period, at such fees, plus applicable taxes and other out-of-pocket expenses.	FOR	FOR	The company proposes to appoint Makrand M. Joshi & Co. secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 450,000, plus applicable taxes and reimbursement of out-of-pocket expenses for the first three years of engagement and thereafter subject to revision not exceeding 15% for the remainder period of two years, as agreed upon between the Board of Directors and the Secretarial Auditors. The remuneration for the remaining tenure will be decided by the board based on the recommendations of the Audit Committee. The proposed remuneration payable to Makrand M. Joshi & Co. is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support this resolution.	FOR

25-07-2025	ITC Limited	AGM	Management	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2025, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	To confirm Interim Dividend of Rs. 6.50 per Ordinary Share of Rs. 1/- each and declare Final Dividend of Rs. 7.85 per Ordinary Share for the financial year ended 31st March, 2025.	FOR	FOR	The aggregate dividend for FY25 is Rs. 14.35 per share. The dividend outflow for FY25 is Rs. 179.6 bn and the dividend payout ratio is 89.4% of standalone profits from continuing operations. The dividend policy was approved by the board on 18 March 2020. It is unclear whether the policy has been reviewed subsequently. We believe that the board must review its dividend distribution policy periodically. Notwithstanding, we support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	To appoint a Director in place of Mr. Hemant Malik (DIN: 06435812) who retires by rotation and, being eligible, offers himself for re-election.	FOR	FOR	Hemant Malik, 59, is Whole-time Director and the Divisional Chief Executive of the Foods Business Division. He has attended all six board meetings held in FY25. He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	To appoint a Director in place of Mr. Atul Singh (DIN: 00060943) who retires by rotation and, being eligible, offers himself for re-election.	FOR	FOR	Atul Singh, 65, was Executive Vice Chairperson (senior management personnel) of Raymond Limited till August 2023. He represents Tobacco Manufacturers (India) Limited, a subsidiary of British American Tobacco Plc, on the board of ITC. Tobacco Manufacturers (India) Limited held a 20.31% equity stake in the company on 31 March 2025. He has attended all six board meetings held in FY25. He retires by rotation and his reappointment meets all statutory requirements. We support the resolution.	FOR

25-07-2025	ITC Limited	AGM	Management	Remuneration not exceeding Rs. 4,40,00,000/- to Messrs. S R B C and CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26, payable in one or more instalments, plus goods and services tax as applicable and reimbursement of out-of-pocket expenses.	FOR	FOR	SRBC & Co. LLP were reappointed as statutory auditors in the 2024 AGM for a term of five years. The aggregate remuneration to the auditor for FY25 was 74.3 mn. The company proposes audit fees not exceeding Rs. 44.0 mn for FY26. We expect aggregate auditor remuneration (including tax audit and other fees) to exceed Rs. 80.0 mn. We note the increase in audit fees despite the natural reduction in audit scope following the demerger of the hotels business. The company must disclose the nature of services provided by firms of the same audit network. We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	Re-appointment of Mr. Shyamal Mukherjee (DIN: 03024803) as a Director and also as an Independent Director of the Company with effect from 11th August, 2026 for a period of five years.	FOR	FOR	Shyamal Mukherjee, 65, is the former Chairperson and Senior Partner of PricewaterhouseCoopers in India. He has been on the board since 11 August 2021. He has attended all six board meetings held in FY25. His reappointment as Independent Director meets all statutory requirements. In addition to sitting fees Shyamal Mukherjee, similar to the other Non-Executive Directors, would be entitled to remuneration by way of commission ranging between Rs. 10 mn to Rs. 13 mn annually. We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	Appointment of Messrs. S. N. Ananthasubramanian and Co., Company Secretaries (Firm Registration No. P1991MH040400), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26 on such remuneration as may be determined by the Board of Directors of the Company.	FOR	FOR	The company proposes appointing S. N. Ananthasubramanian & Co. as secretarial auditors for five years from FY26. They have been secretarial auditors of the company since FY23. The remuneration will be decided by the board and has been fixed at Rs. 350,000 for FY26 plus applicable taxes and reimbursement of expenses. The proposed remuneration payable is commensurate with the size of the company. We support the resolution.	FOR

25-07-2025	ITC Limited	AGM	Management	To enter into contracts / arrangements / transactions with British American Tobacco (GLP) Limited, United Kingdom (BAT GLP), a related party in terms of Regulation 2(1) (zb) of the Listing Regulations, for sale of unmanufactured tobacco of Indian origin (including storage / holding charges) and purchase of unmanufactured tobacco of international origins in the aggregate, does not exceed Rs. 2,350 Crores during the financial year 2026-27.	FOR	FOR	British American Tobacco (GLP) Limited, United Kingdom (BAT GLP) is a subsidiary of British American Tobacco p.l.c. (BAT PLC), which owned 25.44% in ITC Limited on 31 March 2025, through three entities classified as persons acting in concert. Thus, BAT PLC and its subsidiaries are related parties of ITC Limited. ITC Limited will sell unmanufactured tobacco of Indian origin (including storage / holding charges) upto Rs. 23.2 bn to BAT GLP and purchase unmanufactured tobacco of international origins upto Rs. 0.3 bn in FY27. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price. We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	To enter into contracts / arrangements / transactions with ITC Filtrona Limited (IFL), a related party in terms of Regulation 2(1) (zb) of the Listing Regulations, for purchase of filter rods, tube filters etc. and sale of capsules and flavours (including conversion of filter rods and associated costs), in the aggregate, does not exceed Rs. 1,100 Crores during the financial year 2025-26.	FOR	FOR	IFL is a 50:50 joint venture of Gold Flake Corporation Limited (a wholly owned subsidiary of ITC Limited) and Filtrona Products International Limited, United Kingdom. IFL is involved in manufacture and sale of filter rods. ITC Limited purchases various types of filter rods from IFL and has an arrangement for contract manufacture of filter rods with IFL. ITC Limited also supplies capsules and flavours which are used in the manufacture of filter rods by IFL. The proposed transactions for FY26 will be upto Rs 11.1 bn – Rs. 9.75 bn towards the purchases that include filter rods, tube filters, and conversion of filter rods, and Rs.1.25 bn towards sale of capsules and flavours. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price. We support the resolution.	FOR
25-07-2025	ITC Limited	AGM	Management	Ratification of remuneration of Rs. 5,00,000/- plus goods and services tax as applicable and reimbursement of out-of-pocket expenses payable to Messrs. ABK and Associates, Cost Accountants (Firm Registration No. 000036), 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 Paperboard products for the financial year 2025-26.	FOR	FOR	The proposed remuneration is comparable to the size and complexity of the business. We support the resolution.	FOR

25-07-2025	ITC Limited	AGM	Management	Ratification of remuneration of Rs. 7,15,000/- plus goods and services tax as applicable and reimbursement of out-of-pocket expenses payable to Messrs. S. Mahadevan and Co., Cost Accountants (Firm Registration No. 000007), 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 2025-26.	FOR	FOR	The proposed remuneration is comparable to the size and complexity of the business. We support the resolution.	FOR
29-07-2025	Reliance Industries Limited	PBL	Management	To approve the appointment of Shri Anant M. Ambani (DIN: 07945702) as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (five) years with effect from May 1, 2025 and including remuneration.	FOR	FOR	Appointment compliant with law. No concern regarding transition from non executive to executive role. Anant Ambani, 30, is the son of Mukesh Ambani-promoter and CMD. He has a bachelor's degree from Brown University, USA. He was appointed as Non-Executive Non-Independent Director of the company from 27 October 2023. The company proposed to appoint him as Whole-time Director for five years from 1 May 2025. Anant Ambani is responsible for RIL's Capital Projects Execution and is closely involved in the planning, execution, and monitoring of ongoing O2C projects in the vinyl chain and speciality polyesters as well as the New Energy Gigafactories. We expect the remuneration will be based on the best practices.	FOR
29-07-2025	Reliance Industries Limited	PBL	Management	To re-appoint Shri Hital R. Meswani (DIN: 00001623) as a Whole-time Director, designated as an Executive Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from August 4, 2025, and including remuneration.	FOR	FOR	Appointment compliant with law. Hital Meswani, 57, is Executive Director of Reliance Industries Limited. His overall responsibility includes the petroleum refining and marketing business, petrochemicals manufacturing, and several corporate functions of the company, including information technology and research and technology. He has been on board since 3 August 1995. He has attended all six board meetings held in FY25. His FY25 remuneration aggregated Rs. 250 mn. We support Hital Meswani's reappointment as Whole-time Director. We expect companies to disclose a maximum cap on the proposed remuneration, which would enable us to make a more informed decision with respect to the proposed remuneration	FOR

29-07-2025	Reliance Industries Limited	PBL	Management	To approve the appointment of Shri Dinesh Kanabar (DIN: 00003252) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from June 12, 2025.	FOR	FOR	Appointment complaint with law. Dinesh Kanabar, 66, is the Founder and CEO, Dhruva Advisors LLP, a tax and regulatory advisory firm in India. He has experience in India's tax and regulatory landscape. He previously served as deputy Chief Executive Officer of KPMG India, Chairperson of the Tax Practice at PwC India and Deputy Managing Partner of RSM & Co. He has been an Independent Director on the board of Jio Platforms Limited, a subsidiary, since July 2020. We will consider his overall association with the group while computing his tenure. RIL engages with Dhruva Advisors LLP, among various Indian and international consultancy firms, depending upon subject matter and expertise of the firm. However, the company has stated that fees paid to Dhruva Advisors LLP by RIL and its subsidiaries form a very small part of the revenue of the firm. Considering the same we support the resolution. Dinesh Kanabar, 66, is the Founder and CEO, Dhruva Advisors LLP, a tax and regulatory advisory firm in India. He has experience in India's tax and regulatory landscape. He previously served as deputy Chief Executive Officer of KPMG India, Chairperson of the Tax Practice at PwC India and Deputy Managing Partner of RSM & Co. He has been an Independent Director on the board of Jio Platforms Limited, a subsidiary, since July 2020. We will consider his overall association with the group while computing his tenure. RIL engages with Dhruva	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR

31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Declaration of Dividend of Rs. 25.30 (506%) per Ordinary (Equity) Share of the face value of Rs. 5 each for the year ended 31st March, 2025 on 124,35,28,831 Ordinary (Equity) Shares of the Company aggregating Rs. 3,146.13 crores as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 31.5 bn. The dividend payout ratio is 25.6% of standalone PAT. We support the resolution. The dividend distribution policy is not dated, and thus, it is unclear when the policy was last reviewed. The board must review the dividend distribution policy periodically.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Mr. Rajesh Jejurikar (DIN: 00046823), who retires by rotation and being eligible for re-appointment.	FOR	FOR	Rajesh Jejurikar, 60, is Executive Director and Chief Executive Officer (Automotive and Farm Sectors) of the company. He has been on the board since 1 April 2020. He has attended all seven board meetings (100%) held in FY25. He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Mr. Anand G. Mahindra (DIN: 00004695), who retires by rotation and being eligible for re-appointment.	FOR	FOR	Anand Mahindra, 70, is the promoter and Non-Executive Chairperson of the company. He has attended all seven (100%) board meetings held in FY25. He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR

31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Revision in the total remuneration of Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company for a period from 1st April, 2025 upto 11th November, 2026, being the remainder period for which his remuneration was earlier approved by Members at the 75th AGM and 78th AGM.	FOR	FOR	Anand Mahindra was paid remuneration, including sitting fees, of Rs. 56.2 mn as a Non-Executive Chairperson for FY25. Based on proposed variation to his remuneration terms, we estimate Anand Mahindra's annual remuneration at Rs. 61.8 mn, excluding reimbursements and benefits. We understand that as a promoter, he will play a material role in establishing strategic direction and governance structures – even while being in a non-executive capacity. His remuneration is being increased due to his increased time commitment. The company must disclose how it has benchmarked his remuneration. We support the resolution.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive).	FOR	FOR	Ms. Nisaba Godrej, 47, is the Executive Chairperson of Godrej Consumer Products Limited. She has over two decades of experience in leading strategy and transformation at GCPL. She also serves as the Chairperson of Teach for India and on the board of Godrej Industries Limited, Godrej Agrovet Limited, Bharti Airtel Limited, Godrej Seeds and Genetics Limited, and Indian School of Business. She has been on the board of Mahindra & Mahindra Limited since 8 August 2020. She attended six out of seven (85%) board meetings held in FY25. Her reappointment as Independent Director is in line with statutory requirements. We support the resolution.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Re-appointment of Mr. Muthiah Murugappan (DIN: 07858587) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive).	FOR	FOR	Muthiah Murugappan, 41, is a Whole-time Director and CEO of E.I.D.- Parry (India) Limited.. He has been on the board of Mahindra & Mahindra Limited since 8 August 2020. He has attended all seven (100%) board meetings held in FY25. His reappointment as Independent Director is in line with statutory requirements. We support the resolution.	FOR

31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Ratification of remuneration of Rs. 10,00,000 (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) payable to Messrs D. C. Dave and Co., Cost Accountants having Firm Registration Number 000611, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.	FOR	FOR	The proposed remuneration of is reasonable, compared to the size and scale of the company's operations.	FOR
31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Appointment of M/s. Parikh and Associates, Peer reviewed firm of Company Secretaries (ICSI Firm Registration No. P1988MH009800) as the Secretarial Auditor of the Company for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the secretarial audit.	FOR	FOR	Sachin Bhagwat, Practicing Company Secretary, has been the Secretarial Auditor of the company since FY15. He was paid a remuneration of Rs. 2,00,000 excluding applicable taxes and reimbursement of out-of-pocket expenses. Now, the company proposes to appoint Parikh & Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 200,000 plus applicable taxes and out-of-pocket expenses for FY26 as secretarial auditors. The remuneration for the remaining tenure will be decided and mutually agreed upon by the board of directors and Parikh & Associates. The proposed remuneration payable to Parikh & Associates is commensurate with the size of the company. His appointment is in line with statutory requirements. We support the resolution.	FOR

31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Material Modification of earlier approved Material Related Party Transactions between the Company and Mahindra Electric Automobile Limited a Subsidiary of the Company, not exceeding Rs. 30,920 crores, for a period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026 provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.	FOR	FOR	M&M holds ~100% equity stake in MEAL. M&M has approved further investments of Rs. 120.0 bn in MEAL over the next three years. As of 31 March 2025, the company invested Rs. 54.5 bn in MEAL. BII and Temasek have also invested in MEAL, which would result in BII and Temasek having a shareholding in the range of 2.64% to 4.58% and 1.49% to 2.97% respectively in MEAL. MEAL will undertake the four-wheel passenger electric vehicles business of M&M. The proposed limit of transaction with MEAL is being increased to Rs. 309.2 bn till the 2026 AGM since M&M anticipates that 20% to 30% of its SUVs will be electric by 2027 and has aggressive plans for the group in the electric vehicle space. Further, M&M will provide significant support to MEAL to broaden manufacturing capabilities, product development, design organizations, and sourcing services along with the ecosystem of suppliers, dealers, and financiers of the company. The proposed RPTs will include operational transactions and financial support. The proposed transactions are in the ordinary course of business and at arm's length price and the company has provided sub-limits for various categories of transactions. We support the resolution.	FOR
------------	-----------------------------	-----	------------	--	-----	-----	--	-----

31-07-2025	Mahindra & Mahindra Limited	AGM	Management	Approval for Material Related Party Transactions pertaining to Subsidiaries of the Company with Gelos Solren Private Limited (GSPL) not exceeding Rs. 1,400 Crores, Furies Solren Private Limited (FSPL) not exceeding Rs. 2,450 Crores, Illuminate Hybren Private Limited (IHPL) not exceeding Rs. 3,750 Crores, Jade Hybren Private Limited (JHPL) not exceeding Rs. 3,750 Crores, Layer Hybren Private Limited (LHPL) not exceeding Rs. 3,050 Crores, Migos Hybren Private Limited (MHPL) not exceeding Rs. 2,000 Crores, for a period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis.	FOR	FOR	MSPL is a 60.01% indirect subsidiary of M&M and the balance 39.99% is held by a subsidiary of Ontario Teachers' Pension Plan Board. The company has since built a robust 3.6 GWp project pipeline and is targeting 7 GWp of projects, aiming for 5X growth. These Renewable Energy Assets will be housed in respective subsidiary companies or Project SPVs (special purpose vehicles). To enable these subsidiary companies to execute these projects, financial and technical support will have to be provided by MSPL. The financial support will be in the form of promoter contributions, loans and providing guarantees on behalf of these subsidiary companies. MSPL will also be entering into EPC and other necessary agreements with these subsidiary companies. The proposed transactions are in the ordinary course of business and at arm's length price. We support the resolution.	FOR
01-08-2025	Godrej Properties Limited	AGM	Management	To consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon and other reports.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR
01-08-2025	Godrej Properties Limited	AGM	Management	To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Pirojsha Godrej, 44, represents the promoter family and is designated as Executive Chairperson. He has expertise in Strategy & Business, Industry Expertise, Market Expertise, Governance, Finance & Risk. He has been on the board since 25 October 2008. He has attended all five board meetings held in FY25. He is liable to retire by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR

01-08-2025	Godrej Properties Limited	AGM	Management	Re-appointment of Mr. Gaurav Pandey (DIN: 07229661) as Managing Director and Chief Executive Officer and Key Managerial Personnel of the Company, not liable to retire by rotation, for a further period of three years commencing from January 01, 2026 to December 31, 2028 (period of appointment) and including remuneration.	FOR	FOR	Compliant with law. No concern identified. The Company has adequately capped both fixed and variable pay entitlement to Mr. Gaurav Pandey except absolute cap for Long Term Incentives	FOR
01-08-2025	Godrej Properties Limited	AGM	Management	Appointment of M/s BNP and Associates, a Peer Reviewed firm of Company Secretaries in Practice, having Firm Registration No. P2014MH037400, as Secretarial Auditors of the Company, for a period of five consecutive years from the financial year 2025-26 till the financial year 2029-30, on the remuneration.	FOR	FOR	The company proposes to appoint BNP and Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 265,000 plus applicable taxes and reimbursement of the out-of-pocket expenses for FY26 as secretarial auditors. The remuneration for the remaining tenure will be decided and mutually agreed upon by the board of directors and BNP and Associates. Besides the audit services, the Company obtains certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time will be remunerated separately on mutually agreed terms. The proposed remuneration payable to BNP and Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
01-08-2025	Godrej Properties Limited	AGM	Management	Ratification of remuneration of Rs. 1.41 lakh exclusive of applicable taxes and out of pocket expenses, payable to M/s R. Nanabhoy and Co., Cost Accountants (Firm Registration No. 000010), as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors for FY26 is reasonable when compared to the size and scale of the company's operations. We support the resolution.	FOR

02-08-2025	Alkem Laboratories Limited	PBL	Management	Appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 13th July, 2025 upto 12th July, 2030, and that he shall not be liable to retire by rotation.	FOR	FOR	Diwakar Gupta, 72, has around five decades of experience in banking and financial services. He currently serves as the Non-Executive Chairperson of National Asset Reconstruction Company Limited (NARCL) and is a Senior Advisor with True North, a leading India-focused PE fund. Previously, he worked with State Bank of India, where he held several senior positions and retired as the Managing Director and Chief Financial Officer in 2013. The company also seeks shareholder approval for his continuation on the board as he will attain 75 years of age, as required under amendments to SEBI's LODR. His appointment as independent director is in line with statutory requirements. We support the resolution.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To receive, consider and adopt the Standalone Audited Financial Statements of the Bank for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.	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.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To receive, consider and adopt the Consolidated Audited Financial Statements of the Bank for the financial year ended 31st March, 2025 together with the Report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the consolidated financial statements, except for one instance in a subsidiary for an accounting software where the audit trail is not maintained for modification by certain users with specific access and for two instances in two subsidiaries for two accounting softwares, the audit trail feature was not enabled at the database level; the bank, its subsidiaries and associates have used accounting software for maintaining books of account for the financial year ended 31 March 2025 which have a feature of recording audit trail and that has operated throughout the year for all relevant transactions recorded in the accounting software. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To declare dividend at the rate of Rs. 2.50/- per Equity Share of Rs. 5/-, as recommended by the Board of Directors, for FY 2024-25.	FOR	FOR	Kotak Mahindra Bank proposes to pay an equity dividend of Rs 2.5 per equity share of face value Rs. 5.0 for FY25. The dividend payout ratio for FY25 is 3.0% (2.9% in FY24).	FOR

02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To re-appoint Ms. Shanti Ekambaram (DIN: 00004889), who retires by rotation and, being eligible, has offered herself for re-appointment, to hold office up to the end of her term as Director and Deputy Managing Director, with effect from end of the day on 31st October, 2025.	FOR	FOR	Ms. Shanti Ekambaram, 62, has been associated with the Kotak Mahindra Group for over 33 years. The bank proposes to reappoint her till her existing term as Deputy Managing Director till 31 October 2025. She has attended all 14 board meetings (100%) held in FY25. Ms. Shanti Ekambaram has decided to retire from her role upon the completion of her current tenure. Her reappointment as Director liable to retire by rotation is in line with statutory requirements.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To re-appoint Mr. Ashok Vaswani (DIN: 10227550) who retires by rotation and being eligible has offered himself for re-appointment.	FOR	FOR	Ashok Vaswani, 64, is Managing Director of the bank. He has attended all 14 board meetings (100%) held in FY25. His reappointment as Director liable to retire by rotation is in line with statutory requirements.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	Appointment of M M Nissim and Co LLP, Chartered Accountants (Firm Registration Number: 107122W / W100672), as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of the Fortieth Annual General Meeting until the conclusion of the Forty-Third Annual General Meeting of the Bank, for the purpose of the audit of the Bank's standalone and consolidated financial statements from FY 2025-26 to FY 2027-28, subject to the approval of RBI, every year.	FOR	FOR	"On 27 April 2021, the RBI issued the Guidelines for Appointment of Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) which are applicable from FY22 and state that statutory auditors have to be appointed for a term of 3 years. Further as per RBI Guidelines, given that the bank's asset size is more than the stipulated threshold (Rs 150 bn) in this regard, the bank will need to appoint a minimum of two joint statutory auditors. Deloitte Haskins and Sells and KKC & Associates LLP are the joint statutory auditors of the bank. KKC & Associates LLP (who were appointed in the 2022 AGM) have completed their three-year tenure from the conclusion of 2025 AGM. Therefore, Kotak Mahindra Bank proposes to appoint M M Nissim & Co LLP as joint statutory auditor for three years from the 2025 AGM along with Deloitte Haskins and Sells (who were appointed in the 2024 AGM). The appointment is in line with statutory requirements.	FOR

02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	Payment of an overall fee not exceeding Rs. 50,000,000/- to the Joint Statutory Auditors of the Bank for the time being in office, for the audit / review of financials, as the case may be, in respect of FY 2025-26, in addition to any out of pocket expenses, outlays and taxes, as applicable.	FOR	FOR	The joint statutory auditors shall be paid statutory audit fees of Rs 50.0 mn in addition to any out-of-pocket expenses, outlays and taxes for FY26 (Rs. 53.0 mn paid in FY25), with authority to the audit committee of the to allocate the overall audit fees between the joint statutory auditors, as may be mutually agreed between the bank and the joint statutory auditors, depending upon their respective scope of work. The remuneration payable is reasonable given the size and scale of operations of the bank.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	Appointment of Mr. Paritosh Kashyap (DIN: 07656300) as a Whole-time Director of the Bank, to be designated as Whole-time Director (Executive Director) of the bank for a period of three years and including remuneration.	FOR	FOR	Paritosh Kashyap, 56, is Group President and Business Head – Wholesale Banking Group. He has been associated with the Kotak Mahindra Group for over 30 years. Paritosh Kashyap's appointment and remuneration are subject to RBI approval. His proposed fixed pay for FY26 is Rs 73.2 mn. As per RBI guidelines, his variable pay can range from 100% to 300% of fixed pay - taking aggregate FY26 remuneration to range between Rs. 146.4 – 292.8 mn. While the remuneration range is high, a large proportion of the remuneration is variable in nature, which ensures that his remuneration is linked to performance. The bank must disclose the performance metrics that determine variable pay. The proposed remuneration is in line with the industry peers and commensurate with the size and complexities of the bank's operations. We expect the board to be judicious in the remuneration payouts as it has been in the past.	FOR
02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	Appointment of M/s. Parikh and Associates, Practising Company Secretaries (Firm Unique Identification No. P1988MH009800) as the Secretarial Auditor of the Bank for a period of five consecutive financial years, for the purpose of auditing the secretarial and related records of the Bank for the period commencing from FY 2025-26 to FY 2029-30 and payment of remuneration of an amount not exceeding Rs. 500,000/- to any out of pocket expenses, outlays and taxes, as applicable).	FOR	FOR	The bank proposes to appoint Parikh & Associates as its Secretarial Auditors for a period of five years, from FY26 to FY30. The proposed remuneration is Rs. 500,000 p.a. (in addition to any out-of-pocket expenses, outlays and taxes, as applicable) for FY26. The proposed remunerational payable to Parikh & Associates., is commensurate with the size of the bank. Their appointment is in line with statutory requirements. We support the resolution.	FOR

02-08-2025	Kotak Mahindra Bank Limited	AGM	Management	To approve the Related Party Transaction with Mr. Jay Kotak, a related party under the provisions of Section 2(76) of the Act, being the son of Mr. Uday Kotak, Non-Executive Non-Independent Director of the Bank and holding an office or place of profit in the Bank, for payment of remuneration up to Rs. 10,000,000/- per annum (including variable pay together with other benefits, perquisites, allowances and facilities, as applicable / payable to employees occupying similar position in the Bank) which ceiling is not expected to be reached earlier than 1st April, 2028.	FOR	FOR	Jay Kotak, 36, is the son of promoter Uday Kotak. He holds a BA from Columbia University (2011) and an MBA from Harvard Business School (2017). He has worked with Infina Finance, Mumbai and McKinsey & Company, Mumbai after undergrad. Post his MBA, he worked with Kotak Mahindra Capital Company. Jay Kotak joined the bank in November 2019 as Executive Assistant to the President - Consumer Bank, at a remuneration of Rs 3.0 mn p.a. He was promoted to Vice President, Consumer Bank in April 2021 and subsequently designated as Co-Head - 811 and Senior Vice President - Conglomerate Relationships. Jay Kotak is currently in Grade M9 and designated as Co-Head - 811 and Executive Vice President - Conglomerate Relationships. He was paid a total remuneration of Rs 5.8 mn for FY25. His fixed remuneration for FY26 is Rs 5.5 mn and overall remuneration may cross the limit of Rs 6.0 mn approved by shareholders in the 2021 AGM. The bank proposes to increase overall remuneration limit to Rs 10.0 mn which is not expected to be reached till 1 April 2028. The proposed remuneration is commensurate with his performance reviews and with his peers for Grade M9. We support the resolution.	FOR
05-08-2025	Hero MotoCorp Limited	AGM	Management	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR
05-08-2025	Hero MotoCorp Limited	AGM	Management	To confirm the payment of interim dividend of Rs. 100/- per equity share for the financial year 2024-25 and to declare final dividend of Rs. 65/-per equity share for the financial year 2024-25.	FOR	FOR	During the year, the company paid an interim dividend of Rs. 100 per share. For FY25, along with final dividend of Rs. 65.0 per share, the total dividend per share aggregates Rs. 165.0, the total payout is Rs. 33.0 bn and payout ratio of Rs. 71.6% of standalone PAT. We support the resolution.	FOR

05-08-2025	Hero MotoCorp Limited	AGM	Management	To appoint a Director in place of Ms. Vasudha Dinodia (DIN: 00327151), who retires by rotation and being eligible, offers herself for re-appointment.	FOR	FOR	Ms. Vasudha Dinodia, 43, is the daughter of Pawan Munjal – promoter and Executive Chairperson. She is the founder and Managing Director of the boutique chocolate company - Choko La. She has been on the board of Hero MotoCorp Limited since 25 November 2021. She has attended all eight board meetings held in FY25. She retires by rotation and her reappointment meets all statutory requirements. We support the resolution.	FOR
05-08-2025	Hero MotoCorp Limited	AGM	Management	Ratification of remuneration of Rs. 3,30,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit payable to M/s. R.J. Goel and Co., Cost Accountants (Firm Registration No. 000026), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations.	FOR
05-08-2025	Hero MotoCorp Limited	AGM	Management	Appointment of M/s. SGS Associates LLP, Company Secretaries (Firm Registration No. L2021DE011600), as Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from the FY 2025-26, at such remuneration and as may be determined by the Board of Directors (including its committees) and to avail any other services, certificates or reports as may be permissible under applicable laws.	FOR	FOR	SGS Associates LLP have been secretarial auditors of the company since FY24. Now, the company proposes to appoint SGS Associates LLP as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 450,000 plus applicable taxes and out-of-pocket expenses for FY26. The remuneration for the remaining tenure will be decided by the board of directors. The proposed remuneration is commensurate with the size of the company. The appointment is in line with statutory requirements. We support the resolution.	FOR
05-08-2025	Hero MotoCorp Limited	AGM	Management	Re-appointment of Air Chief Marshal Birender Singh Dhanoa (Retd.) (DIN: 08851613) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, with effect from October 1, 2025 to September 30, 2030.	FOR	FOR	Birender Singh Dhanoa, 67, is a Retired Air Chief Marshal. He has held several ranks in the Indian Air Force including as the Chief of the Indian Air Force. He has been on the board since 1 October 2020. In FY25, he attended all eight board meetings. His reappointment meets statutory requirements, we not support his reappointment. We would like to express concern over the NRC of which Air Chief Marshal B A Dhanoa is a member managing of conflict over the remuneration paid to the promoter which is higher than industry peers and companies of comparable size.	FOR

07-08-2025	Dabur India Limited	AGM	Management	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.	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). The company must provide a clear explanation for the trade payables amounting to Rs. 2.9 bn that have remained outstanding for over one year. Notwithstanding, we support this resolution.	FOR
07-08-2025	Dabur India Limited	AGM	Management	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon.	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). The company should provide a clear explanation for the trade payables amounting to Rs. 3.1 bn that have remained outstanding for over one year. Notwithstanding, we support this resolution.	FOR
07-08-2025	Dabur India Limited	AGM	Management	To confirm the interim dividend of Rs. 2.75 per equity share of Rs. 1/- each (@275%) already paid and declare final dividend of Rs. 5.25 per equity share of Rs. 1/- each (@525%), on the paid-up equity share capital of the Company for the financial year ended March 31, 2025.	FOR	FOR	The total dividend per share for FY25 is Rs. 8.0 per share. The total dividend outflow for FY25 aggregates Rs. 14.2 bn. The dividend pay-out ratio for FY25 is 101.0%. We note that with the payout ratio above 100%, the company is essentially paying dividends out of consolidated profits. The payout ratio for FY24 was 64.6%. We support this resolution.	FOR
07-08-2025	Dabur India Limited	AGM	Management	To appoint a director in place of Mr. Mohit Burman (DIN: 00021963) who retires by rotation and being eligible offers himself for re-appointment.	FOR	FOR	Mohit Burman, 56, is part of the promoter family and the Non-Executive Chairperson. He has been on the board since 25 July 2001 and represents the promoter's 66.2% equity stake in the company (as on 30 June 2025). He has over three decades of experience in business strategy, governance, and entrepreneurship. He attended all four board meetings in FY25 (100%). He retires by rotation. His reappointment is in line with statutory requirements. We support this resolution.	FOR

07-08-2025	Dabur India Limited	AGM	Management	Re-appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as a Non- Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from January 01, 2026 to December 31, 2030.	FOR	FOR	Mukesh Hari Butani, 61, is the founder and Managing Partner of BMR Legal Advocates, a boutique law firm specializing in international tax and transfer pricing. He has over 35 years of professional experience. He has served on the board as an Independent Director since 28 July 2020. He attended all four board meetings during FY25 (100%). The company proposes to reappoint him as an Independent Director for five years from 1 January 2026. He currently serves as an Independent Director on the board of five listed companies (including Dabur Limited). While regulations cap the number of independent directorships at seven, for whole-time directors of listed entities, the limit is three. We believe Mukesh Hari Butani's role as Founder and Managing Partner of BMR Legal Advocates is equivalent to a whole-time engagement. That said, in the past, he has attended all board meetings across his listed company engagements, which is reflective of his availability and ability to devote sufficient time to his board responsibilities. Therefore, we support his reappointment as Independent Director.	FOR
07-08-2025	Dabur India Limited	AGM	Management	Ratification and remuneration of Rs. 6.75 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Ramanath Iyer and Co., Cost Accountants, having Firm Registration No. 000019, appointed by Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY25 is reasonable compared to the size and scale of operations. We support the resolution.	FOR

07-08-2025	Dabur India Limited	AGM	Management	Appointment of M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration No. P1988DE002500) as Secretarial Auditors of the Company to conduct secretarial audit of the Company for a term of 5 (five) consecutive years with effect from April 01, 2025 until March 31, 2030, on such remuneration as may be decided by the Board of Directors of the Company (the Board) (which shall include a Committee of the Board or an official of the Company authorized in this behalf).	FOR	FOR	The company proposes to appoint Chandrasekaran Associates as secretarial auditors for five years from FY26 to FY30 and pay him a remuneration of Rs. 400,000 for FY26, plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for the future years will be decided by the board. Chandrasekaran Associates have been secretarial auditors of the company since FY15. The proposed remuneration payable to Chandrasekaran Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support this resolution.	FOR
08-08-2025	Bharti Airtel Limited	AGM	Management	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of Board of Directors and of Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). The company must disclose the reason for having payables overdue by more than two years. We support the resolution.	FOR
08-08-2025	Bharti Airtel Limited	AGM	Management	To declare dividend at the rate of Rs. 16/- per fully paid-up equity share of face value of Rs. 5/- each and a pro-rata dividend at the rate of Rs. 4/- per partly paid-up equity shares of face value of Rs. 5/- each (Paid-up value of Rs. 1.25/- per share) for the financial year ended March 31, 2025.	FOR	FOR	The total cash outflow on account of the dividends declared is Rs.92.8 bn. The company has stated that it will pass on the entire dividend income earned from subsidiaries, associates and joint ventures to its shareholders as dividend. The payout ratio is Rs. 39.5% of standalone PAT in FY25.	FOR
08-08-2025	Bharti Airtel Limited	AGM	Management	Re-appointment of Ms. Chua Sock Koong (DIN: 00047851), who retires by rotation and being eligible offers herself for re-appointment.	FOR	FOR	Ms. Chua Sock Koong, 67, is Senior Advisor at Singapore Telecommunications Limited (Singtel). She has served as its Group Chief Executive Officer for 13 years till 31 December 2020. Singtel directly and indirectly held 28.3% equity in the company as in May 2025 and is classified as one of the promoters. Ms. Chua Sock Koong has attended all five board meetings held in FY25. She retires by rotation and her reappointment is in line with statutory requirements. We support the resolution.	FOR

08-08-2025	Bharti Airtel Limited	AGM	Management	To ratify the remuneration of Rs. 12,50,000/- plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to Sanjay Gupta and Associates, Cost Accountants (Firm Registration No. 00212) as Cost Auditors of the Company for conducting the cost audit for financial year 2025-26.	FOR	FOR	The total remuneration proposed is reasonable compared to the size and scale of the company's operations.	FOR
08-08-2025	Bharti Airtel Limited	AGM	Management	To appoint Makarand M. Joshi and Co, Company Secretaries (Firm registration no. P2009MH007000) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.	FOR	FOR	The company proposes to appoint Makarand M. Joshi & Co as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 1,000,000 exclusives of applicable taxes and out-of-pocket expenses, if any for FY26 as secretarial auditors. The remuneration for the remaining tenure will be decided and mutually agreed upon by the board of directors and Makarand M. Joshi & Co. The proposed remuneration payable to Makarand M. Joshi & Co is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions of the Company with Bharti Hexacom Limited, a subsidiary company, for a period commencing from the date of this 30th Annual General Meeting (AGM) upto the date of 31st AGM to be held in calendar year 2026 subject to a maximum period of fifteen months, in aggregate, does not exceed Rs. 4,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	Bharti Hexacom Limited provides telecom services in the North-east region and Rajasthan under the unified license granted by the Department of Telecommunications. The transactions with Bharti Hexacom include: (A) availing and rendering of service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fibre, interconnect and inter circle arrangement services etc. and related services; (B) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, marketing, office space, infrastructure including IT assets, taxes and related owned/ third party services; (C) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; (D) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and (E) transfer of any resources, services or obligations to meet the business objectives/ requirements. In FY25, the transactions with Bharti Hexacom Limited aggregated Rs. 26.8 bn. The proposed transactions are primarily operational and are expected to occur in the ordinary course of business. However, we note that the resolution is enabling in nature, permitting the transfer of resources, services, or obligations. In this context, we believe the company should offer greater specificity regarding the nature of these transactions when	FOR
------------	-----------------------	-----	------------	--	-----	-----	---	-----

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions of the Company with Nxtra Data Limited, a subsidiary company, for a period commencing from the date of this 30th Annual General Meeting (AGM) upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months, in aggregate, does not exceed Rs. 3,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	Nxtra Data Limited, a 75.96% subsidiary provides data centers for the company's requirements and digital growth. The transactions with Nxtra Data Limited include: (A) availing and rendering of service(s) including data centre services, maintenance and monitoring of cloud services and telecommunication and incidental services viz. Voice, Data, Bandwidth, VAS and SMS etc., (B) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, office space, infrastructure including IT assets, related owned/ third-party services, taxes and selling of common products; (C) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment's to meet the business objectives/ requirements; (D) providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Nxtra or making of investment(s) therein to meet the business objectives/ requirements/ exigencies; (E) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and (F) transfer of any resources, services or obligations to meet the business objectives/ requirements. In FY25, the transactions with Nxtra Data Limited aggregated Rs. 20.4 bn. The proposed approval encompasses both operational and financial transactions. However, we note that the resolution is enabling in nature, permitting the transfer of resources, services, or obligations. Accordingly, we	FOR
------------	-----------------------	-----	------------	--	-----	-----	---	-----

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions of the Company with Indus Towers Limited, a subsidiary company, for a period commencing from the date of this 30th Annual General Meeting (AGM) upto the date of 31st AGM to be held in calendar year 2026 subject to the maximum period of fifteen months, in aggregate, does not exceed Rs. 25,000 Crore in a financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	Indus Towers Limited has a nationwide presence in all 22 telecom circles and the company avails tower infrastructure for telecom operations. The transactions with Indus Towers Limited include: (A) availing of service(s) including passive infrastructure services required for active services viz. IBS, WiFi etc. and/ or services, including but not limited to, of project management or of provisioning, establishing, installation, operation and maintenance thereof; (B) rendering of service(s) including telecommunication services viz. landline, mobile, voice, data, leased line broadband facility, SIM charges and USB Dongles etc; (C) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's employees, infrastructure, related owned/ third- party services and payment of taxes; (D) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) including passive infrastructure assets to meet the business objectives/ requirements; (E) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; and (F) transfer of resources, services or obligations to meet the business objectives/ requirements. In FY25, the transactions with Indus Towers Limited aggregated Rs. 201.7 bn. The transactions are largely operational in nature and will be in the ordinary course of business. Nevertheless, we raise concern that the resolution is enabling to the	FOR
------------	-----------------------	-----	------------	---	-----	-----	--	-----

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions of the Company with Beetel Teletech Limited, a subsidiary company, in aggregate, does not exceed Rs. 1,200 Crore, during FY 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	"Beetel Teletech Limited (Beetel) produces telecom and networking products such as IT peripherals, network & enterprise solutions to fixed landlines and mobile accessories. In January 2024, Airtel acquired 97.1% stake in Beetel Teletech Limited through its wholly owned subsidiary Bharti Airtel Services Limited from Bharti Group companies. The transactions include: (A)sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment to meet the business objectives/ requirements; (b) availing of service(s) including CPE (customer premises equipment) recovery ,installation & deployment, repair & refurbishment and selling & distribution of Company's telecom products and other related services; (c) Rendering of various service(s) including telecommunication services viz. Voice, Data, VAS, SMS, Bandwidth, Fiber etc., and other related services; (d) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, office space, infrastructure including IT assets, related owned/ thirdparty services, taxes and selling of common products; (e) providing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by Beetel or making of investment(s) therein to meet the business objectives/ requirements/ exigencies; (f) selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; (g) transfer of resources, services or	FOR
------------	-----------------------	-----	------------	--	-----	-----	---	-----

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions of the Company with Dixon Electro Appliances Private Limited, an associate company, in aggregate, does not exceed Rs. 2,500 Crore, during FY 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	Dixon Electro Appliances Private Limited (DEAPL) is an associate company in which Bharti Airtel holds 47.59% effective stake (through its 97.12% subsidiary) and Dixon Technologies (India) Limited (DTIL) holds 51% shareholding. The transactions include: (A) purchase/ sale/ exchange/ transfer/ lease of property, business asset(s) and/ or equipment's, including but not limited to telecom and networking products such as Gigabyte Passive Optical Network (GPON), Optical Network Terminal (ONT), Fixed Wireless Access (FWA), modems, routers, Access Points etc., to meet the business objectives/ requirements. (B) rendering of service(s) including telecommunication service and incidental services viz. landline, mobile, voice, VAS, SMS, data, leased line, broadband facility, SIM charges, USB Dongles etc., and availing of service(s) including product maintenance services; and (C) reimbursement of expenses and transfer of any resources, services or obligations to meet the business objectives/ requirements. IN FY25, transactions with Dixon Electro Appliances Private Limited aggregated to Rs. 9.3 bn. The transactions are largely operational in nature and will be in the ordinary course of business. Nevertheless, we raise concern that the resolution is enabling to the extent that it allows the transfer of resources, services or obligations – we expect the company to be more specific in the disclosure of the nature of transactions while seeking shareholder	FOR
------------	-----------------------	-----	------------	---	-----	-----	--	-----

08-08-2025	Bharti Airtel Limited	AGM	Management	To approve Material Related Party Transactions between Xtelify Limited, a wholly-owned subsidiary company and Beetel Teletech Limited, a subsidiary company, in aggregate, does not exceed Rs. 1,200 Crore, FY 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.	FOR	FOR	"Xtelify Limited, formally known as Airtel Digital Limited is the digital services arm of the group. In January 2024, Airtel acquired 97.1% stake in Beetel Teletech Limited through its wholly owned subsidiary Bharti Airtel Services Limited. This acquisition shall enable indigenisation initiatives within Bharti Airtel's own ecosystem of telecom products in line with the Government's policy of Make in India and shall add distribution and service capabilities (including system integration) largely for Group's enterprise business. The transactions include: (A)Purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s) to meet the business objectives/ requirements; (B)Availing of various service(s) including IT software & Hardware services, installation and deployment services and other related services etc; (C)Rendering of various service(s) including Cyber security & cloud license, hardware and management services and other related services etc (D)Reimbursement of expenses including towards availing/ providing for sharing/ usage of each other's resources viz. employees, office space, infrastructure including IT assets, related owned/ third-party services, taxes and selling of common products and services; (E)Selling or otherwise disposing of or leasing, or buying property(ies) to meet the business objectives/ requirements; (F)transfer of any resources, services or obligations to meet the business requirements.	FOR
08-08-2025	Cummins India Limited	AGM	Management	To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, along-with the reports of the Board of Directors and the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR

08-08-2025	Cummins India Limited	AGM	Management	To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along-with the report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues with the audit trail. 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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years.	FOR
08-08-2025	Cummins India Limited	AGM	Management	To declare final dividend on equity shares of the Company for the Financial Year ended March 31, 2025, and to confirm the payment of interim dividend for the Financial Year 2024-25.	FOR	FOR	The dividend per share inclusive of interim dividend aggregated Rs. 51.50 per equity share in FY25. The total dividend outflow for FY25 is Rs. 14.3 bn and dividend payout ratio is 74.9%. The company's dividend distribution policy was last reviewed in 2017 – the board must periodically review its capital allocation policies.	FOR
08-08-2025	Cummins India Limited	AGM	Management	To appoint a Director in place of Ms. Jennifer Mary Bush (DIN: 09777114), who retires by rotation and being eligible, offers herself for re-appointment.	FOR	FOR	Ms. Jennifer Mary Bush, 51, is Chairperson and Vice President of Cummins Inc. USA and President of the Cummins Power Systems Business. She has been on the board since November 2022. She attended all seven board meetings held in FY25 and is liable to retire by rotation. Her reappointment is in line with the statutory requirements. We support the resolution.	FOR
08-08-2025	Cummins India Limited	AGM	Management	Ratification of remuneration of Rs. 9,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditor, M/s. C S Adawadkar and Co., Cost Accountants, (Firm Registration Number: 100401) for the Financial Year ending March 31, 2026.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY24 is reasonable compared to the size and scale of the company's operations.	FOR

08-08-2025	Cummins India Limited	AGM	Management	To approve material related party transaction(s) with Cummins Technologies India Private Limited up to maximum aggregate value of Rs. 3,239/- Crores in the nature of a. purchase of engines, gensets, turbochargers, their parts, components and spares by the Company, b. sale of engines/ gensets, their parts, accessories, and spares by the Company, c. availing/rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (Other RPTs) for Financial Year 2025-26.	FOR	FOR	Cummins India seeks approval to purchases internal combustion engines, gensets, turbochargers, their parts, components, and spares upto Rs. 15.14 bn, sell engines/gensets, their parts and accessories upto Rs. 6.29 bn and other RPTs upto Rs. 10.29 bn with from Cummins Technologies India Private Limited (CTIPL), a fellow subsidiary during FY26. We raise concerns that no disclosures on the nature and financial profile of CTIPL. We raise concern that similar businesses of the group in India are being held by fellow subsidiaries, which may lead to rationalization of profits for the Cummins Group and not the listed Indian entity. The proposed transaction limit is ~31.70% of consolidated turnover of Cummins India for FY25. Similar transactions in FY25 aggregated Rs. 19.69 bn. The nature of proposed transactions is enabling – including for transfer of resources, services, technology, or obligations. Notwithstanding, the proposed transactions are in the ordinary course of business and at arm's length pricing.	FOR
08-08-2025	Cummins India Limited	AGM	Management	To approve material related party transaction(s) with Tata Cummins Private Limited up to maximum aggregate value of Rs. 2,003/- Crores in the nature of a. purchase of internal combustion engines including but not limited to B, C and L series engines, their parts and accessories thereof by the Company, b. sale of internal combustion engines, their parts and accessories thereof by the Company, c. availing/rendering of any kind of service(s), reimbursements received/ paid, rent received/ paid, purchase/ sale/ exchange/ transfer/ lease of premises, business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (Other RPTs) for Financial Year 2025-26.	FOR	FOR	TCPL is a joint venture between Cummins Inc, USA and Tata Motors Limited. Cummins India proposes to purchase internal combustion engines, parts and accessories amounting to Rs. 19.08 bn, sell engines/gensets, their parts and accessories upto Rs. 0.01 bn and other RPTs upto Rs. 0.85 bn with TCPL in FY26. The proposed transaction is ~19.60% of consolidated turnover of Cummins India for FY25. The company had purchased goods amounting to Rs. 13.80 bn in FY25. The nature of proposed transactions is enabling – including for transfer of resources, services, technology, or obligations. Notwithstanding, the proposed transactions are in the ordinary course of business and at arm's length price.	FOR

08-08-2025	Cummins India Limited	AGM	Management	To approve material related party transaction(s) with Cummins Limited, UK up to maximum aggregate value of Rs. 1,576/- Crores in the nature of a. sale of engines/gensets, their parts, accessories, and spares by the Company b. purchases of engines/ gensets, their parts, accessories or spares by the Company c. availing/rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (Other RPTs) for Financial Year 2025-26.	FOR	FOR	Cummins Limited, UK is a fellow subsidiary of Cummins India. The company proposes to sell internal combustion engines, gensets, their parts and accessories amounting to Rs. 11.67 bn, purchase engines, gensets and their parts and accessories upto Rs. 3.10 bn and enter other RPTs upto Rs. 0.99 bn with Cummins Ltd, UK in FY26. The proposed transaction limit is ~13.68% of consolidated turnover of Cummins India for FY24. The company has sold goods (including engines and related accessories) of around Rs. 8.42 bn to Cummins Ltd, UK in FY24. The nature of proposed transactions is enabling – including for transfer of resources, services, technology, or obligations. Notwithstanding, the proposed transactions are in the ordinary course of business and at arm’s length price.	FOR
08-08-2025	Cummins India Limited	AGM	Management	To approve material related party transaction(s) with Cummins Inc., USA up to maximum aggregate value of Rs. 894/- Crores in the nature of a. sale of engines/gensets, their parts, accessories, and spares by the Company, b. purchases of engines/ gensets, their parts, accessories or spares by the Company, c. availing/rendering of any kind of service(s), reimbursements received/ paid, purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipment(s), purchase and sale of export incentive licenses or any other transaction(s) for transfer of resources, services, technology, or obligations (Other RPTs) for Financial Year 2025-26.	FOR	FOR	Cummins Inc, USA is the holding company of Cummins India. The company proposes to purchase engines and their parts upto Rs. 2.75 bn, sell engines and their parts up to Rs. 1.34 bn and enter other RPTs up to Rs. 4.84 bn in FY26. The proposed transaction limit is ~8.75% of consolidated turnover of Cummins India for FY25. We note royalty plus support services transactions in FY25, were higher by ~91% at Rs. 1,735.3 mn. The company must explain the rationale for the increase and also disclose the terms for payment of royalty. The nature of proposed transactions is enabling – including for transfer of resources, services, technology, or obligations. Notwithstanding, the proposed transactions are in the ordinary course of business and at arm’s length price.	FOR

08-08-2025	Cummins India Limited	AGM	Management	To approve the appointment of M/s. Makarand M. Joshi and Co., Company Secretaries in practice, a peer reviewed firm of Company Secretaries, (Firm Registration Number: P2009MH007000), as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to conduct the Secretarial Audit of the Company commencing from Financial Year 2025-26 up to Financial Year 2029-30 and to fix the annual remuneration.	FOR	FOR	The company proposes to appoint Makarand M. Joshi & Co as secretarial auditors for five years from 1 April 2025 to 31 March 2030 and fix their remuneration as Rs. 325,000 per annum plus applicable taxes and out-of-pocket expenses for FY26. For subsequent years, the remuneration will be mutually agreed between the Board and the Secretarial Auditors. The proposed remuneration payable is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
08-08-2025	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, 2025 along with the Reports of the Board of Directors and Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the standalone financial statements. The feature of recording audit trail has operated throughout the year and was not tampered with, except that the audit trail feature was not enabled for part of the year for certain masters in two accounting software and two databases, and throughout the year for other databases. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies.	FOR
08-08-2025	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, 2025 along with the Report of Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the consolidated financial statements. The feature of recording audit trail has operated throughout the year and was not tampered with, except that the audit trail feature was not enabled for part of the year for certain masters in two accounting software and two databases, and throughout the year for other databases. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies.	FOR
08-08-2025	HDFC Bank Limited	AGM	Management	To consider declaration of dividend on Equity Shares.	FOR	FOR	HDFC Bank proposes a final dividend of Rs. 22.0 per equity share, of face value of Rs. 1.0 for the year ended 31 March 2025. The total dividend outflow for FY24 is Rs. 168.3 bn (Rs. 148.1 bn in FY24) and the dividend payout ratio is 25.0% (24.4% in FY24) of standalone after-tax profits. In the past HDFC Bank has a consistent track record of dividend distribution, with the Dividend Payout Ratio ranging between 20% - 25%.	FOR

08-08-2025	HDFC Bank Limited	AGM	Management	To appoint a Director in place of Mr. Kaizad Bharucha (DIN: 02490648), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Kaizad Bharucha, 60, is Deputy Managing Director of HDFC Bank. He has been on the board since December 2019. He has attended all fifteen board meetings in FY23. He retires by rotation and his reappointment is in line with statutory requirements.	FOR
08-08-2025	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	Ms. Renu Karnad, 72, is former Managing Director of erstwhile Housing Development Finance Corporation Limited (now merged with HDFC Bank). She has been on the board of HDFC Bank since March 2020. She has attended 100% (14 out of 14) board meetings held in FY25. She retires by rotation and her reappointment is in line with statutory requirements.	FOR
08-08-2025	HDFC Bank Limited	AGM	Management	To appoint M/s. B S R and Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/ W-100022) as one of the Joint Statutory Auditors of the Bank, to hold office for a period of 3 (Three) years from FY 2025-26 till and including FY 2027-28 and to fix the overall remuneration.	FOR	FOR	BSR & Co. LLP replace Price Waterhouse LLP as the latter complete their three-year tenure. In FY26, BSR & Co. LLP and Batliboi & Purohit and will act as joint statutory auditors, subject to approval of RBI every year. The bank proposes aggregate audit fees of Rs 99.0 mn for FY26. The board shall allocate the overall audit fees between the auditors, as may be mutually agreed, depending upon scope of work, and additionally out of pocket expenses, outlays and taxes as applicable.	FOR
08-08-2025	HDFC Bank Limited	AGM	Management	To issue Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement for an amount in aggregate not exceeding Rs. 60,000 Crore.	FOR	FOR	HDFC Bank proposes to issue debt securities on private placement basis upto a limit of Rs 600.0 bn. While the debt securities raised may exceed the bank's borrowing limits under Section 180 (1) (c), HDFC Bank is required to maintain its capital adequacy ratio at levels prescribed by the RBI. Therefore, we believe that the bank's debt levels will always be regulated. HDFC Bank's long-term debt is rated CRISIL AAA/Stable/CRISIL A1+ and ICRA AAA/Stable/ICRA A1+, which denote highest safety with respect to timely servicing of financial obligations.	FOR

08-08-2025	HDFC Bank Limited	AGM	Management	To appoint M/s. Bhandari and Associates Company Secretaries (ICSI Firm Registration No. P1981MH043700) as Secretarial Auditors of the Bank, to conduct secretarial audit of the Bank for a period of 5 (Five) years i.e. from FY 2025-26 till and including FY 2029-30 and to fix their remuneration.	FOR	FOR	The bank proposes to appoint Bhandari & Associates as its Secretarial Auditors for a period of five years, from FY26 to FY30. The proposed remuneration is Rs. 1.5 mn p.a. (in addition to any out-of-pocket expenses, outlays and taxes, as applicable) for FY26. The proposed remunerational payable to Bhandari & Associates, is commensurate with the size of the bank. Their appointment is in line with statutory requirements. We support the resolution.	FOR
11-08-2025	Divis Laboratories Ltd	AGM	Management	To consider and adopt the audited financial statements of the Company, both standalone and consolidated, for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution.	FOR
11-08-2025	Divis Laboratories Ltd	AGM	Management	To declare dividend of Rs. 30/- per equity share of face value Rs. 2/- each (i.e. @ 1,500%) for the financial year ended March 31, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 8.0 bn and the dividend payout ratio is 36.0% of standalone PAT. The dividend distribution policy was adopted in 2016 – it is unclear when it was last reviewed. We believe that the board must review its dividend distribution policy periodically. We support the resolution.	FOR
11-08-2025	Divis Laboratories Ltd	AGM	Management	To appoint a director in place of Ms. Nilima Prasad Divi (DIN: 06388001), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.	FOR	FOR	"Ms. Nilima Prasad Divi, 43, is part of the promoter family and serves as Whole-time Director (Commercial) and Chief Control Officer of Divi's Laboratories Limited. She attended all four board meetings held in FY25. We raise concern over the high levels of executive compensation — the aggregate remuneration to executive directors stood at Rs. 1,979.1 mn in FY25, of which Rs. 1,496.2 mn was paid to promoter executive directors. This is high and disproportionate relative to the company's scale of operations. Notwithstanding, she retires by rotation, and her reappointment is in line with statutory requirements. We support the resolution.	FOR

11-08-2025	Divis Laboratories Ltd	AGM	Management	To appoint a director in place of Dr. S. Devendra Rao (DIN: 10481393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	FOR	FOR	Dr. S. Devendra Rao, 63, serves as the Wholetime Director (Manufacturing) of Divi's Laboratories Limited and has been associated with the company since 1995. He attended all four board meetings held in FY25. He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR
11-08-2025	Divis Laboratories Ltd	AGM	Management	Appointment of M/s. V. Bhaskara Rao and Co., Practicing Company Secretaries, Hyderabad (Unique code number of firm: P2025TS104600 and having Peer Review No.6351/2025) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors and including remuneration.	FOR	FOR	The company proposes to pay a remuneration of Rs. 500,000 for FY26 (excluding applicable taxes and out-of-pocket expenses). The remuneration for subsequent years will be determined by the board or the audit committee. The company may also engage the secretarial auditors for other permissible certification services. V. Bhaskara Rao & Co. have been associated with the company as secretarial auditors since at least FY15 and have also served as the scrutinizer for shareholder meetings. The appointment is in line with statutory requirements. We support the resolution.	FOR

11-08-2025	Divis Laboratories Ltd	AGM	Management	Continue employment of Mr. Nimmagadda Venkata Anirudh with the Company and approve increase in his monthly remuneration to Rs. 4,00,000/- effective from September 01, 2025, including allowances as may be structured by the Company from time to time, beside the usual benefits and perquisites such as bonus, ex-gratia, retiring gratuity, provident fund benefits and employee stock options, periodic revisions of designation and/or remuneration, increments, earned leave encashment or any other benefits, as may be conferred by the Company as applicable to employees occupying similar positions in the said management cadre as per the general policy of the Company.	FOR	FOR	"Nimmagadda Venkata Anirudh, 36, is the son of N. V. Ramana, who serves as Whole-time Director of Divi's Laboratories Limited. Nimmagadda Venkata Anirudh joined the company in 2014. The company proposes to increase his gross monthly pay to Rs. 400,000 from Rs. 216,695 currently. His expected annual pay of Rs. 4.8 mn is twice his FY25 pay of ~Rs. 2.4 mn. Additionally, he will be eligible for increments and other benefits such as stock options, retivals, bonus, etc. The company has not defined a timeline for the proposed remuneration, and thus the approval is effectively valid in perpetuity. The company has stated that any future changes in his designation and remuneration will be based on market benchmarks and in line with those applicable to other employees. We generally do not support related party transactions that are perpetual in nature, as they deprive shareholders of the opportunity to periodically approve such transactions. Notwithstanding, in the given case, Nimmagadda Venkata Anirudh is a professional and is not related to the company's promoters (he is associated with a professional Whole-time Director). Therefore, his continued employment will require him to deliver performance comparable to his peers in the company. Thus, we support the resolution."	FOR
11-08-2025	Lupin Limited	AGM	Management	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon, and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. Additionally, the company must disclose the reasons for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR
11-08-2025	Lupin Limited	AGM	Management	To declare a final dividend of Rs. 12/- per Equity Share of the Company for the financial year ended March 31, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 5.5 bn and the payout ratio is 13.8% of standalone PAT and 16.6% of consolidated PAT. We support the resolution.	FOR

11-08-2025	Lupin Limited	AGM	Management	To appoint a Director in place of Ms. Vinita Gupta (DIN: 00058631), who retires by rotation and being eligible, offers herself, for re-appointment.	FOR	FOR	Ms. Vinita Gupta, 57, is part of the promoter family and serves as the Chief Executive Officer of Lupin Ltd. She attended all eight board meetings held in FY25. She retires by rotation and her reappointment is in line with statutory requirements. We support the resolution.	FOR
11-08-2025	Lupin Limited	AGM	Management	To appoint Ms. Punita Lal (DIN: 03412604) as an Independent Director of the Company for a term of five consecutive years commencing from May 14, 2025 up to May 13, 2030.	FOR	FOR	Ms. Punita Lal, 62, has over 35 years of experience in strategy, marketing, and leadership across the corporate sector in Asia. She last served as Managing Director and CEO of NourishCo, a joint venture between Tata Global Beverages and PepsiCo. She subsequently established her own consulting practice focused on the small and medium enterprises sector. She currently serves on the boards of DBS Bank and Carlsberg Group. Her appointment as an Independent Director is in line with statutory requirements. We support the resolution.	FOR
11-08-2025	Lupin Limited	AGM	Management	To re-appoint Mr. K. B. S. Anand (DIN: 03518282) as an Independent Director of the Company for a second term of five consecutive years commencing from August 12, 2025 to August 11, 2030.	FOR	FOR	K. B. S. Anand, 69, served as the Managing Director and CEO of Asian Paints Ltd. until March 2020, having joined the company in 1979. He has been on the board of Lupin Ltd. since August 2020 and attended all eight board meetings held in FY25. His reappointment as an Independent Director is in line with statutory requirements. We support the resolution.	FOR
11-08-2025	Lupin Limited	AGM	Management	To appoint M/s. Makarand M. Joshi and Co., Company Secretaries (Firm Registration No. P2009MH007000), as the Secretarial Auditors of the Company for a term of five consecutive years to conduct the Secretarial Audit for the financial year 2025-26 to 2029-30, on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee.	FOR	FOR	The company proposes to pay a remuneration of Rs. 300,000 for FY26 (excluding applicable taxes and out-of-pocket expenses). The remuneration for subsequent years will be determined by the board or the audit committee. The company may also engage the secretarial auditors for other permissible certification services. The appointment is in line with statutory requirements. We support the resolution.	FOR

11-08-2025	Lupin Limited	AGM	Management	Ratification of remuneration of Rs. 10,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Mr. Suresh D. Shenoy (FCMA Membership No. 8318), Practising Cost Accountant, to audit the cost records of the Company for the financial year ending on March 31, 2026.	FOR	FOR	The proposed remuneration to be paid to the cost auditor for FY26 is reasonable compared to the size and scale of operations. We support the resolution.	FOR
11-08-2025	Lupin Limited	AGM	Management	To adopt new set of Articles of Association.	FOR	FOR	The existing Articles of Association were drafted in accordance with the provisions of the erstwhile Companies Act, 1956. The board has approved the adoption of a new set of Articles of Association to align them with the Companies Act, 2013. The proposed set of AoA has been disclosed on the company's website. We raise concern at the delay in making the AoA compliant with the Companies Act, 2013: the alignment to the new regulation is being done over ten years after the Companies Act, 2013 was notified. Notwithstanding, the proposed changes are in line with statutory requirements and do not confer any additional rights to specific shareholders. We support the resolution.	FOR
14-08-2025	Ashok Leyland Limited	AGM	Management	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. Their opinion is not modified in this regard. We believe the company should provide a clear explanation for the trade payables amounting to Rs. 67.2 mn (standalone) and Rs. 176.9 mn (consolidated) that have remained outstanding for over one year. 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). We support this resolution.	FOR

14-08-2025	Ashok Leyland Limited	AGM	Management	To confirm the 1st interim dividend of Rs. 2.00 per equity share and the 2nd interim dividend of Rs. 4.25 per equity share and consider the same as final dividend for the financial year ended on March 31, 2025.	FOR	FOR	During FY25, the company paid two interim dividends, to be considered as final dividend of Rs. 6.25 per equity share of Re. 1.0 each. The total dividend outflow for FY25 is Rs. 18.4 bn and the payout ratio is 55.6% of standalone PAT. The payout ratio for FY24 was 55.5%. We note that the dividend distribution policy does not mention the last amended date. The board must review its dividend distribution policy periodically. Notwithstanding, we support this resolution.	FOR
14-08-2025	Ashok Leyland Limited	AGM	Management	To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Gopal Mahadevan, 59, is the Director – Strategic Finance and M&A. He is a Whole-Time Director and a member of the executive management team. He has professional experience in finance, strategy, and business transformation. He has served on the board since 1 November 2013. He attended all six board meetings in FY25 (100%). He retires by rotation. His reappointment is in line with statutory requirements. We support this resolution.	FOR
14-08-2025	Ashok Leyland Limited	AGM	Management	Appointment of M/s. B. Chandra and Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 81st (Eighty First) AGM of the Company to be held in the Year 2030, on a remuneration as agreed by the Board of Directors and the management.	FOR	FOR	The company proposes to appoint B. Chandra & Associates as secretarial auditors for five years from the conclusion of the FY25 AGM till the conclusion of the FY30 AGM and pay them a remuneration of Rs. 350,000 for FY26, plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for the future years will be decided by the board. B. Chandra & Associates have been secretarial auditors since FY15. The proposed remuneration payable to B. Chandra & Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support this resolution.	FOR

14-08-2025	Ashok Leyland Limited	AGM	Management	Appointment of Mr. Sven Christoph Ennerst (DIN: 10942860), as an Independent Director of the Company effect for a term of five years commencing June 1, 2025 to May 31, 2030, not liable to retire by rotation.	FOR	FOR	Sven Christoph Ennerst, 61, is the former Management Board Member at Daimler Truck AG. He has over three decades of international leadership experience. During his time at Daimler, he was responsible for Global Product Engineering, Global Procurement, and the company's operations in China. His expertise spans commercial vehicle strategy, innovation management, and CO ₂ - neutral technologies. He holds a degree in Mechanical Engineering from Darmstadt Technical University. He is a German National. The company proposes to appoint him as an Independent Director for five years from 1 June 2025. His appointment is in line with statutory requirements. We support this resolution.	FOR
19-08-2025	Eternal Ltd	AGM	Management	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the board of directors and auditors thereon.	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). However, we raise concerns on the impact of Rs. 4.2 bn tax liability being demanded by GST authorities. The company must disclose the reason for having payables overdue by more than two years. Notwithstanding, we support the resolution.	FOR
19-08-2025	Eternal Ltd	AGM	Management	To re-appoint Sanjeev Bikhchandani (DIN: 00065640), Non-Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Sanjeev Bikhchandani, 62, Founder and Executive Director of Info Edge (India) Limited (Info Edge), represents Info Edge on the board of Eternal: on 30 June 2025, Info Edge held 12.4% of Eternal's equity. Sanjeev Bikhchandani has attended six out of seven (85.7%) board meetings held in FY25 and retires by rotation. We support the resolution.	FOR

19-08-2025	Eternal Ltd	AGM	Management	To re-appoint M/s Deloitte Haskins and Sells, Chartered Accountants (Firm Registration No.: 015125N and Peer Review Certificate No.: 017816), as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as decided by the board of directors of the Company, from time to time.	FOR	FOR	"Deloitte Haskins & Sells (Deloitte) will complete their first term of five years at the conclusion of the 2025 AGM. The company now proposes to reappoint them as statutory auditors for a second term of five years from the conclusion of the 2025 AGM till the conclusion of the 2030 AGM. For FY25, overall payment to auditors on standalone and consolidated basis was Rs. 51.8 mn and Rs. 63.8 mn respectively. The fee for audit and limited review services for FY26 is proposed at Rs. 15.0 mn (standalone) and Rs. 26.5 mn (consolidated) : unchanged from FY25. The remuneration for non-audit services for FY26 is capped at Rs. 6.0 mn (standalone) and Rs. 6.5 mn (consolidated). The board is authorized to fix the revision in remuneration during the term of the appointment including reimbursement and out of pocket expenses, if any and also to determine and approve appropriate remuneration and terms of engagement to be obtained from Deloitte in the event of any capital raising activity. The proposed remuneration is reasonable and commensurate with the size of the company."	FOR
19-08-2025	Eternal Ltd	AGM	Management	To appoint M/s Chandrasekaran Associates, Company Secretaries (Firm Registration No.: P1988DE002500 and Peer Review Certificate No: 6689/2025) as the Secretarial Auditors of the Company to conduct the secretarial audit for a term of 5 (five) consecutive years, starting from April 1, 2025 and ending on March 31, 2030, and submission of secretarial audit report thereon at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as decided by the board of directors of the Company, from time to time.	FOR	FOR	The company proposes to appoint Chandrasekaran Associates as secretarial auditors for five years from FY26 fix their remuneration as Rs. 650,000 per annum plus applicable taxes and out-of-pocket expenses for FY26. The proposed remuneration payable to Chandrasekaran Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

19-08-2025	UltraTech Cement Limited	AGM	Management	To receive, consider and adopt a. The Audited Standalone Financial Statements for the financial year ended 31st March, 2025 and the Reports of the Directors and the Auditors thereon b. The Audited Consolidated Financial Statements for the financial year ended 31st March, 2025 and the Report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which raised concerns on the financial statements with respect to aggregate penalties to the tune of Rs. 16.9 bn : standalone and Rs. 18.0 bn: consolidated imposed by Competition Commission of India. In addition, auditors have highlighted the difference in giving effect to the scheme of merger between the Cement Business Division of Kesoram Industries Limited. As per NCLT, the retrospective appointed date is 01 April 2024 which overrides the relevant requirement of Ind AS 103 Business Combinations i.e. 01 March 2025 (date of acquisition). Notwithstanding, we support the resolution since 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). We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software of a subsidiary company and the company must disclose the reasons for having undisputed payables overdue by more than two years.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Declaration of dividend at the rate of Rs. 77.50/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2025.	FOR	FOR	The company has proposed a final dividend of Rs. 77.5 per equity share for the year ended 31 March 2025. The total dividend outflow for the year will be Rs. 22.8 bn and payout ratio for FY25 is 36.9%.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Re-appointment of Mr. Krishna Kishore Maheshwari (DIN: 00017572), as Non-Executive Director who retires from office by rotation and being eligible, offers himself for re-appointment, liable to retire by rotation.	FOR	FOR	K K Maheshwari, 70, Vice Chairperson, has been on the board since April 2016 and attended 8 of 11 (72.7%) board meetings in FY25 and twenty one of twenty three (91.3%) meetings held over the past three years .We expect directors to attend all board meetings during the year and have a threshold of 75% attendance of the board meetings in the three years prior to reappointment. He retires by rotation and his reappointment is in line with statutory requirements . We support the resolution.	FOR

19-08-2025	UltraTech Cement Limited	AGM	Management	Appointment of Deloitte Haskins and Sells LLP (Registration No.: 117366W/W-100018) as one of the Joint Statutory Auditor of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at a remuneration of Rs. 5.00 crores plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2025-26.	FOR	FOR	Deloitte Haskins and Sells LLP replace BSR & Co. LLP as joint statutory auditors for a term of five years from the conclusion of the 2025 AGM till the conclusion of the 2030 AGM. BSR & Co. LLP was paid Rs. 46.0 mn for audit services in FY25. The company proposes to pay Rs. 50.0 mn, excluding applicable taxes and out of pocket expenses, to Deloitte Haskins and Sells LLP, for audit services in FY26. The remuneration for the subsequent years would be recommended by the audit committee and approved by the board. The proposed remuneration payable to Deloitte Haskins and Sells LLP is reasonable and commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Appointment of M/s. Makarand M. Joshi and Co., Company Secretaries (Firm Registration No. P2009MH007000), Practicing Company Secretary, a peer reviewed firm having Peer Review No: 6832/2025 as the Secretarial Auditor to conduct Secretarial Audit of the Company for a period of five consecutive financial years effective 1st April, 2025 to 31st March, 2030 at a remuneration of Rs. 7.50 lakhs plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company, including other services, for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company in this behalf.	FOR	FOR	The company proposes to appoint Makarand M. Joshi & Co as secretarial auditors for five years from FY26 and pay them a remuneration of Rs. 750,000 for FY26, plus applicable taxes and out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the company. The remuneration for the remaining tenure may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company. The proposed remuneration payable is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

19-08-2025	UltraTech Cement Limited	AGM	Management	Ratification of remuneration of Rs. 26,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses, payable to M/s. D. C. Dave and Co., Cost Accountants, Mumbai and M/s. N. D. Birla and Co., Cost Accountants, Ahmedabad appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026.	FOR	FOR	D C Dave & Co, Mumbai and N D Birla & Co, Ahmedabad will be paid Rs. 2.65 mn each as cost audit fees for FY26. The total remuneration proposed to be paid to the cost auditors in reasonable compared to the size and scale of operations. We support the resolution.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Appointment of Mr. V. Chandrasekaran (DIN: 03126243) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 13th August, 2025 till 12th August, 2030 (both days inclusive).	FOR	FOR	V Chandrasekaran, 67, is a retired Executive Director (Investment) of LIC of India. He is a Chartered Accountant with over three decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment in LIC of India. His appointment is in line with statutory requirements. However, we raise concerns that V Chandrasekaran is an independent director on the board of Aditya Birla Housing Finance Limited, a promoter company, from 28 June 2018. We consider his overall association with the Group while computing his tenure. He will complete 10 years of association with the group during the proposed tenure.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Adoption of new Memorandum of Association.	FOR	FOR	The proposed changes to MOA are to ensure alignment with the provisions of the Companies Act, 2013. The new set of MoA is available on the company's website. We note that there is a delay in making the MoA compliant with the Companies Act 2013: the alignment to the new regulation is being done over a decade after the Companies Act 2013 was notified. Notwithstanding, we support the resolution.	FOR
19-08-2025	UltraTech Cement Limited	AGM	Management	Alteration of Articles of Association.	FOR	FOR	The amendment to AoA, for insertion of new Article 124A is to ensure compliance with regulatory requirement. Recently, electricity authorities in some States have as part of the procedure for verification of status of captive generating plants and captive users, stipulated that there should be a specific clause in the MOA and AOA of a captive generating plant, enabling taking up electricity generation. This requirement needs to be in place by 31st March, 2026. The revised AoA is available on the company's website.	FOR

21-08-2025	HDFC Bank Limited	PBL	Management	Increase in the authorised share capital of the Bank from Rs. 1190,61,00,000 divided into 1190,61,00,000 Equity Shares of Re. 1 each, to Rs. 2000,00,00,000 divided into 2000,00,00,000 Equity Shares of Re. 1 each.	FOR	FOR	The current authorized share capital of the company is Rs. 11.9 bn divided into 11.9 bn equity shares of Re. 1.0 each. The bank seeks approval to increase its authorized share capital to Rs. 20.0 bn divided into 20.0 bn equity shares of Re. 1.0 each. The company seeks approval to increase the authorized share capital to accommodate the issuance of bonus shares in a ratio of 1:1. We support the resolution.	FOR
21-08-2025	HDFC Bank Limited	PBL	Management	To capitalize of such sum standing to the credit of the securities premium account, for issuance and allotment of bonus equity shares of Re. 1 each, credited as fully paid-up equity shares to those eligible Members of the Bank whose names appear in the Register of Members Beneficial Ownership statement as on Wednesday, August 27, 2025 (Record Date), in the proportion of 1:1 i.e., 1 bonus equity share for every 1 existing fully paid-up equity share held by the Members of the Bank as on the Record Date.	FOR	FOR	On 19 July 2025, the board approved a bonus issue of 1:1 (one equity shares of Re. 1.0 each for every one share of Re. 1.0 held in the company). An amount of ~ Rs. 6.6 bn will be capitalized from the retained earnings (free reserves) to facilitate the bonus issue. The bonus issue will increase the bank's paid up share capital to ~ Rs. 13.2 bn from Rs. 6.6 bn. The issue will lower the per share price, thereby improve the liquidity and expand the retail shareholder base. We support the resolution.	FOR
21-08-2025	Hindalco Industries Limited	AGM	Management	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Board of Directors and the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has raised an emphasis of matter regarding chargesheet filed by Central Bureau of Investigation (CBI). Pending completion of the detailed review by the company, the possible financial impact is currently not determinable. Auditor's opinion is not modified in this matter. We note that the auditors have highlighted certain issues with the audit trail. 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). The company must disclose the reason for having undisputed payables overdue by more than two years. We support the resolution.	FOR

21-08-2025	Hindalco Industries Limited	AGM	Management	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has raised an emphasis of matter regarding chargesheet filed by Central Bureau of Investigation (CBI). Pending completion of the detailed review by company, the possible financial impact is currently not determinable. Auditor's opinion is not modified in this matter. We note that the auditors have highlighted certain issues with the audit trail. 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). The company must disclose the reason for having undisputed payables overdue by more than two years. We support the resolution.	FOR
21-08-2025	Hindalco Industries Limited	AGM	Management	To declare Dividend of Rs. 5/- per equity share of the Company having face value Rs. 1/- each for FY 2024-25.	FOR	FOR	The total dividend outflow for FY25 is Rs. 11.1 bn. The dividend payout ratio is 17.4% of standalone after-tax profits. We support the resolution. The total dividend outflow for FY25 is Rs. 11.1 bn. The dividend payout ratio is 17.4% of standalone after-tax profits. We support the resolution.	FOR
21-08-2025	Hindalco Industries Limited	AGM	Management	Appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment.	FOR	FOR	Ms. Rajashree Birla, 79, is a part of the promoter family and serves as the Chairperson of the Aditya Birla Centre for Community Initiatives and Rural Development. The company seeks shareholder approval through a special resolution for her continuation on the board as she has attained 75 years of age, as required under amendments to SEBI's LODR. She has been on the board of the company since 15 March 1996. Ms. Rajashree Birla attended 86% (six out of seven) board meetings held in FY25. She retires by rotation, and her reappointment is in line with statutory requirements. We support the resolution.	FOR

21-08-2025	Hindalco Industries Limited	AGM	Management	Appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment.	FOR	FOR	Sushil Agarwal, 62, is the Group Chief Financial Officer of Aditya Birla group and Director of Aditya Birla Management Corporation Private Limited (Aditya Birla group's principal management company). He has been on the board of the company since 1 May 2024. He attended 83% (five out of six) board meetings held in FY25 after his appointment on the board. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
21-08-2025	Hindalco Industries Limited	AGM	Management	Appointment of M/s. Dilip Bharadiya and Associates, Practicing Company Secretaries (Firm Registration Number: P2005MH091600), as the Secretarial Auditors of the Company to hold the office for a term of five consecutive years from the conclusion of this 66th Annual General Meeting (AGM) till the conclusion of 70th AGM of the Company to be held in the year 2030, covering the period from the FY 2025-26 till FY 2029-30, at such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors of the Committee but not exceeding Rs. 7,50,000/- per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses.	FOR	FOR	The company proposes to appoint Dilip Bharadiya & Associates as secretarial auditors for five years from 1 April 2025 and paying them a remuneration of upto Rs. 750,000 per annum plus applicable taxes and out-of-pocket expenses. The board is authorized to fix the remuneration from time to time. The proposed remuneration payable to Dilip Bharadiya & Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
21-08-2025	Hindalco Industries Limited	AGM	Management	Ratification of Remuneration of Rs. 20,00,000/- per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, payable to the Cost Auditors viz. M/s. R. Nanabhoy and Co., Cost Accountants (Firm Registration No. 000010), appointed by the Board of Directors on recommendation of the Audit Committee to conduct the audit of the cost records of the Company for FY 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY26 is reasonable compared to the size and scale of operations. The total remuneration proposed to be paid to the cost auditors in FY26 is reasonable compared to the size and scale of operations.	FOR

22-08-2025	Samvardhana Motherson International Ltd	PBL	Management	To consider and approve Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025.	FOR	FOR	Under ESOP 2025, the company proposes to grant up to 94.5 mn stock options to eligible employees. The scheme shall be administered by a trust through secondary acquisition. The exercise price for the stock options granted will be at a maximum discount of up to 15% on the market price. Further, the committee may set performance criteria for vesting of options. At a maximum discount of 15% on market price, the scheme contours are within our voting guidelines. Hence, we support the resolution.	FOR
22-08-2025	Samvardhana Motherson International Ltd	PBL	Management	To consider and approve grant of Options to the eligible employees of the Subsidiary Company(ies) of the Company under Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025.	FOR	FOR	The seeks to extend the ESOP 2025 scheme to the eligible employees of subsidiary companies. We support the grant of ESOPs to employees of unlisted subsidiaries. Our view on this resolution is linked to resolution #1. Hence, we support the resolution.	FOR
22-08-2025	Samvardhana Motherson International Ltd	PBL	Management	To consider and approve grant of employee stock options to the eligible employees of Group Company(ies) under Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025.	FOR	FOR	The company seeks to extend the ESOP 2025 scheme to the eligible employees of group companies. The employees of listed group companies will not be eligible for ESOPs. Stock options will be extended to group companies – largely in joint ventures - where senior employees are deputed and cost of ESOP granted to the employees of group companies will be charged to and borne by such respective group companies. Our view on this resolution is linked to resolution #1. Hence, we support the resolution.	FOR
22-08-2025	Samvardhana Motherson International Ltd	PBL	Management	To consider and approve secondary acquisition of equity shares of the Company through Trust route for the implementation of Samvardhana Motherson International Limited - Employee Stock Option Scheme 2025.	FOR	FOR	The company seeks approval for secondary acquisition of up to 94.5 mn equity shares of the company through Trust route for the implementation of ESOP 2025 Scheme. Our view on this resolution is linked to resolution #1. We support the resolution.	FOR
22-08-2025	Samvardhana Motherson International Ltd	PBL	Management	To consider and approve provision to grant loan, provide guarantee or security in connection with the loan by the Company for purchase of its own Shares by the Trust under the Samvardhana Motherson International Limited- Employee Stock Option Scheme 2025.	FOR	FOR	For implementation of ESOP 2025 through the trust route, the company will have to provide financial support (loan/ guarantee/ security) to the Motherson ESOP Trust for secondary acquisition of shares. The loan will be subject to the regulatory threshold of 5% of aggregate paid-up share capital and free reserves. Our view on this resolution is linked to our view on resolution #1. We support the resolution.	FOR

22-08-2025	TVS Motor Company Limited	AGM	Management	To receive consider and adopt the standalone and consolidated audited financial statements for the year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. The company must disclose the reasons for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR
22-08-2025	TVS Motor Company Limited	AGM	Management	To re-appoint Mr. Venu Srinivasan (holding DIN 00051523), as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Venu Srinivasan, 72, is Chairperson Emeritus and Managing Director, TVS Motor Company Ltd. He is also Non-Executive Chairperson, TVS Holdings Limited and Chairperson Emeritus and Managing Director of Sundaram-Clayton Limited. He has attended all five board meetings (100%) in FY25. He retires by rotation and his reappointment is in line with statutory requirements. However, we raise concern that as Chairperson Emeritus and Managing Director on the board, his current role and the board hierarchy are unclear. 'Chairperson Emeritus' is an honorary position and not a board position, with no specific role defined under regulations. Venu Srinivasan's two designations as Chairperson Emeritus and Managing Director, are inconsistent with each other. Further, he continues as an Executive Director designated as Managing Director while Sudarshan Venu, his son, is Managing Director from 5 May 2022 and will be re-designated as Chairperson and Managing Director from 25 August 2025. The roles and responsibilities between the two are unclear. While we recognize Venu Srinivasan's role in building the business, we believe the board must provide clarity with respect to his role.	FOR
22-08-2025	TVS Motor Company Limited	AGM	Management	The vacancy caused by retirement by rotation of Prof Sir Ralf Dieter Speth (DIN 03318908) Director, who does not offer himself for re-appointment, be not filled up.	FOR	FOR	Dr. Ralf Dieter Speth, 69, former CEO, Jaguar Land Rover (JLR) is Chairperson of the board. He has decided not to seek re-appointment to the board. Accordingly, he would vacate his office as a Non-Executive, Non-Independent Director and Chairperson upon the conclusion of the forthcoming AGM. The company proposes not to fill in the vacancy caused on his retirement. We support the resolution.	FOR

22-08-2025	TVS Motor Company Limited	AGM	Management	Appointment of M/s Sriram Krishnamurthy and Co, (formerly known as S. Krishnamurthy and Co.) Company Secretaries having firm registration number P1994TN045300 as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-2026 till FY 2029-2030 and to fix the remuneration.	FOR	FOR	The company proposes to appoint Sriram Krishnamurthy & Co as secretarial auditors, for five years from FY26 to FY30 and pay them a remuneration of Rs. 600,000 plus applicable taxes and reimbursement of traveling and out-of-pocket expenses for FY26. The audit fee for subsequent financial years shall be mutually agreed upon between the secretarial auditors and the board of directors of the company. The proposed remuneration payable to Sriram Krishnamurthy & Co is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
22-08-2025	TVS Motor Company Limited	AGM	Management	Ratification of remuneration of Rs. 8,00,000/- plus applicable taxes and reimbursement of travelling and other out of pocket expenses payable to M/s C S Adawadkar and Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were appointed as Cost Auditors of the Company for the financial year ending 31st March 2026.	FOR	FOR	The total remuneration proposed to be paid to the cost auditor in FY26 is reasonable compared to the size and scale of operations. We support the resolution.	FOR
25-08-2025	Alkem Laboratories Limited	AGM	Management	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for financial year ended 31 March, 2025 and the Reports of the Board of Directors and Auditors thereon, and (b) the Audited Consolidated Financial Statements of the Company for financial year ended 31 March, 2025 and the Report of Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. The company must disclose the reasons for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR
25-08-2025	Alkem Laboratories Limited	AGM	Management	To confirm the payment of Interim Dividend and to declare Final Dividend on Equity Shares for financial year ended 31 March, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 5.4 bn and the dividend payout ratio is 23.6% of standalone PAT. The dividend distribution policy was adopted in 2016 – it is unclear when it was last reviewed. The board must review the policy periodically. We support the resolution.	FOR

25-08-2025	Alkem Laboratories Limited	AGM	Management	To appoint a Director in place of Mr. Mritunjay Kumar Singh (DIN: 00881412), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Mritunjay Kumar Singh, 61, is a part of the promoter family and also serves as the Managing Director of Indchemie Health Specialities Private Limited, a 51% subsidiary. He has experience in leading cross-functional teams of various divisions of the domestic business including Aura Magna, Aura Suprema, Nexa, Nexgen, Ascenda, Altron, Alpha Max, Diabetology, Metabolics, Metanext, Imperia, Hospicare, Eyecare, and GI Task Force, etc. We raise concern that there are six family members on the board in an executive capacity and several promoter family members in offices of profit, which is excessive. We also raise concern over his membership of the audit committee – we believe the audit committee must only comprise non-tenured independent directors. Notwithstanding, he retires by rotation, and his reappointment is in line with statutory requirements. He attended all five board meetings held in FY25. Further, he has been on the board for over 17 years. We support the resolution.	FOR
25-08-2025	Alkem Laboratories Limited	AGM	Management	To appoint a Director in place of Mr. Srinivas Singh (DIN: 06744441), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Srinivas Singh, 36, is part of the promoter family and has been associated with Alkem Laboratories Limited since 2012. He has been on the board since September 2022. His key responsibilities include managing R&D projects, generics portfolio, cost optimisation and savings, new product launches in global markets and alternate vendor development, digitisation of the sales team, and ensuring risk assessment of products to be launched. He attended four out of five (80%) board meetings held in FY25. We raise concern that there are six family members on the board in an executive capacity and several promoter family members in offices of profit, which is excessive. His reappointment is in line with statutory requirements, we support the resolution.	FOR

25-08-2025	Alkem Laboratories Limited	AGM	Management	Appointment of M/s. Manish Ghia and Associates, Practicing Company Secretaries, (CP No.: 3531) as the Secretarial Auditors of the Company to hold office for a term of 5 (five) years with effect from 01 April, 2025 upto 31 March, 2030, on such fees as may be decided by the Board of Directors of the Company and the Secretarial Auditors and including remuneration.	FOR	FOR	Manish Ghia & Associates have served as the company's secretarial auditors since atleast FY16 and have also acted as scrutinizer for shareholder meetings. The company proposes a remuneration of Rs. 660,000 for FY26, plus applicable taxes and reimbursement of out-of-pocket expenses. The fees for remaining tenure will be determined by the board. The appointment is in line with statutory requirements. We support the resolution.	FOR
25-08-2025	Alkem Laboratories Limited	AGM	Management	Ratification of remuneration of Rs. 14,00,000/- plus applicable taxes and reimbursement at actuals of out of pocket expenses subject to a maximum limit of 3% of total fees i.e. Rs. 42,000/- incurred in connection with the audit, payable to Mr. Suresh D. Shenoy, Cost Accountant (Membership No. 8318), who was appointed by the Board of Directors of the Company as Cost Auditor to conduct audit of cost records maintained by the Company for financial year ended 31 March, 2025.	FOR	FOR	The remuneration proposed to be paid to the cost auditor for FY25 is in line with previous payout. We support the resolution.	FOR

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	<p>To receive, consider and adopt</p> <p>(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2025</p> <p>(b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller and Auditor General of India thereon.</p>	FOR	FOR	<p>"We have relied upon the auditors' report, which has raised emphasis of matters as highlighted by the auditors of Bharat Petro Resources Limited (BRPL), a subsidiary company. Auditors highlight that as of 31 March 2025, BPRL uses unaudited figures for five Indian oil blocks. Due to a Force Majeure event at Rovuma Basin, Mozambique; BPRL expensed Rs. 37.8 bn and same has been disclosed as exceptional items. The auditors noted that for one exploratory block's validity expired on May 17, 2023. Due to drilling challenges, the operator has requested a three-year extension from Ministry of Petroleum & Natural Gas (MoPNG) through Directorate General of Hydrocarbon (DGH), which is still under consideration. Meanwhile, BPRL continues to carry the asset at its existing value as of 31 March 2025. The auditors noted BPRL's 64.35% stake in IBV Brazil, accounted for as a joint venture. The management has also stated that sanctions from the Russia-Ukraine conflict have not had an immediate impact on BPRL's investments in Russia. The auditors' opinion is not modified in respect of the above matters.</p> <p>We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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).</p>	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the Financial Year ended March 31, 2025.	FOR	FOR	<p>"The company has paid an interim dividend of Rs. 5.0 and proposes to pay a final dividend of Rs. 5.0 per equity share of face value of Rs. 10.0 for FY25. The total dividend outflow for FY25 is Rs. 42.7 bn and the dividend payout ratio is 32.2% of standalone after-tax profits.</p> <p>The dividend policy has been effective since 2016 – it is unclear if it has been reviewed since. We believe that the board must review its dividend distribution policy periodically. We support the resolution."</p>	FOR

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	To appoint a Director in place of Shri Rajkumar Dubey, Director (DIN: 10094167), who retires by rotation and being eligible, offers himself for reappointment.	FOR	FOR	Rajkumar Dubey, 59, is Director – HR. He has over 36 years of experience in business and human resources at Indian Oil Corporation Ltd. He has been associated with the company since 1 May 2023. He has attended all ten (100%) board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	To decide and fix the remuneration of the Joint Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the Financial Year 2025-26.	FOR	FOR	The statutory joint auditors were paid audit fees of Rs. 9.9 mn in FY25 which is reasonable considering the size of the company. The appointment of the Statutory Auditors for FY26 are yet to be made by the Comptroller & Auditor General of India. The company has not disclosed the audit fees payable in FY26, which is a mandatory requirement under Regulation 36 (5) of SEBI's LODR. While we understand that the company is awaiting communication from C&AG regarding auditor appointments and remuneration, we believe that since BPCL is a listed company it must disclose the proposed auditor name and remuneration to shareholders. Notwithstanding, we support the resolution.	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Ratification of remuneration of Rs. 3,50,000 and Rs. 1,25,000 plus applicable tax and reasonable out of pocket expenses payable to M/s. Dhananjay V. Joshi and Associates and M/s. Rohit and Associates appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations. We support the resolution.	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of M/s. Ragini Chokshi and Co., Company Secretaries (Firm Registration number: P1988MH090600) as the Secretarial Auditor of the Company, for a term of five consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30 and to approve his remuneration.	FOR	FOR	The company proposes paying them remuneration of Rs. 125,000 plus applicable taxes and other out-of-pocket expenses for FY26. The proposed remuneration payable to Ragini Chokshi & Co. is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of Shri Pradeep Vishambhar Agrawal (DIN: 00048699) as an Independent Director of the Company not liable to retire by rotation for a period of one year commencing from March 28, 2025 or until further orders from the Ministry of Petroleum and Natural Gas, whichever is earlier.	FOR	FOR	Pradeep Vishambhar Agrawal, 56, is Managing Director, Shine Pharmaceuticals Ltd. He is a Chartered Accountant and a Company Secretary. He has experience in Finance, Business and administration. He has served as Independent Director of the company for three years from 12 November 2021 to 11 November 2024. He has attended four out of five (80%) board meetings held in FY25 during his tenure and 34 out of 36 (94%) board meetings over his entire tenure as Independent Director. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval within three months. Notwithstanding, we support the resolution.	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of Shri Gopal Krishan Agarwal (DIN: 00226120) as Independent Director of the Company not liable to retire by rotation for a period of one year commencing from March 28, 2025 or until further orders from the Ministry of Petroleum and Natural Gas, whichever is earlier.	FOR	FOR	Gopal Krishan Agarwal, 63, 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 has served as Independent Director of the company for three years from 12 November 2021 to 11 November 2024. He has attended all five (100%) board meetings held in FY25 during his tenure. His appointment meets statutory requirements	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of Prof. Bhagwati Prasad Saraswat (DIN: 09396479) as Independent Director of the Company not liable to retire by rotation for a period of one year commencing from March 28, 2025 or until further orders from the Ministry of Petroleum and Natural Gas, whichever is earlier.	FOR	FOR	Dr. Bhagwati Prasad Saraswat, 65, is Vice Chancellor, University of Kota, Rajasthan. Formerly he 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 has served as Independent Director of the company for three years from 12 November 2021 to 11 November 2024. He has attended all five (100%) board meetings held in FY25 during his tenure. His appointment meets statutory requirements	FOR

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of Shri Asheesh Joshi (DIN: 09005888) as Director of the Company in terms of order from Ministry of Petroleum and Natural Gas, who would be liable to retire by rotation.	FOR	FOR	Asheesh Joshi, 48, is an IAS Officer of 2006 batch. He is the Joint Secretary to the Ministry of Petroleum & Natural Gas. Previously, he was Secretary (Additional Charge) of Drinking Water & Sanitation Department, Govt. of Uttarakhand. He has held the position of District Magistrate and worked in various Departments such as Housing, Home, Agriculture, Finance, Land Revenue, Planning, Energy, Tourism and Rural Development in the Government of Uttarakhand. He is liable to retire by rotation. His appointment is in line with statutory requirements.	FOR
25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Appointment of Shri Subhankar Sen (DIN: 09844251) as Director (Marketing) of the Company liable to retire by rotation till the date of his superannuation or until further orders from the Ministry of Petroleum and Natural Gas, whichever is earlier.	FOR	FOR	Subhankar Sen, 57, has over three decades of experience in Fuel Retailing, Lubricants marketing and Energy transition. He has been a member of BPCL's Strategy team building pioneering brands - Pure for Sure, Speed, PetroBonus, SmartFleet, BPCL-SBI card, In&Out stores, UFill. He led strategic partnerships across key sectors like EV Fast Charging Corridors and Doorstep Diesel Delivery as part of the energy transition. He is 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. Notwithstanding, remuneration in public sector enterprises is generally not high. His appointment is in line with the statutory requirements. We support the resolution.	FOR

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Approval of Material Related Party Transaction pertaining to providing sponsor senior debt of upto \$ 238 million (approximately Rs. 2,037 crore assuming \$ 1 = Rs. 85.5814) by BPRL International BV, a step down wholly owned subsidiary of the Company in the Netherlands, to Mozambique LNG1 Financing Company Limited (Offshore Borrower) and to providing sponsor guarantee of upto \$ 238 (~ Rs. 2,037 crore assuming \$ 1 = Rs. 85.5814) by BPCL to Mozambique LNG1 Financing Company Limited (Offshore Borrower) towards share of 10% Participating Interest (Paying Interest of 11.765%) of BPRL Ventures Mozambique B.V., a step down wholly owned subsidiary of the Company in the Netherlands.	FOR	FOR	<p>"To support the restarting of the LNG project in Mozambique, the consortium members have agreed to provide Sponsor Senior Debt to replace some existing lenders, if needed, at the same interest rates. BPCL's share is Rs. 20.4 bn (USD 238 mn), to be extended by its Netherlands-based wholly owned step-down subsidiary, BPRL International BV (BIBV), to Mozambique LNG1 Financing Company Ltd., the Offshore Borrower. This will be backed by a BPCL guarantee. The Offshore Borrower is a wholly owned subsidiary of Mozambique LNG1 Holding Company Ltd., an associate of BIBV.</p> <p>The proposed Sponsor Senior Debt funding by BPRL International BV (BIBV), a wholly owned step-down subsidiary of BPCL, is to support the timely restart of the Mozambique LNG project. The financing is being provided by all the consortium members in proportion to their participating interest, with BIBV's share at Rs. 20.4 bn (USD 238 mn), on the same terms as the existing debt. BPCL will guarantee the debt being extended. We support the resolution."</p>	FOR
------------	--------------------------------------	-----	------------	--	-----	-----	---	-----

25-08-2025	Bharat Petroleum Corporation Limited	AGM	Management	Approval of Material Related Party Transactions of the Transfer of the relevant Golfinho-Atum project assets of BPRL Ventures Mozambique BV, a step down wholly owned subsidiary of the Company in the Netherlands, to Moz LNG1 AssetCo Limitada (AssetCo) during the financial year 2025-26 (via Assets for Equity transaction) wherein AssetCo would issue its quotas (equity) to BPRL Ventures Mozambique BV and issue a credit to BPRL Ventures Mozambique BV for its ancillary contribution in proportion to its participating interest, and of transfer of said quotas (equity) and credits held in AssetCo by BPRL Ventures Mozambique BV, to Moz LNG 1 HoldCo Limitada (Moz HoldCo) in exchange for quotas (equity) and credit against ancillary contributions in Moz HoldCo., for an amount of up to approximately \$ 1,000 million i.e. approximately Rs. 8,600 crore.	FOR	FOR	"BPCL seeks approval for material related party transactions for its step down wholly owned subsidiary - BPRL Venture Mozambique BV (BVM). The transactions are with Mozambique LNG1 HoldCo Limitada (HoldCo) and Mozambique LNG1 AssetCo Limitada (AssetCo), related parties incorporated in Mozambique, towards the Mozambique LNG project. Transactions may also be carried out with Mozambique LNG 1 Holding Company Ltd, another associate company of BVM. The transactions relate to the proposed restructuring of the Mozambique LNG Project. The transaction will be completed in three legs. The first leg involves asset transfer where project assets will be transferred to AssetCo in return for an equity stake valued up to Rs. 86.0 bn (USD 1 bn). The debt being raised towards the project will also be housed within AssetCo. The second leg anticipates true-Up Reimbursement where a portion of the equity previously infused by all concessionaires, including BVM, will be reimbursed through the project's finance facility. BPRL expects to receive Rs. 17.2 bn (USD 200 mn) in FY26, with an additional Rs. 8.6 bn (USD 100 mn) anticipated the following year. In the third step, after the reorganization, future project funding will be met through equity infusions into HoldCo. Based on expected timelines, BPRL's contribution is estimated at Rs. 19.5 bn (USD 227 mn) during FY26.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, and b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 and the Report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution.	FOR

25-08-2025	Info Edge (India) Limited	AGM	Management	To declare a final dividend of Rs. 3.60/- per equity share (recommended on equity shares of face value of Rs. 2/- each) and to confirm the interim dividend of Rs. 12/- per equity share (declared on equity shares of face value of Rs. 10/- each, before the split/sub-division of equity shares), already paid, for FY25.	FOR	FOR	The total dividend for FY25 is Rs. 6.0 per share (post-split/sub-division of shares) and the total dividend outflow is Rs. 3.9 bn. The dividend payout ratio is 50.2% on standalone PAT. We support the resolution.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	To appoint a Director in place of Mr. Pawan Goyal (DIN: 07614990), who retires by rotation, and being eligible, offers himself for re-appointment.	FOR	FOR	Pawan Goyal, 54, is Whole-time Director and Chief Business Officer- Naukri at Info Edge (India) Ltd. He has over 25 years of industry experience in business, engineering, and research leadership roles. He has served on the board of the company since April 2023. He has attended all six board meetings held in FY25. He retires by rotation and his reappointment is in line with the statutory requirements. We support the resolution.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	To appoint Auditors to conduct the audit of books of accounts of Branch Office(s) of the Company, whether existing or which may be opened/ acquired hereafter, situated in countries other than India, in accordance with the laws of such country(ies) and to hold office until the conclusion of next Annual General Meeting of the Company.	FOR	FOR	"As at 31 March 2025, the company has international offices in Riyadh, Qatar, Bahrain, Abu Dhabi and Dubai – DIC & Mainland. The company seeks approval to authorize the Board of Directors to appoint branch auditors for carrying out the audit of the accounts of branches situated in countries other than India. The company has provided the names of the branch auditors proposed to be appointed and has stated that the expected branch audit fees for FY26 will not exceed 20% of the audit fees paid/payable to such firms for FY25/CY25. We support the resolution."	FOR

25-08-2025	Info Edge (India) Limited	AGM	Management	To appoint M/s. Chandrasekaran Associates, Company Secretaries (FRN: P1988DE002500), a peer reviewed firm as Secretarial Auditors of the Company (Secretarial Auditors) for a term of 5 (Five) consecutive years, to hold office from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the financial year 2030-31, for carrying out the Secretarial Audit of the period covering the financial years from 2025-26 to 2029-30, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.	FOR	FOR	The company proposes to appoint Chandrasekaran Associates as secretarial auditors, for five years from the conclusion of the 2025 AGM and pay them a remuneration of Rs. 650,000 plus reimbursement of traveling and out-of-pocket expenses for FY26. The fee for subsequent years of term shall be fixed by the board, on the recommendation of audit committee. The proposed remuneration payable to Chandrasekaran Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	To approve payment of remuneration to Non-Executive Directors by way of commission of the Company for a period of 5 (Five) financial years commencing from April 1, 2026 to March 31,2031, provided that such aggregate payment shall not exceed a sum equal to 1% of the net profits of the Company per annum.	FOR	FOR	"Currently the total commission payable to each of the Non-Executive/Independent Director is Rs. 3.3 mn per annum. In the last five years, the company has paid commission to Non-Executive Directors which has ranged from 0.01% to 0.15% of its profits before tax. The company is now seeking approval to pay commission to Non-Executive Directors not exceeding 1% of the net profits for a period for five financial years beginning from 1 April 2026. This will be in addition to sitting fees. The company should have provided an absolute cap on the quantum of commission payable to the Non-Executive Directors. However, we note that previous commission payouts have been reasonable and in line with industry peers. We expect the NRC to continue to remain judicious while deciding commission payouts. We support the resolution."	FOR

25-08-2025	Info Edge (India) Limited	AGM	Management	To re-appoint Mr. Sanjeev Bikhchandani (DIN: 00065640) as Executive Vice-Chairman and Whole-time Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years, on expiry of his present term of office, i.e. with effect from April 27, 2026 to April 26, 2031 (both days inclusive), and including remuneration.	FOR	FOR	Sanjeev Bikhchandani, 61, is founder, promoter and Executive Vice Chairperson and Whole-time Director of Info Edge (India) Ltd. He has been on the board since May 1995. Sanjeev Bikhchandani was paid Rs. 36.6 mn for FY25. We estimate the FY26 remuneration and the proposed remuneration for FY27 at Rs. 42.4 mn and Rs. 48.0 mn, respectively. The estimated proposed remuneration is commensurate with the performance and complexities of the business. We support the resolution.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	To re-appoint Mr. Hitesh Oberoi (DIN: 01189953) as Managing Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years, on expiry of his present term of office, i.e. with effect from April 27, 2026 to April 26, 2031 (both days inclusive), and including remuneration.	FOR	FOR	Hitesh Oberoi, 52, is promoter and Managing Director and CEO of Info Edge (India) Ltd. He has been on the board since May 2001. Hitesh Oberoi was paid Rs. 34.6 mn for FY25. We estimate the FY26 remuneration and the proposed remuneration for FY27 at Rs. 39.1 mn and Rs. 44.3 mn, respectively. The estimated proposed remuneration is commensurate with the performance and complexities of the business. We support the resolution.	FOR
25-08-2025	Info Edge (India) Limited	AGM	Management	Payment of remuneration to Ms. Divya Batra, relative of Managing Director and Chief Executive Officer of the Company and related party of the Company, holding the office or place of profit in the Company, upto a maximum amount of Rs. 75 Lakhs per annum including variable pay, perquisites, ex-gratia/rewards and all other benefits as applicable to the employees occupying similar position in the Company (excluding reimbursement of expenses in line with the Company's Policy), for a period of 5 (Five) years.	FOR	FOR	"Ms. Divya Batra, 47, is the sister of Hitesh Oberoi, promoter and MD & CEO. She is an operations lead, managing a team of 31 on-roll and another 50 off-roll employees of the company. She holds a Bachelor of Arts degree in Sociology from Delhi University. In FY25 she drew a remuneration of Rs. 2.7 mn. The company proposes to revise her remuneration such that the maximum remuneration payable to her during five years from 1 April 2026 will not exceed Rs. 7.5 mn per annum, with the fixed component not exceeding Rs. 6.75 mn per annum. The company has stated that her FY26 remuneration will be Rs. 3.0 mn (Rs. 2.7 mn fixed and Rs. 0.3 variable pay) and if she grows in her role and takes up more responsibilities, she will eventually move to the next band group where the company's current overall 90th percentile is Rs. 7.5 mn per annum. Any annual revision in Ms. Divya Batra's remuneration shall be performance-based and shall not exceed 30% over the previous year's remuneration, subject to a maximum cap of Rs. 7.5 mn per annum. We support the resolution."	FOR

26-08-2025	HCL Technologies Limited	AGM	Management	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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).	FOR
26-08-2025	HCL Technologies Limited	AGM	Management	To re-appoint Ms. Roshni Nadar Malhotra (DIN- 02346621) as a Director, who retires by rotation and being eligible, has offered herself for re-appointment.	FOR	FOR	Ms. Roshni Nadar Malhotra, 43, represents the promoter family on the board. She is currently the Non-Executive Chairperson of HCL Tech. She was appointed on the board on 29 July 2013. She has attended all seven board meetings held in FY25. She is liable to retire by rotation, and her reappointment is in line with statutory requirements. We support the resolution.	FOR
26-08-2025	HCL Technologies Limited	AGM	Management	Re-appointment of Ms. Vanitha Narayanan (DIN- 06488655) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from July 19, 2026 to July 18, 2031 (both days inclusive), and she will not be liable to retire by rotation.	FOR	FOR	Ms. Vanitha Narayanan, 66, is former Managing Director and Chairperson of IBM India. She has three decades of work experience at IBM where she held multiple key roles leading large businesses in the United States, Asia-Pacific and India. Some of her other roles at IBM include Vice President for the Communications Sector across Asia Pacific, Vice President for Global Telecommunications Solutions and finally Managing Director for a strategic Telecom client before her retirement in 2020. She has been on board since 19 July 2021. She has attended all seven board meetings in FY25. Her reappointment is in line with statutory requirements. We support the resolution. Vanitha Narayanan is the Chair of the Nomination and Remuneration Committee – we raise concern that over the structuring of CEO compensation and the company's stock option scheme.	FOR

26-08-2025	HCL Technologies Limited	AGM	Management	Re-appointment of Mr. C. Vijayakumar (DIN-09244485) as the Managing Director of the Company with the designation of CEO and Managing Director, from September 1, 2025 to March 31, 2030 (both days inclusive), liable to retire by rotation and including remuneration.	FOR	FOR	C Vijayakumar, 57, has been the President and CEO of HCL Technologies Limited (not on the board) since October 2016. He was appointed as MD and CEO from 20 July 2021. C Vijayakumar will be based in the United States of America and paid from HCL America Inc, a wholly owned step-down subsidiary. While we support his reappointment, we raise concerns over the remuneration terms. C Vijayakumar was paid Rs. 712.4 mn in FY25 and estimated FY26 remuneration is at Rs. 1,586.7 mn excluding the one-time grant of RSUs, and Rs. 1,788.7 mn including the one-time grant (amortized over the vesting period). The company has capped all components of remuneration, with variable pay comprising approximately two-thirds of the total at maximum payout. As per the resolution, vesting of a portion of the long-term incentive (LTI)—linked to total shareholder returns and revenue growth—may occur under certain conditions relative to peer performance. The company has not disclosed the peer group used for benchmarking. The company has stated that the peers will be companies with revenues of USD 10 bn to USD 20bn with CEOs based in USA. The board must consider providing greater clarity with respect to remuneration benchmarking. The proposed director is a Non-resident and considering the PPP (Purchasing Power Parity) and size and performance of the company, no concern has been identified regarding the Proposed remuneration of the Director.	FOR
------------	--------------------------	-----	------------	---	-----	-----	--	-----

26-08-2025	HCL Technologies Limited	AGM	Management	Variation in the HCL Technologies Limited - Restricted Stock Unit Plan 2024.	FOR	FOR	The company seeks shareholders' approval for increasing the pool size to 11,760,000 RSUs (0.34% of paid -up capital as on 31 March 2025) from the existing pool size of RS. 8,460,000 RSUs (0.31% of the paid-up capital as on 31 March 2024). The variations also include enhancing the limit of grants to a single employee to 3.3 mn RSUs from the current cap of 1.3 mn RSUs. The company is proposing the variations to accommodate the revised remuneration terms for the MD and CEO, C Vijayakumar. It is proposed to increase the number of RSUs that can be granted under of the RSU Plan 2024 so that there is no adverse impact on other eligible employees who would be considered for granting RSUs in future. Further, to enable the grant of said RSUs, it is proposed to increase the limit of the maximum number of RSUs that can be granted to any Eligible Employee from the current limit of 13,00,000 RSUs to 33,00,000 RSUs.	FOR
26-08-2025	HCL Technologies Limited	AGM	Management	Authorization for secondary acquisition of equity shares of the Company by HCL Technologies Stock Options Trust for implementation of variation in HCL Technologies Limited - Restricted Stock Unit Plan 2024 and providing financial assistance in this regard.	FOR	FOR	Through a separate resolution, HCL Tech proposes to authorize HCL Trust to implement the variations in RSU Plan 2024 by acquiring the additional 3.3 mn equity shares of the company through secondary acquisition. The Company will make provision of money by way of loan, guarantee, security, or any other financial assistance to HCL Trust to fund the acquisition of the additional 3.3 mn equity shares under the RSU Plan 2024. The amount provisioned to HCL Trust will be within the statutory limits.	FOR

26-08-2025	HCL Technologies Limited	AGM	Management	Appointment of M/s. Makarand M. Joshi and Co., Practicing Company Secretaries (Firm Registration Number: P2009MH007000) as the Secretarial Auditor of the Company to hold the office for a period of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 and to approve their remuneration.	FOR	FOR	Makarand M. Joshi & Co. (MMJC) has been the secretarial auditor of the company since FY25. During FY25, one of the group entity of MMJC was appointed for conducting the secretarial audit (including voluntary audits) of other Indian subsidiaries of the Company. The audit fees paid to MMJC for the secretarial audit (including other certification) of the Company was Rs. 740,000 and to their group entity for the secretarial/voluntary audit of certain subsidiaries of the Company was Rs. 420,000 plus expenses and taxes, as applicable. Now, the company proposes to appoint Makarand M. Joshi & Co. as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 760,000 per annum plus expenses and taxes for FY26 as secretarial auditors. The proposed remuneration includes Secretarial Audit as well as fee for the Annual Secretarial Compliance Report, Non-Disqualification of Directors, Employee Stock Option Scheme, Annual Return and other statutory certifications. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. Further, the Company may obtain certifications and avail other permissible services under statutory regulations from MMJC, as may be required from time to time. The remuneration for certifications and other permissible services will be paid on mutually agreed terms. The remuneration for the remaining tenure will be decided	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To receive, consider and adopt the audited financial statements including consolidated financial statements of the company for the financial year ended 31st march, 2025, together with the boards report, the auditors report thereon and comments of the comptroller and auditor general of India.	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). We support the resolution. The company must disclose the reason for having payables overdue by more than two years. Typical of public sector companies, Power Grid Corporation of India Limited has four joint auditors. The audit committee must provide clarity on how it establishes accountability of these auditors and ensures that issues do not fall through the cracks, while allocating audit responsibilities."	FOR

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To confirm payment of 1st and 2nd interim dividend and declare final dividend for the financial year 2024-25.	FOR	FOR	The total dividend outflow will aggregate to Rs. 83.7 bn. The payout ratio is 54.5% of the standalone PAT. We support the resolution.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To appoint a director in place of Dr. Yatindra Dwivedi (DIN: 10301390), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Dr. Yatindra Dwivedi, 58, is Director – Personnel of Power Grid Corporation of India. He has been on board since 31 August 2023. He has attended all twenty-one board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To appoint a director in place of Shri Naveen Srivastava (DIN: 10158134), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Naveen Srivastava, 58, is Director – Operation of Power Grid Corporation of India. He has been on board since 8 August 2024. He has attended all fourteen board meetings since his appointment. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2025-26.	FOR	FOR	"The appointment of the statutory auditors for FY26 are yet to be made by the C&AG. In terms of Section 142(1) of the Companies Act, 2013, auditor remuneration must be fixed by the company in General Meeting. In line with this practice, the company seeks shareholder approval to authorize the board to fix an appropriate remuneration for the statutory auditors. The statutory joint auditors were paid audit fees, including tax audit and quarterly review fees of Rs. 47.8 mn in FY25 (excluding tax and reimbursements) which is reasonable considering the size of the company. We expect the audit fees for FY26 to be in the same range. While we understand that the company may be awaiting communication from C&AG regarding auditor appointment and remuneration, we believe that being a listed entity, the company must disclose the proposed auditor and the auditor remuneration to shareholders. We support the resolution."	FOR

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of Shri Vamsi Ramamohan Burra (DIN: 09806168) as Whole-time Director [Director (Projects)], liable to retire by rotation.	FOR	FOR	<p>"Vamsi Ramamohan Burra, 55, has over 30 years of experience in the power and telecom sectors. Previously, he has served as COO (Telecom) & OSD (Projects) in Power Grid Corporation of India and CEO Power Grid Corporation of India Teleservices Limited. The company now proposes to appoint him as Whole-time Director (Director - Projects) from 13 November 2024. He has attended all eight board meetings in FY25 since his appointment. The company has neither disclosed his tenure nor his proposed remuneration. Regulations limit the maximum tenure of executive directors at five years, and remuneration in public sector enterprises is usually not high. Power Grid Corporation's executive directors were paid a remuneration in the range of Rs 6.9 – 9.6 mn in FY25. We expect his remuneration to be in a similar range for FY26. His appointment is in line with the statutory requirements.</p> <p>Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution."</p>	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of Shri Abhay Bakre (DIN: 08104259) as a Government Nominee Director of the Company, not liable to retire by rotation.	FOR	FOR	<p>Abhay Bakre, 59, is a nominee of Government of India and the Mission Director of National Green Hydrogen Mission, Ministry of New and Renewable Energy (MNRE). He has over 35 years of experience in transport, industry, electrical construction, power distribution, petroleum conservation, clean energy and climate domain. No concern on the merits of proposed appointee. We understand that the Company, being a Govt. Company, Directors are appointed on the Board by the Govt through the respective Ministry which is beyond the powers of the Company / NRC However, a non-compliant Board raises question mark over board oversight mechanism and the independence of decision making on the board.</p>	FOR

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of Shri Shiv Tapasya Paswan (DIN: 09414240) as an Independent Director of the Company, not liable to retire by rotation.	FOR	FOR	Shiv Tapasya Paswan, 56, is involved in social service for the upliftment of the weaker and marginalized section of the society. Public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of Shri Rohit Vaswani (DIN: 00658059) as an Independent Director of the Company, not liable to retire by rotation.	FOR	FOR	Rohit Vaswani, 52, is a practicing chartered accountant. He has more than 27 years of experience in matters related to indirect taxes including excise, service tax, VAT and GST, direct taxes, and corporate taxation. He is a qualified Mediator under Delhi Dispute Resolution Society (DDRS), Government of NCT of Delhi and also served as a mediator with Telecom Disputes Settlement and Appellate Tribunal (TDSAT). While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. His appointment as an Independent Director is in line with statutory requirements. We support the resolution.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of Smt. Sajal Jha (DIN: 09402663) as an Independent Director of the Company, not liable to retire by rotation.	FOR	FOR	Ms. Sajal Jha, 50, has over 14 years of experience as an advocate practicing at the Patna High Court. No concern on the merits of proposed appointee. We understand that the Company, being a Govt. Company, Directors are appointed on the Board by the Govt through the respective Ministry which is beyond the powers of the Company / NRC However, a non-compliant Board raises question mark over board oversight mechanism and the independence of decision making on the board.	FOR

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Appointment of M/s. A. K. Rastogi and Associates, Company Secretaries, (Firm registration no. P2025UP104900), as Secretarial Auditor of the Company for a term of five (05) consecutive financial years, commencing from FY 2025-26 up to FY 2029-30, at a professional fee of Rs. 1,50,000/- plus applicable taxes for FY 2025-26, with an annual escalation of 5% over the preceding financial year's fee for each subsequent financial year i.e. FY 2026-27, FY 2027-28, FY 2028-29 and FY 2029-30.	FOR	FOR	The company proposes to appoint A. K. Rastogi & Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 150,000 per annum plus applicable taxes for FY26 with an annual escalation of 5% over the preceding financial year's fee for each subsequent financial year i.e. FY27 to FY30 as secretarial auditors. The proposed remuneration payable to A. K. Rastogi & Associates is commensurate with the size of the company. His appointment is in line with statutory requirements. We support the resolution.	FOR
26-08-2025	Power Grid Corporation of India Limited	AGM	Management	Ratification of remuneration of M/s. R. M. Bansal and Co., Cost Accountants and M/s. Chandra Wadhwa and Co., Cost Accountants as the joint Cost Auditors of the Company (for Transmission business) as appointed by the Board of Directors for the financial year 2025-26 at a remuneration of Rs.2,50,000 to be shared equally by both the firms; taxes as applicable to be paid extra, travelling and out of pocket expenses to be reimbursed as per policy of the Company and an additional remuneration of Rs. 12,500 plus taxes as applicable, to be paid to M/s. R. M. Bansal and Co, Cost Accountants, the Lead Cost Auditor for consolidation and facilitation for filing of Consolidated Cost Audit Report for the financial year 2025-26 of the Company.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY26 is reasonable compared to the size and scale of operations.	FOR

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To enhance borrowing limit from Rs. 16,000 Crore to Rs. 25,000 Crore from domestic market through issue of secured / unsecured, non-convertible, cumulative / non-cumulative, redeemable, taxable / tax-free Debentures / Bonds under Private Placement for the Financial Year 2025-26.	FOR	FOR	<p>"The proposed issuance will be within the approved borrowing limit of Rs. 1.8 tn for the company. Power Grid's debt programs are rated CARE AAA/Stable/CARE A1+, which denotes highest degree of safety regarding timely servicing of financial obligations. As on 31 March 2025, consolidated debt outstanding was Rs. 1.3 tn. The consolidated debt to equity and debt to EBITDA were 1.4X and 3.2X respectively.</p> <p>Power Grid had estimated a capex for FY26 is Rs. 280.0 bn, out of which an amount of Rs. 57.1 bn is spent till 30 June 2025 and balance Rs. 222.9 bn is to be spent over the balance period. The capex of Rs. 280.0 bn is expected to go up to Rs. 300.0 bn to Rs. 320.0 bn and the debt component may go up from Rs. 160.0 bn to Rs. 250.0 bn. Considering the additional requirements of debt, the company wants to increase the existing borrowing limit of the NCD/ bonds to Rs. 250.0 bn in FY26. The interest yields on proposed borrowings are expected to be comparable to the interest rates of prevailing interest rates of AAA rated corporate bonds. We support the resolution."</p>	FOR
------------	---	-----	------------	---	-----	-----	--	-----

26-08-2025	Power Grid Corporation of India Limited	AGM	Management	To raise funds up to Rs. 30,000 Crore from domestic market through issue of Secured/ unsecured, non-convertible, cumulative/ non-cumulative, redeemable, taxable/tax-free Debentures / Bonds under private placement during the Financial Year 2026-27 in one or more tranches/offers.	FOR	FOR	<p>"The proposed issuance will be within the approved borrowing limit of Rs. 1.8 tn for the company. Power Grid's debt programs are rated CARE AAA/Stable/CARE A1+, which denotes highest degree of safety regarding timely servicing of financial obligations. As on 31 March 2025, consolidated debt outstanding was Rs. 1.3 tn. The consolidated debt to equity and debt to EBITDA were 1.4X and 3.2X respectively.</p> <p>Power Grid has estimated a capex of Rs. 350.0 bn to Rs. 380.0 bn for FY27 considering projects in hand and projected bidding by Bid Process Coordinator (BPC) in the next 12 months. They plan to finance the capex through a debt- equity mix of 80:20 and will therefore need to raise additional debt. The company plans to mobilize about Rs. 300.0 bn as debt in FY27.</p> <p>Considering the additional requirements of debt, the company wants to increase the existing borrowing limit of the NCD/ bonds to Rs. 300.0 bn for FY27. The interest yields on proposed borrowings are expected to be comparable to the interest rates of prevailing interest rates of AAA rated corporate bonds. We support the resolution."</p>	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	<p>To consider and adopt:</p> <p>a) The Audited Financial Statement(s) of the Company for the financial year ended 31 March 2025 and the reports of the Board of Directors and the Auditors thereon and</p> <p>b) The Audited Consolidated Financial Statement(s) of the Company for the financial year ended 31 March 2025 and the reports of Auditors thereon.</p>	FOR	FOR	<p>We have relied upon the auditors' report, which has not raised concerns on the financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software and we expect the Company to rectify the issues highlighted. Currently, the Audit committee is compliant with respect of number of Independent Directors.</p> <p>However, as on 31st March 2025, the Audit Committee did not have a single Independent Directors as member against the requirement of two-third (67%) and also committee constitute with only two members. We understand that the Company, being a Govt. Company, Directors are appointed on the Board by the Govt through the respective Ministry which is beyond the powers of the Company / NRC However, a non-compliant Board raises question mark over board oversight mechanism and the independence of decision making on the board. We support the resolution due to the unqualified Financial statements.</p>	FOR

28-08-2025	Bharat Electronics Limited	AGM	Management	To confirm the payment of interim dividend of Rs. 1.50 (150%) per equity share and to declare final dividend of Rs. 0.90 (90%) per equity share of Rs. 1 each fully paid up for the financial year 2024-25.	FOR	FOR	The total dividend per share aggregates Rs. 2.4 for FY25, including an interim dividend of Rs. 1.5. The total dividend outflow for FY25 is Rs. 17.5 bn, and the dividend payout ratio is at 33.2% of standalone profit after tax. We support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	To appoint a Director in place of Mr K V Suresh Kumar (DIN: 10200827), Director (Marketing) who retires by rotation and being eligible, offers himself for reappointment.	FOR	FOR	K. V. Suresh Kumar, 59, is the Director (Marketing) of BEL. He has been on the board since 16 June 2023. He attended all seven (100%) board meetings held in FY25. He retires by rotation and his reappointment as Director is in line with the statutory requirements. We support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Mr. Rajnish Sharma (DIN: 10738394) as Director of the Company, liable to retire by rotation.	FOR	FOR	Rajnish Sharma, 56, has been the Director (Bangalore Complex) of BEL since 10 August 2024. Prior to his current role, he served as the General Manager of BEL's Military Radar Systems Strategic Business Unit (SBU). He has been associated with BEL since 1990 and has served at various units and SBUs such as secure communication, electronic warfare & avionics, naval missile systems, etc. He attended all four (100%) board meetings held in FY25 and since his induction onto the board. His FY25 remuneration aggregated Rs. 6.2 mn. He is liable to retire by rotation, and his appointment is in line with the statutory requirements. The company has not disclosed the proposed remuneration: remuneration in public sector enterprises is usually not high. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR

28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Lt. General Vishwambhar Singh (Retd.), (DIN: 09461326) as Director of the Company, not liable to retire by rotation.	FOR	FOR	Vishwambhar Singh, 67, is a retired Indian Army Officer. He has thirty-seven years of experience in the Indian Army where he held positions, including General Officer Commanding of the Maharashtra, Gujarat and Goa Area, Director General of Weapons and Equipment, General Officer Commanding of Uttar Bharat Area, among others. while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Mr. Harikumar Raghavan Nair (DIN: 11086669) as Director of the Company, liable to retire by rotation.	FOR	FOR	Harikumar Raghavan Nair, 58, has been the Director (Research and Development) of BEL since 2 May 2025. He has been associated with BEL since 1989 and previously served as the General Manager of Technology Planning. He has over thirty-five years of experience in Development and Engineering (D&E), which support manufacturing activities at BEL with high quality designs and engineering documentation. He is liable to retire by rotation, and his appointment as Director is in line with the statutory requirements. The company has not disclosed his proposed remuneration: remuneration in public sector enterprises is usually not high. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR

28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Mr. Pradeep Tripathi (DIN: 11111295) as Director of the Company, not liable to retire by rotation.	FOR	FOR	Pradeep Tripathi, 52, is the Proprietor of Harsh Enterprises since 1998. He has over twenty years of experience across nonprofit, governmental, and private sectors. He has previously served as General Secretary of the Indian Red Cross Society and has been a Board Member at the Madhya Pradesh Council of Science and Technology (MPCOST). His appointment as Independent Director is in line with the statutory requirements. while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Mr. Bharatsinh Prabhatsinh Parmar (DIN: 07781550) as Director of the Company, not liable to retire by rotation.	FOR	FOR	Bharatsinh Prabhatsinh Parmar, 67, is a former Member of Parliament (Rajya Sabha). He has experience in in agriculture, commerce and law and has held positions as the General Secretary of Gujarat State BJP, Chairperson of Gujarat State Police Housing Corporation and Chairperson of Gujarat State Rural Development. His appointment as Independent Director is in line with the statutory requirements. while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR

28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Mr. Kamesh Kasana (DIN: 11194293) as Director of the Company, liable to retire by rotation.	FOR	FOR	Kamesh Kasana, 53, has been the Director (Other Units) of BEL since 14 July 2025. He has been associated with BEL since 1993 and previously served as the General Manager of the Communication Strategic Business Unit in Bengaluru. He has over thirty years of experience in Defence electronics and has led programmes such as the Indian Army's Air Defence Control and Reporting System (Akashteer), Battlefield Surveillance Systems, and C4I systems for the Indian Navy's surface ships and submarines. He is liable to retire by rotation, and his appointment as Director is in line with the statutory requirements. The company has not disclosed his proposed remuneration: remuneration in public sector enterprises is usually not high. We support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of Ms. Meera Mohanty (DIN: 03379561) as Director of the Company, not liable to retire by rotation.	FOR	FOR	Ms. Meera Mohanty, 48, is an IAS Officer and currently serves as a Joint Secretary (Personnel and Coordination) in the Department of Defence Production, Ministry of Defence. Prior to her current role, she served as Joint Secretary in the Prime Minister's Office. She is not liable to retire by rotation, and the company has not disclosed her tenure. However, we take comfort from the SEBI LODR amendments, which require the periodic reappointment of a director at least once every five years. Her appointment as Government Nominee Director is in line with the statutory requirements. No concern on the merits of proposed appointee. We understand that the Company, being a Govt. Company, Directors are appointed on the Board by the Govt through the respective Ministry which is beyond the powers of the Company / NRC However, a non-compliant Board raises question mark over board oversight mechanism and the independence of decision making on the board.	FOR

28-08-2025	Bharat Electronics Limited	AGM	Management	Appointment of M/s Thirupal Gorige and Associates LLP, Practicing Company Secretaries (LLP Registration Number: LLPIN: AAL-8217) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and out-of-pocket expenses.	FOR	FOR	Thirupal Gorige & Associates LLP have been associated as secretarial auditors and scrutinizers with Bharat Electronics Limited since FY14. The company now proposes to appoint Thirupal Gorige & Associates LLP as secretarial auditors for five years from FY26. The remuneration will be as mutually agreed upon between the board and the secretarial auditors. As per regulatory requirements, the company should have disclosed the remuneration payable to Thirupal Gorige & Associates LLP in the shareholder notice. Notwithstanding, we support the resolution.	FOR
28-08-2025	Bharat Electronics Limited	AGM	Management	Ratification of remuneration of Rs. 4,50,000 plus applicable taxes payable to M/s GNV and Associates, Cost Accountants, Bengaluru (Firm Registration No. 000150) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on 31 March 2026.	FOR	FOR	The total remuneration proposed to be paid to GNV & Associates as cost auditors for FY26 is reasonable when compared to the size and scale of the company's operations. We support the resolution.	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the standalone financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution.	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	To consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March 2025 and the report of the Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the consolidated financial statements. We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution.	FOR

28-08-2025	Maruti Suzuki India Limited	AGM	Management	To declare dividend at the rate of INR 135 per equity share to be paid to the Members of the Company.	FOR	FOR	The total dividend payout for FY25 is Rs. 42.4 bn (Rs. 10.0 per share), and the dividend payout ratio is 30.4% of post-tax profits. The company's dividend distribution policy has been effective since 23 March 2017, and it is unclear when the policy was last reviewed. The board must review the dividend distribution policy periodically. Notwithstanding, we support the resolution.	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	To appoint a director in place of Mr. Kenichi Ayukawa (DIN: 02262755), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Kenichi Ayukawa, 69, represents Suzuki Motor Corporation, Japan on the board. SMC holds 58.28% equity in the company as on 30 June 2025. He was MSIL's Managing Director from 1 April 2013 to 31 March 2022 and was redesignated as the Executive Vice-Chairperson of the company from 1 April 2022 till 30 September 2022. He is currently the Executive Fellow in charge of India Operations. He is serving on the board since 2008 as Non-Executive Director. He has attended all five board meetings (100%) in FY25. He retires by rotation and his reappointment is in line with statutory requirements. We support the resolution.	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	To appoint a director in place of Mr. Kenichiro Toyofuku (DIN: 08619076), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Kenichiro Toyofuku 55, joined Suzuki Motor Corporation, Japan (SMC) in 2019 and is currently serving as Director - Sustainability, of Maruti Suzuki India Ltd. He has been on the board since 5 December 2019. Prior to joining SMC, he has served as Senior Private Sector Specialist, Finance, Competitiveness & Innovation Global Practice at World Bank, India Office. He has over 26 years of experience in India - Japan relationships, regional development and industrial policy. He attended all five board meetings (100%) held in FY25. He retires by rotation and his reappointment is in line with the statutory requirements. We support the resolution.	FOR

28-08-2025	Maruti Suzuki India Limited	AGM	Management	To appoint Price Waterhouse Chartered Accountants LLP (PW), (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 44th Annual General Meeting (AGM) till the conclusion of the 49th AGM of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board.	FOR	FOR	"Through the June 2025 Postal Ballot, the company appointed Price Waterhouse Chartered Accountants LLP as statutory auditors w.e.f. 12 May 2025 to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP. The company now seeks approval to appoint Price Waterhouse Chartered Accountants LLP as statutory auditors for five years from the conclusion of the 2025 AGM. The company proposes to pay audit fee of Rs. 27.0 mn per annum and applicable taxes, out of pocket expenses of Rs. 1.0 mn subject to actuals. The company also proposes engagement administrative charges of 2% of value of audit fee of Rs. 27.0 mn i.e. Rs. 0.54 mn. to Price Waterhouse Chartered Accountants LLP for FY26. The proposed remuneration is commensurate with the size of the company's operations. We support their appointment.	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	To alter the Object Clause of the Memorandum of Association of the Company.	FOR	FOR	The company is seeking approval to alter the Object Clause of the Memorandum of Association (MOA) to expand into new areas to tap into new market opportunities – including unmanned aerial vehicles/drones, fleet and mobility services, EV infrastructure, dealing in carbon credits, pre-owned vehicle services, mobility solutions and sale and disposal of end-of-life vehicles. The diversification may pose execution and other business risks. Notwithstanding, we believe it is the prerogative of the board and the management to decide on business diversification. Therefore, we support the resolution.	FOR

28-08-2025	Maruti Suzuki India Limited	AGM	Management	To appoint Mr. Koichi Suzuki (DIN: 11061966) as a Director of the Company, liable to retire by rotation.	FOR	FOR	<p>"Koichi Suzuki, 62, is Managing Officer – Executive General Manager, India Operations for Suzuki Motor Corporation (SMC), promoter and holding company. He represents SMC on the board, which holds 58.28% equity in the company as on 30 June 2025. He graduated from Tokyo University, Faculty of Letters, in 1987 and joined Suzuki Motor Corporation (SMC) in April 1987. He has also served as Executive Officer, International Marketing charge of Middle East and African Market for MSIL. His other roles with SMC, Japan, include Managing Officer, Automobile Marketing, in charge of Europe, Middle East and Africa and Managing Officer, Executive General Manager and Automobile Marketing - Europe, Middle East and Africa.</p> <p>Through the June 2025 Postal Ballot, Koichi Suzuki was appointed w.e.f. 26 April 2025 to fill the casual vacancy caused by the resignation of Kinji Saito. The company seeks approval to appoint him as Non-Executive Non-Independent Director. His appointment is in line with statutory requirements. We support the resolution."</p>	FOR
------------	-----------------------------	-----	------------	--	-----	-----	---	-----

28-08-2025	Maruti Suzuki India Limited	AGM	Management	To re-appoint Mr. Kenichiro Toyofuku (DIN: 08619076) as Whole-time Director designated as Director (Sustainability), for a period of three years with effect from 5th December 2025 till 4th December 2028 and including remuneration.	FOR	FOR	<p>"Kenichiro Toyofuku 55, joined Suzuki Motor Corporation, Japan (SMC) in 2019 and is currently serving as Director - Sustainability, of Maruti Suzuki India Ltd. Prior to joining SMC, he has served as Senior Private Sector Specialist, Finance, Competitiveness & Innovation Global Practice at World Bank, India Office. He has over 26 years of experience in India - Japan relationship, regional development and industrial policy. He attended all five board meetings (100%) held in FY25.</p> <p>Kenichiro Toyofuku received Rs. 42.2 mn as remuneration in FY25. His estimated remuneration of Rs. 49.3 mn for FY26 is comparable to peers, and commensurate with his responsibilities. Kenichiro Toyofuku is a professional whose skills and experience carry a market value. We recognize variable pay accounts for only ~31% of his total compensation: we believe over 50% of executive compensation should comprise variable pay to align pay with company performance. As a good practice, MSIL must disclose the parameters considered by the Nomination & Remuneration Committee, to determine variable pay. However, we support the resolution given the absolute quantum of remuneration. We support the resolution."</p>	FOR
28-08-2025	Maruti Suzuki India Limited	AGM	Management	Ratification of remuneration of INR 3.25 lac plus applicable taxes thereon besides reimbursement of out of pocket expenses, payable to R.J. Goel and Co., Cost Accountants (Firm Registration No. 000026) appointed by the Board of Directors as Cost Auditor to conduct the audit of the applicable cost records of the Company for the financial year 2025-26.	FOR	FOR	<p>The total remuneration proposed to be paid to the cost auditors in FY26 is reasonable compared to the size and scale of operations. We support the resolution.</p>	FOR

28-08-2025	Maruti Suzuki India Limited	AGM	Management	To appoint RMG and Associates, Company Secretaries, New Delhi (FRN: P2001DE016100) as the Secretarial Auditors of the Company for an audit period of 5 consecutive years commencing from the financial year 2025-26 till financial year 2029-30, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board.	FOR	FOR	The company proposes to appoint RMG & Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 300,000 plus applicable taxes and out-of-pocket expenses for FY26 as secretarial auditors. The remuneration for the remaining tenure will be decided by the board of directors. The proposed remuneration payable to RMG & Associates is commensurate with the size of the company. The appointment is in line with statutory requirements. We support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	To receive, consider and adopt a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as on March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and comments of Comptroller and Auditor General of India thereon b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as on March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of Statutory Auditor and comments of Comptroller and Auditor General of India thereon.	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 principles and Indian Accounting Standards (Ind AS). We support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year 2024-25.	FOR	FOR	The total dividend per share aggregates Rs. 15.8 for FY25, interim dividends aggregating Rs. 13.75. The total dividend outflow (interim and final) for FY25 is Rs. 52.1 bn, and the dividend payout ratio is 30.0% of standalone profit after tax. We support the resolution.	FOR

28-08-2025	Power Finance Corporation Limited	AGM	Management	To appoint a Director in place of Shri Rajiv Ranjan Jha (DIN: 03523954), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Rajiv Ranjan Jha, 59, is the Director – Projects of Power Finance Corporation Limited, where he oversees Business Development and Project Finance functions, including appraisal and structuring, risk analysis, disbursement, credit monitoring, policy formulation, and the management of stressed assets. He also serves as the Director-in-Charge of PFC Consulting Limited, a wholly owned subsidiary engaged in consultancy services, Bid Process Coordinator (ITP) assignments, and other strategic initiatives. He has been on the board since 28 October 2021. He attended all sixteen (100%) board meetings held in FY25. He is a member of the Audit Committee (AC): We believe the AC must comprise only of nonconflicted/non-tenured independent directors to avoid potential conflict of interest. He retires by rotation and his reappointment as Director is in line with the statutory requirements. We support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	To fix the remuneration of the Statutory Auditors.	FOR	FOR	The appointment of the statutory auditors for FY26 are yet to be made by the C&AG. In terms of Section 142(1) of the Companies Act, 2013, auditor remuneration must be fixed by the company in the General Meeting. In line with this practice, the company seeks shareholder approval to authorize the board to fix an appropriate remuneration for the statutory auditors. For FY25, Joint Statutory Auditors: Thakur, Vaidyanath Aiyar & Co. and Mehra Goel & Co. were paid audit fee of Rs. 6.5 mn and total auditor remuneration of Rs. 14.5 mn, which is reasonable when compared to the size of the company. We expect the audit fees for FY26 to be in the same range. While we understand that the company may be awaiting communication from C&AG regarding auditor appointment and remuneration, we believe that being a listed entity, the company must disclose the proposed auditor and the auditor remuneration to shareholders in the meeting notice. We support the resolution.	FOR

28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment/ Re-appointment of Smt. Usha Sajeev Nair (DIN: 09408454) as Part-Time Non-official Director (Independent Director) of the Company.	FOR	FOR	Ms. Usha Sajeev Nair, 49, is a female entrepreneur engaged in her own business in Dadra and Nagar Haveli and Daman and Diu. She is actively involved in social work, focusing on women's issues and providing support to the elderly, homeless, and orphans. She has served on the board as Independent Director from 23 December 2021 till 22 December 2024 and attended all twelve (100%) board meetings held in FY25 during her tenure. The company now proposes to reappoint her for a second term from 17 April 2025. We support her reappointment as Independent however, raise our concern with regards to the lack of clarity on her work experience. The company should have provided specific details about the extent and depth of Ms. Usha Sajeev Nair's work experience in the shareholder notice. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We do not support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment/ Re-appointment of Shri Prasanna Tantri (DIN: 06471864) as Part-Time Non-official Director (Independent Director) of the Company.	FOR	FOR	Prasanna Tantri, 43, is an Associate Professor - Finance at the Indian School of Business (ISB) and Executive Director of the Centre for Analytical Finance at ISB. He served on the board as Independent Director from 22 December 2021 till 23 December 2024 and attended all twelve (100%) board meetings held in FY25 during his tenure. The company now proposes to reappoint him for a second term from 17 April 2025. His reappointment as Independent Director is in line with the statutory requirements. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR

28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment of Shri Naresh Dhanrajbhai Kella (DIN: 01176450) as Part-Time Non-official Director (Independent Director) of the Company.	FOR	FOR	Naresh Dhanrajbhai Kella, 42, manages the Dhanraj Kella Charitable Trust, through which he undertakes various charitable activities, including conducting medical relief camps, supporting government school students in curricular programs, among others. He also serves as a Member of the Gujarat State Fee Revision Committee and as President of the Zalawad Federation of Trade & Industries, Surendranagar District. His appointment as Independent Director is in line with the statutory requirements. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment/ Re-appointment of Shri Bhaskar Bhattacharya (DIN: 09406292) as Part-Time Non-official Director (Independent Director) of the Company.	FOR	FOR	Bhaskar Bhattacharya, 66, is the former Chairperson of Hooghly Tax Advocates Bar Association and Member of West Bengal Taxation Tribunal. He served on the board as Independent Director from 23 December 2021 till 22 December 2024 and attended all twelve (100%) board meetings held in FY25 during his tenure. The company now proposes to reappoint him for a second term from 13 May 2025. His reappointment as Independent Director is in line with the statutory requirements. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR

28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment of Dr. Sudhir Mehta (DIN: 00056867) as Part-Time Non-official Director (Independent Director) of the Company.	FOR	FOR	Dr. Sudhir Mehta, 55, is the Chairperson and Managing Director of Pinnacle Industries Limited: an automotive products and specialty vehicles company. He is also the Founder and Chairperson of EKA Mobility. He serves as a Member of the Managing Committee of Rambhau Mhalgi Prabodhini (RMP), Member of the State Advisory Committee for the Automobile Sector of the Government of Madhya Pradesh, Advisor of the Nation First Policy Research Centre (NFPRC), and Lead and Coordinator of the Pune Platform for COVID-19/ Collaborative Response (PPCR) Foundation. His appointment as Independent Director is in line with the statutory requirements. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as good practice, the company should have sought approval within three months. We support the resolution.	FOR
28-08-2025	Power Finance Corporation Limited	AGM	Management	Appointment of M/s T. Chatterjee and Associates, Company Secretaries (FRN: P2007WB067100) as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at a consolidated fee (Inclusive of all applicable taxes) as determined by the Board of Directors.	FOR	FOR	The company now proposes to appoint T. Chatterjee & Associates as secretarial auditors for five years from FY26 and pay a consolidated fee of Rs. 125,000 for five consecutive years, including applicable taxes. The company should have disclosed the brief profile of the secretarial auditor in the shareholder notice. The proposed remuneration payable to T. Chatterjee & Associates is reasonable and commensurate with the size of the company. The appointment is in line with statutory requirements. We support the resolution.	FOR
28-08-2025	Samvardhana Motherson International Ltd	AGM	Management	To consider and adopt: (a) The Audited Financial Statements of the Company for financial year ended March 31, 2025, together with reports of the Board of Directors and Auditors thereon and (b) The Audited Consolidated Financial Statements of the Company for financial year ended March 31, 2025, together with the report of Auditors thereon.	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the standalone and consolidated financial statements. The auditors have highlighted certain issues with the audit trail. Further, the company must disclose the reasons for having undisputed payables overdue by more than two years. 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). We support the resolution.	FOR

28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	To declare final dividend of Re. 0.35 per equity share for financial year 2024-25.	FOR	FOR	"The total dividend outflow for FY25 is Rs. 6.0 bn (Rs. 5.4 bn in FY24) and the dividend payout ratio is 37.9% (57.4% in FY24) of standalone after-tax profits and 14.4% of consolidated after-tax profits. We support the resolution. The dividend policy is not dated, and therefore, it is unclear when it was last reviewed. We expect companies to review their dividend policy periodically."	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	To appoint a director in place of Mr. Pankaj Mital (DIN: 00194931), who retires by rotation and being eligible offers himself for re-appointment.	FOR	FOR	Pankaj Mital, 58, is the Chief Operating Officer and Whole-Time Director of Samvardhana Motherhood International Limited. He has been on the board of the company since September 2011. He has attended all fifteen board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	Appointment of M/s. SGS Associates LLP, Company Secretaries (Firm Registration No. L2021DE011600), as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, at such remuneration.	FOR	FOR	SGS Associates LLP have been the secretarial auditors of the company since FY15. They were paid a remuneration of Rs. 200,000 for FY25. The company proposes paying SGS Associates LLP a remuneration of Rs. 220,000 per annum plus applicable taxes and out-of-pocket expenses at actuals for FY26. The board is authorized to fix the remuneration for future years. The proposed remuneration is commensurate with the size of the company, and their appointment is in line with statutory requirements.	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	Ratification of remuneration of INR 4,10,000 plus applicable taxes thereon and reimbursement of out of pocket expenses on actuals payable to M/s. M.R. Vyas and Associates, Practicing Cost and Management Accountants (Firm Registration No. 101394 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records of the Company for financial year 2025-26.	FOR	FOR	The total remuneration proposed for FY26 is reasonable, compared to the size and scale of the company's operations. We support the resolution.	FOR

28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	To approve material related party transaction with Motherhood Sumi Wiring India Limited.	FOR	FOR	The proposed RPTs are pursuant to the restructuring of SAMIL. The DWH Business of MSWIL has various inter-dependencies with the remaining business of SAMIL. The transactions are proposed to ensure that, post the demerger, the benefit of the in-house value chain continues to be available to all the businesses. The proposed transactions will be at an arm's length basis and in the ordinary course of business. Transactions with Motherhood Sumi Wiring India Limited amounted to Rs. 36.9 bn in FY25. The company estimates these transactions to aggregate to Rs. 50.9 bn in FY26. The transactions are largely operational in nature and necessary for the business. Further, the arrangement between the companies will be on a non-exclusive basis and therefore the company and the counterparties would be free to enter into similar contracts with other parties as well. We support the resolution.	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	To (i) give any loan to any person or other body corporate and (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person as they may in their absolute discretion deem fit and in the interest of the Company, up to an additional amount of INR 3,000,000,000 over and above existing loan(s), security(ies), guarantee(s) to any person or other body corporate or existing investment(s) made by the Company to any person or other body corporate as on March 31, 2025, provided that pursuant to first proviso of sub-section (3) of section 186 of the Act, the aforesaid additional limit(s) of INR 3,000,000,000 will continue to exclude, loan(s) given or to be given, or guarantee(s) or security(ies) provided or to be provided in future by the Company to its wholly owned subsidiary company(ies) or joint venture company(ies).	FOR	FOR	Since section 186 of the Companies Act, 2013 requires shareholder approval to make investment in Joint Ventures and subsidiaries (not wholly owned), the company is seeking an enabling resolution to make investments of Rs. 3.0 bn, over and above the amount of Rs. 522.5 bn. While we usually do not support such enabling resolutions, we understand that SAMIL has undertaken various acquisitions for which it will require funds to support keeping in view the growth opportunities and/or urgent business requirements of its subsidiaries/ joint ventures in the future. We expect SAMIL to provide granular details of the subsidiaries / joint ventures which require such support. Notwithstanding, the additional amount of Rs. 3.0 bn is ~0.57% over and above the existing amount of Rs. 522.5 bn of loans, guarantees and security or investment in securities as on 31 March 2025. We support the resolution.	FOR

28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	To issue Parent Corporate Guarantee (hereinafter referred to as PCG) for an amount up to US\$ 50,000,000 in favour of Airbus, a body corporate incorporated under laws of France (hereinafter referred to as Airbus), for performance obligation under procurement contract for development, manufacture and supply of detail parts for multiple Airbus Aircraft programmes, entered / to be entered by CIM Tools Private Limited having Corporate Identity Number U29199KA1997PTC021886 (hereinafter referred to as CIM Tools), a subsidiary of the Company.	FOR	FOR	SAMIL holds 68.14% in CIM Tools Private Limited, with the balance held by its erstwhile promoters (Srikant GS, VP Deshpande and Umesh AS). In FY25, CIM Tools signed a multi-year contract with Airbus, valued at USD 42.0 mn, for supply of detail parts across multiple aircraft programmes. As a condition of the contract, Airbus requires a Parent Corporate Guarantee (PCG) from SAMIL. The PCG is capped at USD 50.0 mn, effective 1 January 2026 and valid for 10 years, until the earlier of CIM Tools discharging its obligations or 31 December 2035. SAMIL will charge 0.40% p.a. for issuing the PCG, with CIM Tools guaranteeing reimbursement of any costs within 60 days of payment. While the provision of PCG is not in proportion to SAMIL's shareholding in CIM Tools, we note that the minority shareholders are independent individuals and that the guarantee is a condition of the Airbus contract. We therefore support the resolution.	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	Appointment of Mr. Vivek Chaand Sehgal, Director of the Company, to hold an office or place of profit in Samvardhana Motherhood Global FZE, UAE (SMGF), a wholly owned subsidiary of the Company, as the Chairman and Whole-time Director of SMGF for period effective from September 1, 2025 to March 31, 2030.	FOR	FOR	No concern has been identified on profile and time commitments of Mr. Vivek Chaand Sehgal. Vivek Chaand Sehgal's proposed pay is estimated ~Rs. 502.1 mn (Euro 4.9 mn). The total fixed and variable compensation capped at 1.5% of the consolidated net profits of the company, and the pay will be eligible for annual increments as decided by the board of SMGF, subject to a ceiling limit up to 15% annually. We recognize his role as co-founder and promoter in providing strategic direction and guidance to the Motherhood group. We raise concerns with regards to the estimated proposed pay of ~Rs. 502.1 mn is high in comparison to peers.	FOR
28-08-2025	Samvardhana Motherhood International Ltd	AGM	Management	Appointment of Mr. Laksh Vaaman Sehgal, Director of the Company, to hold an office or place of profit Samvardhana Motherhood Global FZE, UAE (SMGF), a wholly owned subsidiary of the Company, as the Vice Chairman and Whole-time Director of SMGF and Motherhood Business Service Holding KFT (MBSH), a wholly owned subsidiary of the Company as a Director of Project Strategy and Execution of MBSH for period effective from September 1, 2025 to March 31, 2030.	FOR	FOR	No concern has been identified on profile and time commitments of Mr. Laksh Vaaman Sehgal. Laksh Vaaman Sehgal's proposed pay is estimated ~Rs. 484.9 mn (Euro 4.7 mn). The total fixed and variable compensation capped at 1.5% of the consolidated net profits of the company, and the pay will be eligible for annual increments as decided by the board of SMGF, subject to a ceiling limit up to 15% annually. While we support the appointment we raise concerns with regards to the estimated proposed pay of ~Rs. 484.9 mn is high in comparison to peers.	FOR

29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	<p>To receive, consider and adopt</p> <p>i. The audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.</p> <p>ii. The audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the report of the Auditors thereon.</p>	FOR	FOR	<p>We have relied upon the auditors' report, which has not raised concerns on the standalone financial statements. In the consolidated financial statements, the auditors have drawn attention to proceedings initiated against the company's subsidiary, Imperial Hospital & Research Centre Limited, by the Government of Karnataka. The auditors have highlighted certain issues with the audit trail. Further, the company must disclose the reasons for having undisputed payables overdue by more than two years. 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). We support the resolution.</p>	FOR
29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	<p>To confirm payment of Interim Dividend of Rs. 9/- per equity share (180%) of face value of Rs. 5/- each for the financial year 2024-25, paid to the shareholders on February 28, 2025 involving a gross amount of Rs. 1,294.06 million and to declare a Final Dividend at the rate of Rs. 10/- per equity share (200%) of face value of Rs. 5/- each fully paid up of the Company, for the financial year ended March 31, 2025.</p>	FOR	FOR	<p>The total dividend outflow for FY25 is Rs. 2.7 bn and the dividend payout ratio is 21.0% of standalone PAT. It is unclear when the dividend distribution policy was last reviewed. We believe that the board must review its dividend distribution policy periodically. We support the resolution.</p>	FOR
29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	<p>To appoint a director in place of Smt. Shobana Kamineni, (DIN: 00003836) who retires by rotation and being eligible offers herself for re- appointment.</p>	FOR	FOR	<p>Ms. Shobana Kamineni, 64, is part of the promoter family and is the Executive Chairperson of Apollo HealthCo Limited, the omnichannel pharmacy distribution and digital health platform of Apollo Hospitals Enterprise Limited. She previously served as Executive Vice Chairperson of Apollo Hospitals Enterprise Limited and was redesignated as Non-Executive Director in May 2024. She attended eight out of nine (89%) board meetings in FY25. She retires by rotation, and her reappointment is in line with statutory requirements. We support the resolution.</p>	FOR

29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Approval for re-appointment of Smt. Preetha Reddy (DIN: 00001871) as a Whole-time Director designated as Executive Vice Chairperson of the Company, liable to retire by rotation for a further period of five (5) years with effect from February 03, 2026 upto February 02, 2031 and including remuneration.	FOR	FOR	<p>"Ms. Preetha Reddy, 67, is part of the promoter family and serves as the Executive Vice-Chairperson of Apollo Hospitals Enterprise Ltd. Her FY25 pay aggregated Rs. 81.7 mn. Based on the proposed terms, we estimate her FY26 pay in the range of Rs. 93.5 – 110.0 mn. Her maximum pay during the term is capped at Rs. 160.0 mn.</p> <p>In the past few years, the overall pay to promoter directors has moderated and reduced to 2.5% of consolidated PBT, from 6.8% in FY19. The company's pharmacy division, including omnichannel pharmacy distribution, Apollo 24/7 digital platform, and the remote telehealth division, is being transferred into a new company. Currently, the company has five promoters on the board. However, with Dr. Prathap C. Reddy in his 90s, the company is in a transition phase. Further, Ms. Shobana Kamineni is involved in an executive capacity with Apollo HealthCo Limited, which will be transferred to the new company.</p> <p>The NRC has capped overall ED pay at 2.5% of consolidated PBT. In FY25, this stood at 2.2%. Thus, at current levels, the company does not have much room to increase compensation without a corresponding growth in profits. The company has disclosed detailed performance parameters in the annual report. We support the resolution."</p>	FOR
------------	-------------------------------------	-----	------------	---	-----	-----	--	-----

29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Approval for re-appointment of Smt. Suneeta Reddy (DIN: 00001873) as Managing Director of the Company, not liable to retire by rotation for a further period of five (5) years with effect from February 03, 2026 upto February 02, 2031 and including remuneration.	FOR	FOR	<p>"Ms. Suneeta Reddy, 66, is part of the promoter family and serves as the Managing Director of Apollo Hospitals Enterprise Ltd. Her FY25 pay aggregated Rs. 82.4 mn. Based on the proposed terms, we estimate her FY26 pay in the range of Rs. 93.5 – 110.0 mn. Her maximum pay during the term is capped at Rs. 160.0 mn.</p> <p>In the past few years, the overall pay to promoter directors has moderated and reduced to 2.5% of consolidated PBT, from 6.8% in FY19. The company's pharmacy division, including omnichannel pharmacy distribution, Apollo 24/7 digital platform, and the remote telehealth division, is being transferred into a new company. Currently, the company has five promoters on the board. However, with Dr. Prathap C. Reddy in his 90s, the company is in a transition phase. Further, Ms. Shobana Kamineni is involved in an executive capacity with Apollo HealthCo Limited, which will be transferred to the new company.</p> <p>The NRC has capped overall ED pay at 2.5% of consolidated PBT. In FY25, this stood at 2.2%. Thus, at current levels, the company does not have much room to increase compensation without a corresponding growth in profits. The company has disclosed detailed performance parameters in the annual report. We support the resolution."</p>	FOR
------------	-------------------------------------	-----	------------	--	-----	-----	---	-----

29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Approval for re-appointment of Smt. Sangita Reddy (DIN: 00006285) as Joint Managing Director of the Company, liable to retire by rotation for a further period of five (5) years with effect from February 03, 2026 upto February 02, 2031 and including remuneration.	FOR	FOR	<p>"Ms. Sangita Reddy, 63, is part of the promoter family and serves as Joint Managing Director of Apollo Hospitals Enterprise Ltd. Her FY25 pay aggregated Rs. 82.0 mn. Based on the proposed terms, we estimate her FY26 pay in the range of Rs. 93.5 – 110.0 mn. Her maximum pay during the term is capped at Rs. 160.0 mn. She receives 30% of her proposed remuneration from Apollo Health and Lifestyle Limited, a subsidiary. In the past few years, the overall pay to promoter directors has moderated and reduced to 2.5% of consolidated PBT, from 6.8% in FY19. The company's pharmacy division, including omnichannel pharmacy distribution, Apollo 24/7 digital platform, and the remote telehealth division, is being transferred into a new company. Currently, the company has five promoters on the board. However, with Dr. Prathap C. Reddy in his 90s, the company is in a transition phase. Further, Ms. Shobana Kamineni is involved in an executive capacity with Apollo HealthCo Limited, which will be transferred to the new company. The NRC has capped overall ED pay at 2.5% of consolidated PBT. In FY25, this stood at 2.2%. Thus, at current levels, the company does not have much room to increase compensation without a corresponding growth in profits. The company has disclosed detailed performance parameters in the annual report. We support the resolution."</p>	FOR
29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Approval for re-appointment of Shri. Som Mittal (DIN: 00074842) as an Independent Director of the Company, to hold office for a second term of Five (5) consecutive years on the Board of the Company commencing from July 21 2026 to July 20 2031, and he would not be liable to retire by rotation.	FOR	FOR	<p>Som Mittal, 73, is the former Chairperson and President of NASSCOM. He is the founder and Chairperson of the Patients for Patient Safety Foundation, a not-for-profit organisation focused on engaging patients and caregivers and preventing medical harm. He has been a member of the Prime Minister's Committee on National e-Governance. He previously headed the Server, PC and Services Division at Wipro Ltd. He attended eight out of nine (89%) board meetings held in FY25. He will attain 75 years of age during his proposed term. His reappointment is in line with statutory requirements. We support the resolution.</p>	FOR

29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Appointment of M/s. Lakshmmi Subramanian and Associates Peer Reviewed Firm of Practicing Company Secretaries, (Firm Registration No. P2024TN103000), as the Secretarial Auditors of the Company, to conduct the secretarial audit for a term of five (5) consecutive years commencing from the financial year 2025-2026 till 2029 - 2030, including remuneration as may be mutually agreed between the Board of Directors of the Company and the said Secretarial Auditors.	FOR	FOR	The company proposes to pay Lakshmmi Subramanian & Associates a remuneration of Rs. 0.6 mn per annum, plus applicable taxes. The proposed remuneration is commensurate with the size of the company, and the appointment is in line with statutory requirements. The company should, however, disclose the profile of the secretarial auditors. Notwithstanding, we support the appointment of the secretarial auditor and, thus, support the resolution.	FOR
29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Issuance of Non-Convertible Debentures on a Private Placement Basis for a sum upto Rs. 7,500 million.	FOR	FOR	This is an enabling resolution and will allow the company to raise funds in the form of NCDs, for one year from the date of passing of the resolution, as and when the need arises. The company's debt programs are rated CRISIL AA+/Stable/CRISIL A1+ and IND AA+/Stable/IND A1+ which indicates high degree of safety regarding timely servicing of financial obligations. The proposed NCDs will be within the overall borrowing limit of Rs. 38.5 bn. We support the resolution.	FOR
29-08-2025	Apollo Hospitals Enterprise Limited	AGM	Management	Ratification of remuneration of Rs. 1.65 million plus statutory levies as applicable, excluding out of pocket expenses incurred in connection with the aforesaid audit, payable to M/s. A.N. Raman and Associates, Cost Accountants, Chennai (Firm Registration No. 102111), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.	FOR	FOR	The remuneration proposed to the cost auditor for FY26 is reasonable compared to the size and scale of operations. We support the resolution.	FOR

29-08-2025	NTPC Limited	AGM	Management	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors thereon and the Comments of the Comptroller and Auditor General of India.	FOR	FOR	"We have relied upon the auditors' report, which has raised an emphasis of matter with respect to the execution of the Business Transfer Agreement (BTA) with NTPC Mining Limited, a wholly owned subsidiary, for hiving off its coal mining business at book value. Presently, the clearances /permissions/ consents related to coal mines of NTPC are under transfer. The transfer of mines is anticipated to be finalized by September 2025. We also note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. Further, the company should clarify the reasons for showing undisputed payables overdue by more than two years. Typical of public sector companies, NTPC has six joint auditors. The audit committee must provide clarity on how it establishes accountability of these auditors and ensures that issues do not fall through the cracks, while allocating audit responsibilities. We support the resolution."	FOR
29-08-2025	NTPC Limited	AGM	Management	To confirm a first interim dividend @ 25% (Rs. 2.5 per equity share of Rs. 10/-each), second interim dividend @ 25% (Rs. 2.5 per equity share of Rs. 10/- each) on the paid up equity share capital of the Company and final dividend @ 33.50% (Rs. 3.35 per equity share of Rs. 10/- each) on the paid up equity share capital of the company as recommended by the Board of Directors out of the profits of the Company for the financial year 2024-25.	FOR	FOR	The total dividend outflow for FY25 will be Rs. 81.0 bn and the dividend payout ratio is 41.2% of standalone PAT. The payout ratio for FY24 was 41.6%. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Jaikumar Srinivasan (DIN: 01220828), Director (Finance), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	FOR	FOR	Jaikumar Srinivasan, 58, is Director (Finance), NTPC Ltd. Prior to this he was Director (Finance), NLC Ltd. He has more than 30 years of experience in power and mining sector in State and Central PSUs in the field of finance, accounts, taxation, commercial, electricity regulation, renewables, IT, project development etc. He has served on the board of the company since July 2022. He attended all the board meetings held in FY25. He retires by rotation and his reappointment is line with statutory requirements. We support the resolution.	FOR

29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Shivam Srivastava (DIN: 10141887), Director (Fuel), who retires by rotation at this meeting, being eligible, offers himself for re-appointment.	FOR	FOR	Shivam Srivastava, 56, is Director (Fuel), NTPC Ltd. Prior to this he was CGM and Business Unit Head of Pakri Barwadih Coal Mining Project of NTPC Ltd. He has over 34 years of experience in fuel handling, fuel management, Safety, plant operation & maintenance and in coal mining projects. He has served on the board of the company since April 2023. He has attended all the board meetings held in FY25. He retires by rotation and his reappointment is line with statutory requirements. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2025-26.	FOR	FOR	For FY25, audit fees aggregated Rs. 28.8 mn. The statutory auditors of NTPC for FY26 are yet to be appointed by the C&AG. The company has not disclosed the audit fees payable in FY25 which is a mandatory requirement under Regulation 36 (5) of SEBI's LODR. While we understand that the company is awaiting communication from C&AG regarding auditor appointment and remuneration, we believe that since NTPC is a listed company it must disclose the proposed auditors and auditor remuneration to shareholders. We expect audit remuneration in FY26 to be in the same range as FY25 levels. Therefore, we support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To re-appoint Shri Gurdeep Singh (DIN: 00307037) as the Chairman and Managing Director of the Company, as fixed by the Government of India and he shall not be liable to retire by rotation.	FOR	FOR	"Gurdeep Singh, 60, has been Chairperson & Managing Director of NTPC since February 2016. He is not liable to retire by rotation. He has over 35 years of experience in power sector. He attended all the board meetings held in FY25. Gurdeep Singh's FY25 remuneration aggregated Rs. 17.4 mn. However, we note that the company has not disclosed his proposed remuneration: remuneration in public sector enterprises is usually not high. As a good practice, we expect PSEs to disclose the proposed appointment terms including proposed remuneration to its shareholders through the AGM notice. Notwithstanding, we support his reappointment."	FOR

29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Anil Kumar Jadli (DIN: 10630150) as Director (Human Resources) of the Company as may be fixed by the Government of India and he shall be liable to retire by rotation.	FOR	FOR	<p>"Anil Kumar Jadli, 56, is Director (Human Resources) at NTPC Limited. He is former Head of HR, NTPC Limited. He has over three decades of experience in line and HR functions. He is a postgraduate in Organic Chemistry from Garhwal University and holds a Post Graduate Diploma in Business Management in Human Resource Management from MDI, Gurgaon. He was appointed to the board of the company on 23 August 2024 and has attended all the eight board meetings held since his appointment in FY25.</p> <p>We note that the company has not disclosed his proposed remuneration: remuneration in public sector enterprises is usually not high. Further, while public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for his appointment within three months. Notwithstanding, we support his appointment."</p>	FOR
29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Anil Kumar Trigunayat (DIN: 07900294) as an Independent Director of the Company fixed by the Government of India.	FOR	FOR	<p>Anil Kumar Trigunayat, 69, is currently serving as Distinguished Fellow at the Vivekananda International Foundation, leading the West Asia Experts Group. He is former Indian Ambassador with over 30 years of diplomatic service across Asia, Africa, Europe, and the Americas. He is a postgraduate in Physics from the Agra/Kumaon University and has also studied Russian History, Culture and Language at the Jawaharlal Nehru University, New Delhi. His appointment as an Independent Director is in line with statutory requirements. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for his appointment within three months. Notwithstanding, we support his appointment.</p>	FOR

29-08-2025	NTPC Limited	AGM	Management	To appoint Dr. Anil Kumar Gupta (DIN: 00442146) as an Independent Director of the Company fixed by the Government of India.	FOR	FOR	Dr. Anil Kumar Gupta, 59, is Chairperson, Jhilmil CETP Society. He also serves on the boards of the Central Pollution Control Board and Delhi Pollution Control Committee. He is an environmentalist, philanthropist, and works in India's MSME sector. He holds an M.Sc. in Environmental Science and also holds an M.B.A. and M.A., LL.B., and Ph.D degrees. He has also undertaken specialized courses from IIT Roorkee and IISc Bangalore. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for his appointment within three months. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Pankaj Gupta (DIN: 03415536) as an Independent Director of the Company fixed by the Government of India.	FOR	FOR	Pankaj Gupta, 52, is a Chartered Accountant and runs his own practice. His core areas of expertise include Statutory Audits, Tax Audits, Internal Audits, Stock Audits, TDS, Direct and Indirect Taxation (GST), Accounting, MCA & Corporate Compliance, Consulting, and Appeals. His area of specialization is Management & Social Services. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for his appointment within three months. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To appoint Dr. Kanchiappan Ghayathri Devi (DIN: 07584524) as an Independent Director of the Company fixed by the Government of India.	FOR	FOR	Dr. Kanchiappan Ghayathri Devi, 54, is a Medical Practitioner at Suryaa Diagnostics since 1997. She is also involved in Social Service. She currently serves as Secretary & Correspondent at Sri Santhoshi Group of Educational Institutions and Director in Suriyaa Diagnostics and SSNT College, Chennai. She holds an MBBS from The Tamil Nadu Dr. M.G.R. Medical University, Diploma in Medical Cosmetology from Annamalai University & MBA in Hospital management & health administration from Anna University. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for her appointment within three months. We support the resolution.	FOR

29-08-2025	NTPC Limited	AGM	Management	To appoint Shri Sushil Kumar Choudhary (DIN: 11111980) as an Independent Director of the Company fixed by the Government of India.	FOR	FOR	Sushil Kumar Choudhary, 58, is Proprietor of Mukti Nath Petroleum. His area of specialization is Ancient Indian History and International Politics. He holds an MA and M. Phil from Jawaharlal Nehru University. While public sector enterprises are exempt from the requirement of seeking shareholder approval within three months of the appointment date, as a good practice, the company should have sought approval for his appointment within three months. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	Ratification of remuneration of Rs. 50,32,000/- excluding applicable statutory levies as approved by the Board of Directors, payable to Dhananjay V Joshi and Associates, Niran and Co., R M Bansal and Co. and Chandra Wadhwa and Co. appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations. We support the resolution.	FOR
29-08-2025	NTPC Limited	AGM	Management	To appoint M/s Agarwal S. and Associates, Company Secretaries (Firm Registration No. P2003DE49100), as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26 on such remuneration.	FOR	FOR	The company proposes paying Agarwal S. & Associates a remuneration of Rs. 100,000 per annum plus applicable taxes and out-of-pocket expenses at actuals for FY26. The company has disclosed the remuneration payable to the secretarial auditors during their term. The proposed remuneration is commensurate with the size of the company. The appointment is in line with statutory requirements. We support the resolution.	FOR

29-08-2025	Reliance Industries Limited	AGM	Management	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.	FOR	FOR	<p>"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). We support the resolution. The company must disclose why it has trade payables outstanding for more than three years.</p> <p>We raise concern that the statutory auditors: Deloitte Haskins & Sells LLP and Chaturvedi & Shah LLP (and their network firms) were associated as statutory auditors of Reliance Industries Limited for more than ten years till FY17. Thereafter, these firms were statutory auditors of material subsidiaries of RIL between FY18 and FY22. Thus, there was no disassociation (cooling-off) with the RIL group."</p> <p>We note that the auditors have highlighted certain issues related to the audit trail feature in the accounting software. 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). We support the resolution. The company must disclose why it has trade payables outstanding for more than two years.</p>	FOR
29-08-2025	Reliance Industries Limited	AGM	Management	To declare dividend at the rate of Rs. 5.50 per equity share of Rs. 10/- each fully paid-up of the Company, as recommended by the Board of Directors, for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company.	FOR	FOR	<p>"The total dividend outflow for FY25 is Rs. 74.4 bn and the dividend payout ratio is 21.1% of standalone PAT. We support the resolution.</p> <p>RIL's dividend distribution policy was last reviewed by the board in August 2017 – we expect the board to review the company's policies on a more frequent and regular basis."</p>	FOR
29-08-2025	Reliance Industries Limited	AGM	Management	To appoint Shri Nikhil R. Meswani (DIN: 00001620) who retires by rotation at this meeting, as a Director of the Company.	FOR	FOR	<p>Nikhil Meswani, 59, is Whole-time Director of the company. He has attended all six board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.</p>	FOR

29-08-2025	Reliance Industries Limited	AGM	Management	To appoint Ms. Isha M. Ambani (DIN: 06984175), who retires by rotation, as a Director of the Company.	FOR	FOR	Ms. Isha Ambani, 33, is part of the promoter group. She is part of the executive leadership teams at Reliance Retail, Reliance Jio, Reliance Foundation, Reliance Foundation Institution of Education and Research, and Dhirubhai Ambani International School. She has attended all six board meetings held in FY25. She retires by rotation, and her reappointment is in line with statutory requirements. We support the resolution.	FOR
29-08-2025	Reliance Industries Limited	AGM	Management	Ratification of remuneration to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026.	FOR	FOR	The board has appointed ten cost auditors. The total remuneration proposed to be paid to the cost auditors in FY26 aggregates Rs.9.8 mn. We support the resolution.	FOR
29-08-2025	Reliance Industries Limited	AGM	Management	To appoint Dr. K. R. Chandratre, Practicing Company Secretary (FCS No.: 1370, C. P. No.: 5144) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be fixed by the Board of Directors of the Company.	FOR	FOR	The company proposes appointing Dr. K. R. Chandratre as the secretarial auditor for five years from FY26 at a remuneration of Rs. 1.10 mn excluding applicable taxes and out-of-pocket expenses for FY26. The remuneration for the subsequent years of their term shall be fixed by the board. Their appointment as secretarial auditor is in line with statutory requirements. We support the resolution.	FOR

29-08-2025	Reliance Industries Limited	AGM	Management	To approve Material Related Party Transactions with Reliance Consumer Products Limited (RCPL).	FOR	FOR	RCPL is an 83.56% step-down subsidiary of RIL. The remaining shareholding in RCPL is held by financial investors. RCPL runs a focused FMCG business that includes brands such as Campa, Independence, Snac Tac among others. RCPL has manufacturing and R&D facilities, backward integration and supply chain. Through an internal restructuring, RIL is consolidating the consumer brand business (including the existing business of RCPL and part undertaking from Reliance Retail Limited) into an entity which will be renamed RCPL (new RCPL). The proposed transactions will continue with new RCPL, the successor entity. The proposed transactions between RIL and RCPL and its successor entity are: (i) RIL's supply of petrochemical products used in product packaging; (ii) purchase of FMCG products by RIL and (iii) RIL providing capital to RCP in through investment in securities, loans and advances. The transactions will be valid for five / two years from FY26. The company should have provided a rationale for high limits being sought and provided details of the brands which will be held by new RCPL (including brands from Reliance Retail Limited) along with the pro-forma financials. The resolution is enabling in nature: approval is also being sought for any other transactions between the parties for transfer of resources, services and obligations. The values of such additional transactions will be within the specified limits. The proposed transactions are operational in	FOR
29-08-2025	Reliance Industries Limited	AGM	Management	To approve Material Related Party Transactions of Subsidiaries of the Company.	FOR	FOR	RIL is seeking approval for transactions to be undertaken between its subsidiaries, associates and step-down subsidiaries for five years from FY26. These transactions are operational in nature. The resolution is enabling in nature: approval is also being sought for any other transactions between the parties for transfer of resources, services and obligations. The values of such additional transactions will be within the specified limits. The company should have disclosed past transactions where data is not publicly available. Given the past transactions, the company must explain the rationale for higher limits. The transactions are in the ordinary course of business and at arm's length price. We support the resolution.	FOR

29-08-2025	The Federal Bank Limited	AGM	Management	To receive, consider and adopt, a. The Audited Financial Statements, including Audited Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon b. The Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Report of the Auditors thereon.	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	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	To consider declaration of final dividend of Rs. 1.20 (60%) per equity share of Rs. 2/- each for the Financial Year ended March 31, 2025.	FOR	FOR	Total outflow on account of dividend will aggregate to Rs. 2.9 bn. Payout ratio is 7.2% of the standalone PAT.	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	To appoint a director in place of Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank, who retires by rotation and being eligible offered himself for re-appointment.	FOR	FOR	Harsh Dugar, 52, is the Executive Director of the Federal bank Ltd. Previously, he served as Country Head for Corporate and Institutional Banking for Federal Bank. He has been on board since 23 June 2023. He has attended twenty out of twenty-one (95%) board meetings held in FY25. He is liable to retire by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR

29-08-2025	The Federal Bank Limited	AGM	Management	Appointment of Mr. Venkatraman Venkateswaran (DIN: 09227554) as an Executive Director (KMP) of the Bank, for a period of three years with effect from July 10, 2025 and payment of remuneration.	FOR	FOR	<p>"Venkatraman Venkateswaran, 59, Currently leads the Financial Reporting & Taxation, Operations, IT, Investor Relations, Corporate Planning, Loan Collection & Recovery, CSR and Credit administration departments of Federal Bank. He joined Federal Bank on 29 April 2021, as Group President & Chief Financial Officer of the Bank.</p> <p>Venkatraman Venkateswaran's fixed pay for FY25 is proposed at Rs 18.0 mn. As per RBI guidelines, his variable pay can range between 1x and 3x of fixed pay taking total remuneration to a range from Rs. 36.0 mn to Rs. 72.2 mn, subject to RBI approval. Although the bank has not disclosed the quantum of stock options that shall be granted, we recognize the RBI cap on variable pay includes both cash and non-cash components of variable pay. We note that his remuneration terms include reimbursement for medical expenses for self and family as per the company's rules: we expect the NRC to cap the quantum of medical expense reimbursements. Further, the bank must disclose the targets and performance parameters for performance linked compensation. We draw comfort from the fact that the remuneration is subject to RBI approvals. We support the resolution."</p>	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	Appointment of M/s. SEP and Associates, Practising Company Secretaries, holding a valid Peer Review Certificate (Certificate No. 6780/2025) issued by the Institute of Company Secretaries of India (the ICSI), as the Secretarial Auditors of the Bank for a period of five consecutive years from FY 2025-2026 till FY 2029-2030 and approve their remuneration.	FOR	FOR	<p>The company proposes to appoint SEP & Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration not exceeding Rs. 600,000 per annum plus applicable taxes and other out-of-pocket expenses for FY26 as secretarial auditors. The remuneration for the remaining tenure will be decided and mutually agreed upon by the board of directors and SEP & Associates. The proposed remuneration payable to SEP & Associates is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.</p>	FOR

29-08-2025	The Federal Bank Limited	AGM	Management	Re-appointment of Ms. Varsha Purandare (DIN: 05288076) as an Independent Director of the Bank, for a second consecutive term of 3 (three) years, with effect from September 08, 2025 to September 07, 2028, (both days inclusive), not liable to retire by rotation.	FOR	FOR	Ms. Varsha Purandare, 66, is the former MD and CEO of SBI Capitals Market Ltd. She was also the Deputy MD of SBI from May 2014 to November 2015. She has 36 years in credit, forex, treasury, capital markets, investment banking and private equity. She has been on board since 8 September 2020. She has attended twenty out of twenty-one (95%) board meetings held in FY25. Her reappointment as independent director is in line with statutory requirements. We support the resolution.	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	To borrow/ raising in Indian currency or any other permitted foreign currency by way of issue debt instruments including but not limited to Additional Tier I bonds (AT1 bonds), Tier II bonds, long term bonds to be issued for financing Infrastructure and affordable housing loans, Masala Bonds, bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, up to INR 6,000 crore in domestic market and/or overseas market, under one or more shelf disclosure document and/or under one or more letter of offers as may be issued by the Bank and in one or more tranches, on a private placement basis.	FOR	FOR	The issue of securities will be within the overall borrowing limit of Rs. 180.0 bn over and above the regulatory limits. Federal Bank's debt has been rated CRISIL AAA/Stable/ CRISIL A1+, and CARE AA+/Stable, which denote a high degree of safety regarding timely payment of financial obligations. Such instruments carry very low credit risk. The bank's capital adequacy ratio is 16.4% as of 31 March 2025. Independent of the borrowing limits, debt levels in banks are reined in by RBI's capital adequacy requirements.	FOR

29-08-2025	The Federal Bank Limited	AGM	Management	Raising of tier-1 capital of the bank through issuance of securities for an amount not exceeding in the aggregate Rs. 80,00,00,00,000.	FOR	FOR	In order to augment the long-term resources of the bank, to finance organic and/or inorganic growth and business opportunities that may arise in the future, Federal Bank proposes to raise funds to the tune of Rs 80.0 bn. At the current market price of Rs. 195.95 per share, Federal Bank will have to issue ~ 408.3 mn shares to raise the entire amount of Rs 80.0 bn. There will be an approximate dilution of 14.4% on the expanded capital base. While the dilution is slightly high, the capital will be used to support the bank's future growth, augment its capital base, strengthen its balance sheet, to assist the bank in dealing with contingencies or financing business opportunities, while ensuring that its capital adequacy is within regulatory norms. We support the resolution.	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	To approve adoption of The Federal Bank Limited Employee Stock Option Scheme 2025.	FOR	FOR	Under ESOS 2025, the company proposes to grant up to 25.6 mn stock options to eligible employees. The exercise price for the stock options granted will be at market price with a vesting period of five years. With Exercise price being equal to market price, the scheme contours are within our voting guidelines. Further, given that the stock options will be granted at market price, this will ensure alignment of interests between the investors and employees. Hence, we support the resolution.	FOR
29-08-2025	The Federal Bank Limited	AGM	Management	To approve adoption of The Federal Bank Limited Employee Stock Incentive Scheme 2025.	FOR	FOR	The Bank has made adequate disclosures as required under the relevant laws. Further, the Bank has provided detailed disclosure regarding the Pre-defined Performance conditions. Further, the aforementioned options also covered under Malus / Claw back arrangements. Hence, no concern identified in this regard. No governance concern has been identified in the proposed resolution	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2025, together with the Reports of the Directors and the Auditors thereon.	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 principles. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	To declare dividend on equity shares.	FOR	FOR	ICICI Bank proposes a dividend of Rs. 11.0 per equity share of face value Rs. 2.0 each for FY25. The total dividend outflow for FY25 is Rs. 78.3 bn (Rs. 70.2 bn in FY24). The dividend payout ratio for FY25 is 16.6% (17.2% in FY24). We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	To appoint a director in place of Mr. Sandeep Batra (DIN: 03620913), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Sandeep Batra, 59, is Executive Director of the bank since December 2020. He has been associated with the ICICI Group since September 2000. He is responsible for the Corporate Centre at the bank. He has attended all nine (100%) board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Re-appointment of M/s. B S R and Co. LLP, Chartered Accountants (Registration No. 101248W/W100022) as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of this Meeting till the conclusion of the Thirty-Third Annual General Meeting of the Bank and including remuneration.	FOR	FOR	At the 2024 AGM, ICICI Bank appointed B S R & Co. LLP and C N K & Associates LLP as Joint Statutory Auditors for a one-year term, from the conclusion of the 2024 AGM until the conclusion of the 2025 AGM. The RBI has approved the appointment of B S R & Co. LLP and C N K & Associates LLP as Joint Statutory Auditors for FY26. To continue with the same Joint Statutory Auditors in FY27, the bank will seek RBI approval for their re-appointment, subject to their continued compliance with the applicable eligibility norms. For FY25, these joint auditors were paid a total fee of Rs. 62.5 mn, excluding taxes and out-of-pocket expenses. For FY26, the bank proposes to pay an overall audit fee of Rs. 66.9 mn and reimbursement of out-of-pocket expenses upto a maximum of Rs. 3.0 mn, excluding GST and other taxes as applicable. The remuneration would be allocated between B S R & Co. LLP and C N K & Associates LLP as may be mutually agreed between the bank and the joint statutory auditors, depending upon their respective scope of work. The audit fee is reasonable compared to size and scale of bank's operation. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Re-appointment of M/s. C N K and Associates LLP, Chartered Accountants (Registration No. 101961W/W100036) as one of the Joint Statutory Auditors of the Bank, to hold office from the conclusion of this Meeting till the conclusion of the Thirty-Third Annual General Meeting of the Bank and including remuneration.	FOR	FOR	At the 2024 AGM, ICICI Bank appointed B S R & Co. LLP and C N K & Associates LLP as Joint Statutory Auditors for a one-year term, from the conclusion of the 2024 AGM until the conclusion of the 2025 AGM. The RBI has approved the appointment of B S R & Co. LLP and C N K & Associates LLP as Joint Statutory Auditors for FY26. To continue with the same Joint Statutory Auditors in FY27, the bank will seek RBI approval for their re-appointment, subject to their continued compliance with the applicable eligibility norms. For FY25, these joint auditors were paid a total fee of Rs. 62.5 mn, excluding taxes and out-of-pocket expenses. For FY26, the bank proposes to pay an overall audit fee of Rs. 66.9 mn and reimbursement of out-of-pocket expenses upto a maximum of Rs. 3.0 mn, excluding GST and other taxes as applicable. The remuneration would be allocated between B S R & Co. LLP and C N K & Associates LLP as may be mutually agreed between the bank and the joint statutory auditors, depending upon their respective scope of work. The audit fee is reasonable compared to size and scale of bank's operation. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Appointment of M/s. Parikh Parekh and Associates, Company Secretaries (Firm Unique Code: P1987MH010000), as the Secretarial Auditor of the Bank, to hold office for a term of five consecutive years, with effect from the financial year ending March 31, 2026 till the financial year ending March 31, 2030, and including remuneration.	FOR	FOR	Parikh Parekh & Associates, Company Secretaries, served as the Secretarial Auditors of the Bank upto FY23. The bank now proposes to appoint them for a term of five years, from FY26. The proposed remuneration is Rs. 550,000 per annum for FY26 and FY27, plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, with a 10% annual increase in remuneration for subsequent year. Additionally, the board has authorised the Company Secretary to determine the fees payable to Parikh Parekh & Associates for statutory certifications and any other professional services that may be availed during the said term. The proposed remuneration payable to Parikh Parekh & Associates is commensurate with the size of the company. Their appointment is in line with the statutory requirements.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Revision in remuneration of Mr. Sandeep Bakhshi (DIN: 00109206), Managing Director and Chief Executive Officer of the Bank.	FOR	FOR	Sandeep Bakhshi's remuneration for FY25 was Rs 206.1 mn, including variable pay and fair value of stock options. We estimate his FY26 compensation at Rs. 220.6 mn, including variable pay and fair value of stock options. 63.0% of the proposed remuneration is variable in nature and thus linked to performance. The proposed remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. The bank has not disclosed the terms of variable pay and stock options to be granted going forward – however, we take comfort from RBI's pre-determined contours for executive remuneration, and ICICI Bank's past track record of being judicious in remuneration payouts. Aggregate remuneration is capped by the remuneration structure prescribed by RBI. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Revision in remuneration of Mr. Sandeep Batra (DIN: 03620913), Executive Director of the Bank.	FOR	FOR	Sandeep Batra's remuneration for FY25 was Rs 186.2 mn, including variable pay and fair value of stock options. We estimate his FY26 compensation at Rs. 200.4 mn, including variable pay and fair value of stock options. 63% of the proposed remuneration is variable in nature and linked to performance. The proposed remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. The bank has not disclosed the terms of variable pay and stock options to be granted going forward – however, we take comfort from RBI's pre-determined contours for executive remuneration, and ICICI Bank's past track record of being judicious in remuneration payouts. Aggregate remuneration is capped by the remuneration structure prescribed by RBI. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Revision in remuneration of Mr. Rakesh Jha (DIN: 00042075), Executive Director of the Bank.	FOR	FOR	Rakesh Jha's remuneration for FY25 was Rs. 186.2 mn, including variable pay and fair value of stock options. We estimate his FY26 compensation at Rs. 200.4 mn, including variable pay and fair value of stock options. 64.3% of the proposed remuneration is variable in nature and linked to performance. The proposed remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. The bank has not disclosed the terms of variable pay and stock options to be granted going forward – however, we take comfort from RBI's pre-determined contours for executive remuneration, and ICICI Bank's past track record of being judicious in remuneration payouts. Aggregate remuneration is capped by the remuneration structure prescribed by RBI. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Revision in remuneration of Mr. Ajay Kumar Gupta (DIN: 07580795), Executive Director of the Bank.	FOR	FOR	Ajay Kumar Gupta's remuneration for FY25 was Rs. 186.2 mn, including variable pay and fair value of stock options. We estimate his FY26 compensation at Rs. 200.4 mn, including variable pay and fair value of stock options. 64.3% of the proposed remuneration is variable in nature and linked to performance. The proposed remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. The bank has not disclosed the terms of variable pay and stock options to be granted going forward – however, we take comfort from RBI's pre-determined contours for executive remuneration, and ICICI Bank's past track record of being judicious in remuneration payouts. Aggregate remuneration is capped by the remuneration structure prescribed by RBI. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Re-appointment of Mr. Sandeep Batra (DIN: 03620913), as a Whole-time Director (designated as Executive Director) of the Bank, liable to retire by rotation, for a period of two years with effect from December 23, 2025 to December 22, 2027 and including remuneration.	FOR	FOR	Sandeep Batra's remuneration for FY25 was Rs 180.1 mn, including variable pay and fair value of stock options. We estimate his FY26 compensation at Rs. 200.4 mn, including variable pay and fair value of stock options. 63% of the proposed remuneration is variable in nature and thus linked to performance. The proposed remuneration is commensurate to the size and complexity of the business and is comparable to industry peers. The bank has not disclosed the terms of variable pay and stock options to be granted going forward – however, we take comfort from RBI's pre-determined contours for executive remuneration, and ICICI Bank's past track record of being judicious in remuneration payouts. Aggregate remuneration is capped by the remuneration structure prescribed by RBI. We support the resolution	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Modification of earlier approved Material Related Party Transactions pertaining to foreign exchange and derivative transactions by the Bank with the Related Party for FY2026 may exceed Rs. 10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	The bank offers foreign exchange remittance and derivative transactions as a market participant, at prevailing market rates/fair values, as may be applicable. At the 2024 AGM, shareholders approved material RPT for FY26 for foreign exchanges and derivative transactions with ICICI Lombard General Insurance Company Limited upto Rs. 12.0 bn for FY26. Through resolution #12, the bank seeks approval to modify the resolution and increases the limit for the same transaction upto Rs. 30.0 bn for FY26. The tenure will be as per policy terms and conditions of the product opted for. These transactions are done in furtherance of the banking business of the bank with its customers and will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for purchase of additional shareholding of upto 2% of ICICI Prudential Asset Management Company Limited by the Bank may exceed Rs. 10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank holds 51% in ICICI Prudential Asset Management Company Limited (ICICI Pru AMC), with the remaining stake held by Prudential Corporation Holdings Limited (PCHL). As ICICI Pru AMC is considering stock-based compensation grants (ESOS/ESUS), the exercise of such options could dilute the bank's stake below 50%. To address this, the bank has entered into an inter-se agreement with PCHL to acquire up to 2% of the fully diluted pre-IPO share capital of ICICI Pru AMC from PCHL, subject to RBI and other necessary approvals. The acquisition price will be determined based on an independent valuation or benchmarked to the price at which shares are sold to other investors. This acquisition ensures the bank's shareholding remains above 50% and compliant with the provisions of the Banking Regulation Act. While the transaction is to be executed on an arm's length basis and in the ordinary course of business, the acquisition price and its computation are not available. We believe the bank should have sought shareholder approval, closer to the transaction date, once they are able to disclose pricing details. Nevertheless, we support the resolution because the transaction enables the bank to avoid having its shareholding in ICICI Pru from getting diluted.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions by ICICI Securities Primary Dealership Limited, Subsidiary of the Bank for FY2026 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank, as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of ICICI Securities Primary Dealership Limited.	FOR	FOR	ICICI Bank Limited may undertake investment, purchase or sale of securities, and borrow through debt securities via ICICI Securities Primary Dealership Limited, an unlisted wholly owned subsidiary, in transactions with eligible counterparties, including related parties. Primary market subscriptions are at the prevailing market rates and are subscribed at the same terms offered to all prospective investors. Secondary market purchases of securities are undertaken at prevailing market rates/ fair values. The covenants, tenure, repayment schedule, security status (secured/unsecured), nature of security, interest rate, and other terms will be as specified in the issuance of securities, as determined by the respective issuer. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for (i) Investment in securities issued by the Related Parties (ii) Purchase/sale of securities from/to Related Parties in secondary market (issued by related or unrelated parties) by the Bank for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank Limited may invest, purchase/sale securities of securities of/from/to related parties. Primary market subscriptions are at the prevailing market rates and are subscribed at the same terms offered to all prospective investors. Secondary market purchases of securities are undertaken at prevailing market rates/ fair values. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for granting of fund based and/or non-fund based credit facilities by the Bank to the Related Party for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/ arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank, in the ordinary course of its banking business provides 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. The pricing of these facilities to related parties is compared with the pricing calculators of the Bank/comparative rates offered to unrelated parties. The transactions are in furtherance of banking business of the Bank and are undertaken in accordance with laid down norms, policies and procedures (including credit appraisal, sanction and approval process). All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for purchase/sale of loans by the Bank from/to the Related Party for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	The bank actively engages in purchase/sale of loans (from/to related/ unrelated parties) in accordance with applicable RBI regulations, for its balance sheet management and to optimise profits from the portfolio by taking advantage of market opportunities. Therefore, the bank seeks shareholder approval for such transactions with India Infradebt Limited. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related party. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for undertaking repurchase (repo) transactions and other permitted short-term borrowing transactions by the Bank with the Related Parties for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank undertakes repurchase (repo) transactions and other permitted short-term borrowing transactions with eligible counterparties (including related parties) at prevailing market rates, and as per applicable RBI regulations. The bank seeks shareholder approval for such transactions with ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited. The bank undertakes these transactions to meet funding and liquidity requirements. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related party. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for undertaking reverse repurchase (reverse repo) transactions and other permitted short-term lending transactions by the Bank with the Related Parties for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank undertakes reverse repurchase (reverse repo) transactions and other permitted short- term lending transactions with eligible counterparties (including its related parties) at prevailing market rates and as per applicable RBI regulations. The bank seeks shareholder approval for such transactions with ICICI Prudential Life Insurance Company Limited and ICICI Lombard General Insurance Company Limited. The bank undertakes these transactions as part of its liquidity management. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related party. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions pertaining to foreign exchange and derivative transactions by the Bank with the Related Parties for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of the Bank.	FOR	FOR	The bank offers foreign exchange remittance and derivative transactions as a market participant, at prevailing market rates/fair values, as may be applicable. The value of the transaction for FY27 with ICICI Prudential Life Insurance Company Limited will be upto Rs. 50.0 bn and ICICI Lombard General Insurance Company Limited will be upto Rs. 30.0 bn. The tenure will be as per policy terms and conditions of the product opted for. These transactions are done in furtherance of the banking business of the bank with its customers and will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related parties. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for availing insurance services by the Bank from the Related Party for FY2027 may exceed Rs.10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	The bank avails insurance services as per the terms agreed with the service provider on an arm's length basis, to meet the business requirements. The insurance policy benefits paid by the insurer company are as per the terms and conditions of the insurance policy and the insurer's claim settlement procedures. In FY25, premium payments amounted to Rs. 6.2 bn and insurance claim receipts amounted to Rs. 2.3 bn. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and/or its related party. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions for providing grant by the Bank to the Related Party for undertaking Corporate Social Responsibility (CSR) projects/activities of the Bank for FY2027 may exceed Rs. 10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable from time to time, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.	FOR	FOR	ICICI Bank's mandatory CSR obligations aggregate 2% of previous three-years average profits, which are executed through ICICI Foundation. The bank provides grants to ICICI Foundation for Inclusive Growth to undertake its Corporate Social Responsibility (CSR) projects and activities. ICICI Foundation serves as the Bank's implementing partner for executing these CSR initiatives. These grants are provided to implement projects in Board-approved thematic areas, thereby fulfilling the Bank's CSR obligations and Annual Action Plan. Since the grants are aimed at meeting statutory requirements and are in the Bank's interest, the transaction will be carried out on an arm's-length basis and in the ordinary course of business of the Bank and/or its related party. We support the resolution.	FOR

30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions by ICICI Prudential Life Insurance Company Limited, Subsidiary of the Bank for FY2027 may exceed Rs. 10.00 billion or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of ICICI Prudential Life Insurance Company Limited.	FOR	FOR	The related parties of the bank and its subsidiaries that are not related parties of ICICI Pru Life and its subsidiary also avail insurance services from ICICI Pru Life. The transactions between ICICI Pru Life with such related parties of the bank and its subsidiaries do not qualify as 'related party transactions' in terms of the SEBI Listing Regulations for ICICI Pru Life but qualify as 'related party transactions' for the bank. Through resolution #23, the bank seeks shareholder approval for such material related party transactions for FY27. In FY25, premium payments amounted to Rs. 6.2 bn and insurance claim receipts amounted to Rs. 2.3 bn. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the bank and ICICI Pru Life. We support the resolution.	FOR
30-08-2025	ICICI Bank Limited	AGM	Management	Material Related Party Transactions by ICICI Securities Primary Dealership Limited, Subsidiary of the Bank for FY2027 may exceed Rs. 10.00 billion or 10% of the annual consolidated turnover of the Bank, as per the last audited financial statements of the Bank, whichever is lower, as prescribed under the Applicable Laws or any other materiality threshold, as may be applicable 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 and in the ordinary course of business of ICICI Securities Primary Dealership Limited.	FOR	FOR	ICICI Bank Limited may undertake investment, purchase or sale of securities, and borrow through debt securities via ICICI Securities Primary Dealership Limited, an unlisted wholly owned subsidiary of the bank, in transactions with eligible counterparties, including related parties. Primary market subscriptions are at the prevailing market rates and are subscribed at the same terms offered to all prospective investors. Secondary market purchases of securities are undertaken at prevailing market rates/ fair values. The covenants, tenure, repayment schedule, security status (secured/unsecured), nature of security, interest rate, and other terms will be as specified in the issuance of securities, as determined by the respective issuer. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Bank and/or its Related Parties. We support the resolution.	FOR

30-08-2025	Jindal Steel Ltd	AGM	Management	<p>To consider and adopt</p> <p>(a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon</p> <p>(b) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of Auditors.</p>	FOR	FOR	<p>"We have relied upon the auditors' report, which has placed an emphasis of matter in the standalone financial statements regarding Jindal Steel & Power (Mauritius) Limited (JSPML), a wholly owned subsidiary, due to uncertainty regarding its ability to continue as a going concern. As on 31 March 2025, the accumulated losses and negative net worth of JSPML are Rs. 48.9 bn and Rs. 34.6 bn respectively. Further, the company has made an additional provision of Rs. 13.1 bn in the FY25 as expected credit loss allowance against outstanding loan (including interest). In the consolidated financial statements, the auditors have also highlighted material uncertainty related to going concern for Jindal Steel & Power (Mauritius) Limited (JSPML) and Wollongong Resources Pty. Ltd., Australia: financial statements of these two subsidiaries have been prepared on Going Concern Basis.</p> <p>We note that the auditors have highlighted certain issues with the audit trail. 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). The company must disclose the reason for having payables overdue for over three years. Notwithstanding, we support the resolution."</p>	FOR
30-08-2025	Jindal Steel Ltd	AGM	Management	<p>To declare final dividend for the financial year ended March 31, 2025 @ 200% i.e. Rs. 2/- per fully paid-up equity share of Rs. 1/- each on 102,00,88,097 fully paid up equity shares of the Company and same be paid out of profits of the Company.</p>	FOR	FOR	<p>The total dividend outflow for FY25 is Rs. 2.0 bn and the dividend payout ratio is 5.6% of standalone after-tax profits, which is low. The company has not articulated a reason for the low dividend payout ratio. Nevertheless, we recognize that JSL has annual capex of Rs. 75.0 – 100.0 bn. The dividend policy has been effective since 30 March 2015 – it is unclear if it has been reviewed since. We believe that the board must review its dividend distribution policy periodically. We support the resolution.</p>	FOR

30-08-2025	Jindal Steel Ltd	AGM	Management	To appoint Mr. Sabyasachi Bandyopadhyay (DIN: 10087103), who retires by rotation and being eligible, has offered himself for re-appointment as a Director.	FOR	FOR	"Sabyasachi Bandyopadhyay, 57 is the Managing Director. He was with Big River Steel LLC., USA, as the Chief Technology Officer & Chief Strategy Officer prior to joining Jindal Steel Limited in August 2021. He has worked with SAIL, STELCO Inc., Canada, Severstal, Steel Dynamics Inc., USA in the past. He has over three decades of experience in the global steel industry. He has been associated with the company since August 2021 and has attended all seven (100%) board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We raise concern that he is a part of the Audit Committee (AC) which could create opportunities for a conflict of interest. We believe the AC must comprise only non-tenured independent directors."	FOR
30-08-2025	Jindal Steel Ltd	AGM	Management	Appointment of M/s. RSMV and Co., Company Secretaries, a peer reviewed firm (Firm Registration No. P2014DE034900) as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration.	FOR	FOR	The company proposes paying them remuneration of Rs. 175,000 plus applicable taxes and other out-of-pocket expenses for FY26. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. The remuneration for the remaining term will be mutually agreed upon by the Board and the Secretarial Auditors. The proposed remuneration payable to RSMV & Co. is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
30-08-2025	Jindal Steel Ltd	AGM	Management	Ratification of remuneration of Rs. 12,00,000/- plus applicable taxes and out of pocket expenses payable to M/s. Shome and Banerjee, Cost Auditors of the Company for the financial year ending March 31, 2026, Cost Accountants (Firm Registration Number: 000001), Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the	FOR	FOR	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations. We support the resolution.	FOR

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon.	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). The company must disclose the reason for having payables overdue by more than three years.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To declare final dividend of Rs. 5.75/- per equity share of Rs. 2/- each fully paid up, (i.e. @ 287.5% of the face value of the equity shares) for the Financial Year ended March 31, 2025.	FOR	FOR	The total dividend outflow for FY25 is Rs. 1.6 bn. The total dividend payout ratio is at 47.6% of standalone PAT and 21.1% of consolidated profits. As per the dividend policy the Board endeavors to achieve a pay-out ratio in the range of 15% to 35% of consolidated profits. It is unclear when the company last reviewed its dividend policy - the board must periodically review its capital allocation policies.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint a Director in place of Shri Vinay Gupta (DIN: 00005149), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Vinay Gupta, 48, part of the promoter group and Managing Director, Apollo Metalex Pvt Ltd, has been on the board since 2008. During FY25 he attended three of four board meetings and retires by rotation. His reappointment is in line with statutory requirements. We support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint a Director in place of Shri Deepak Kumar (DIN: 03056481), who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Deepak Kumar, 47, Director Operations and CFO has been on the board since May 2023. During FY25, he attended all four board meetings and retires by rotation. His reappointment is in line with statutory requirements. We support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint M/s Walker Chandiok and Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting to be held in the year 2030, on a remuneration of Rs. 1.04 Crores p.a. for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.	FOR	FOR	Walker Chandiok & Co LLP replace Deloitte Haskins & Sells LLP as statutory auditors for a term of five years from the conclusion of the 2025 AGM till the conclusion of the 2030 AGM. The company proposes to pay Rs. 10.4 mn, excluding applicable taxes and out of pocket expenses, for FY26. For FY25, remuneration for audit services aggregated Rs. 13.8 mn – standalone and Rs. 20.2 mn – consolidated. The proposed remuneration payable Walker Chandiok & Co LLP is reasonable and commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint M/s. Parikh and Associates, Company Secretaries (FRN: P1988MH009800) as the Secretarial Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting to be held in the year 2030, on a remuneration of Rs. 1.65 Lakhs p.a. for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.	FOR	FOR	The company proposes to appoint Parikh & Associates, Company Secretaries as secretarial auditors for five years from FY26 and pay them a remuneration of Rs. 165,000 for FY26, plus applicable taxes and out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the company. The proposed remuneration payable is commensurate with the size of the company. Their appointment is in line with statutory requirements. We support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To ratify the remuneration Rs. 6 Lakhs excluding indirect taxes as applicable and reimbursement of travelling and other out-of-pocket expenses to be actually incurred by the said Auditors in connection with the cost audit, payable to M/s. Sanjay Gupta and Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212), the Cost Auditors for the financial year 2025-26.	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in FY25 is reasonable compared to the size and scale of operations.	FOR

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To approve revision in remuneration of Shri Deepak Kumar (DIN: 03056481), Whole-time Director of the Company with effect from July 24, 2025 till the end of his current tenure of appointment i.e. May 11, 2028.	FOR	FOR	Deepak Kumar for FY25 was paid a remuneration of Rs. 13.8 mn : entirely fixed. As per his proposed terms, his annual estimated remuneration to range between Rs. 38.0 mn to Rs. 70.0 mn, including estimated stock option grants, other perquisites and allowances capped at 100% of salary. Perquisite value on stock options arises once stock options are exercised: therefore, the value cannot be predetermined since it is driven by the time of exercise of stock options and the stock price at that time. The company must clarify how it will ensure that the perquisite value of stock options grants will be within the overall cap. It must also disclose the stock options proposed to be granted to him in his current tenure and disclose the performance metrics that will be used to determine the bonus/performance incentive to be paid to him. Nonetheless, since proposed remuneration is in line with the size and scale of the company, his experience and peers, we support the resolution.	FOR
------------	--------------------------	-----	------------	--	-----	-----	--	-----

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint Shri Chakram Kumar Singh (DIN: 11108837) as a Whole-time Director, designated as Director and Chief Operating Officer of the Company, liable to be retire by rotation, for a term of 5 consecutive years with effect from July 24, 2025, and including remuneration.	FOR	FOR	Chakram Kumar Singh, 50, associated with the company since 2016, is currently Chief Operating Officer. As per succession plan for leadership roles, he is proposed to be elevated to Whole-Time Director. He has three decades of experience in the steel and manufacturing sector and has held leadership positions with Adhunik Metaliks, Rashmi Metaliks, Monnet Ispat, and Steel Strips Wheels. As per his proposed terms, his annual estimated remuneration to range between Rs. 21.6 mn to Rs. 50.0 mn, including estimated stock option grants, other perquisites and allowances capped at 100% of salary. Perquisite value on stock options arises once stock options are exercised: therefore, the value cannot be predetermined since it is driven by the time of exercise of stock options and the stock price at that time. The company must clarify how it will ensure that the perquisite value of stock options grants will be within the overall cap. It must also disclose the stock options proposed to be granted to him in his current tenure and disclose the performance metrics that will be used to determine the bonus/performance incentive to be paid to him. Nonetheless, since proposed remuneration is in line with the size and scale of the company, his experience and peers, we support the resolution	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint Shri Dukhabandhu Rath (DIN: 08965826) as an Non-Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 24, 2025 and whose office shall not be liable to retire by rotation.	FOR	FOR	Dukhabandhu Rath, 64, former Senior Banker has four decades of service in the Indian Banking Industry - primarily with SBI. He is also on the board of group companies SG Mart Limited, SG Finserve Limited and S Gupta Holding Private Limited since April 2024, January 2023 and January 2025. We will consider his overall group association for his tenure. His appointment is in line with statutory requirements. We support the resolution.	FOR

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To appoint Shri Rakesh Sharma (DIN: 06695734) as an Non-Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 24, 2025 and whose office shall not be liable to retire by rotation.	FOR	FOR	Rakesh Sharma, 72, former Chief General Manager – SBI, has over three decades of experience in the banking and financial services sector. At SBI he served in various senior roles across key operational branches and has experience in government liaisons and engaging with financial institutions at various levels. He is also on the board of group companies SG Finserve Limited and S Gupta Holding Private Limited since November 2024 and July 2024. We will consider his overall group association for his tenure. His appointment is in line with statutory requirements. We support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To approve APL Apollo Tubes Employees Stock Option Plan 2025.	FOR	AGAINST	Under the APL ESOP 2025, a total of 5,000,000 stock options can be granted to eligible employees of the company, its subsidiary company and associate company(ies), in India or outside India of the company. The scheme contours provide significant flexibility to the Nomination and Remuneration Committee (NRC) with respect to both, the exercise price, and the vesting criteria. Although the company has stated that the exercise price is linked to the market price, it allows the NRC to give a discount to the market price. The company has stated that the vesting may be time-based and/or performance based, which will be decided by the NRC. In case of performance-based vesting, the company has provide examples of metrics that include market capitalization, revenue, EBITDA, ROCE, and individual performance of employee – but once again allows the NRC to use any other parameter. Given the flexibility embedded into the scheme contours, we are unable to assess if the scheme aligns the interests of shareholders and employees. Therefore, we do not support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To approve the extension of the benefits under the APL Apollo Tubes Employees Stock Option Plan 2025 to the employees of the subsidiary and associate company(ies) of the Company.	FOR	AGAINST	The company seeks to extend APL ESOP 2025 scheme to the eligible employees of the subsidiary company and associate company(ies). Our view on this resolution is linked to resolution #12. Moreover, we do not support the grant of stock options to employees of group companies, associates or listed holding companies. We do not support the resolution.	FOR

15-09-2025	APL Apollo Tubes Limited	AGM	Management	To authorise APL Apollo Tubes Limited Employees Welfare Trust to undertake secondary acquisition of equity shares under APL Apollo Tubes Employees Stock Option Plan 2025.	FOR	AGAINST	The company seeks approval for secondary acquisition of up to 5.0 mn equity shares of the company through Trust route for the implementation of APL ESOP 2025 Scheme. Our view on this resolution is linked to resolution #12. We do not support the resolution.	FOR
15-09-2025	APL Apollo Tubes Limited	AGM	Management	To approve the provision of money by the Company to APL Apollo Tubes Limited Employees Welfare Trust.	FOR	AGAINST	For implementation of APL ESOP 2025 through the trust route, the company will have to provide financial support (loan/ guarantee/ security) to the ESOP Trust for secondary acquisition of shares. The loan will be subject to the regulatory threshold of 5% of aggregate paid-up share capital and free reserves. Our view on this resolution is linked to our view on resolution #12. We do not support the resolution.	FOR
25-09-2025	Lupin Limited	PBL	Management	To approve re-appointment of Mr. Mark D. McDade (DIN: 09037255) as an Independent Director of the Company for a second term of five consecutive years commencing from January 28, 2026 to January 27, 2031.	FOR	FOR	Mark D. McDade, 70, has had a 37-year career in the biopharmaceutical industry and most recently served as Executive VP and COO at UCB Pharma. He currently serves as co-founder and Partner at Qiming Venture Partners, USA, a China-based venture capital firm investing in healthcare companies. He has been on the board of Lupin Limited since January 2021 and attended all ten board meetings in FY25 and, to date, in FY26. The company must clarify how it plans to address potential conflicts of interest, given that some of the healthcare portfolio companies of Qiming Venture Partners, with which Mark D. McDade is associated, may operate in areas that overlap or compete with Lupin's businesses. Notwithstanding, his reappointment as an Independent Director is in line with statutory requirements. We support the resolution.	FOR

25-09-2025	Lupin Limited	PBL	Management	To approve revision in remuneration of Mr. Nilesh D. Gupta, Managing Director (DIN: 01734642) with effect from October 01, 2025 for the remaining tenure of his present appointment up to August 31, 2028.	FOR	FOR	<p>Nilesh Gupta, 51, is part of the promoter family and serves as the Managing Director of Lupin Ltd. At the 2023 AGM, Nilesh Gupta was reappointed for five years from 1 September 2023. His remuneration terms were unchanged from those approved in 2018. The company proposes to revise his remuneration from 1 October 2025.</p> <p>Nilesh Gupta's FY25 pay aggregated Rs. 110.5 mn. Under the current and proposed terms, he is authorised to an annual increase of up to 25% of his fixed CTC, which is high. However, the NRC has been judicious in determining his payouts over the last five years. Under the revised terms, his variable incentive ceiling increases to 100% of fixed CTC, from 50% earlier. The incentive will be linked to company performance, including revenue, profitability, EPS, and sustainability metrics. The company should have provided greater clarity on performance thresholds and payout levels – similar disclosures were made at the 2023 AGM but are not available in the current notice. His proposed annual pay is estimated at Rs. 189.9 mn. Including the remuneration of Vinita Gupta and Ramesh Swaminathan, overall executive pay is slightly higher than peers. Nevertheless, we expect the NRC to exercise prudence and thus support the resolution.</p>	FOR
26-09-2025	PB Fintech Ltd	AGM	Management	To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	FOR	FOR	<p>We have relied upon the auditors' report, which has raised emphasis of matters regarding (i) inspection reports by IRDAI w.r.t. inspection of books of accounts of Policybazaar Insurance Brokers Private Limited, a wholly owned subsidiary; and (ii) the search and survey proceedings carried out by the Directorate General of GST Intelligence and Income Tax Department, at the premises of Paisabazaar Marketing and Consulting Private Limited, a wholly owned subsidiary.</p> <p>Paisabazaar has also received notices from the Income Tax Department. The auditor's opinion is not modified in respect of these matters. 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). We support the resolution.</p>	FOR

26-09-2025	PB Fintech Ltd	AGM	Management	Mr. Yashish Dahiya (DIN: 00706336) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	FOR	FOR	Yashish Dahiya, 52, is the Chairperson, Executive Director & Chief Executive Officer of the company. He is the co-founder and has been on board since June 2008. He has attended all nine board meetings held in FY25. He retires by rotation, and his reappointment is in line with statutory requirements. We support the resolution.	FOR
26-09-2025	PB Fintech Ltd	AGM	Management	To appoint M/s. Dhananjay Shukla and Associates, Practicing Company Secretaries with Registration No. P2025HR323300 as the Secretarial Auditor of the Company, for a period of 5 (five) consecutive Financial Years commencing from Financial Year 2025-26 up to Financial Year 2029-30, at such remuneration plus applicable taxes as may be determined by the Audit Committee and the Secretarial Auditor and to avail any other services, certificates, or reports as may be permissible under applicable laws.	FOR	FOR	The company proposes to appoint Dhananjay Shukla & Associates as secretarial auditors for five years from FY26 to FY30 and pay them a remuneration of Rs. 650,000 exclusives of taxes for FY26. Remuneration for the remaining tenure may increase between 5-15% as may be decided by the board. The appointment is in line with statutory requirements. We support the resolution.	FOR
26-09-2025	PB Fintech Ltd	AGM	Management	To approve the re-appointment of Mr. Yashish Dahiya (DIN: 00706336) as the Chairman, Executive Director and Chief Executive Officer of the Company for a further period of five (5) years, with effect from July 05, 2026 to July 04, 2031 and approval of remuneration.	FOR	AGAINST	Yashish Dahiya, 52, is the co-founder, Chairperson, Executive Director and Chief Executive Officer. Yashish Dahiya's remuneration is likely to exceed the limits under the Company's Act, 2013 due to perquisite value of stock options to be exercised by him. Based on the fair value of stock options granted to him in the past and remuneration from subsidiary company, his FY25 remuneration was Rs. 1,466.8 mn. The 2023 AGM notice stated that there was no proposal to grant additional stock options to him (from the then ESOP 2021 scheme). However, he was granted stock options under the 2024 scheme in FY25. While we support his reappointment, we do not support the resolution because of the open-ended remuneration structure. There is no clarity on the stock options that he is eligible to receive during the proposed tenure, including from present or future schemes, and from the company, its subsidiary or associate companies. As a result, we are unable to estimate his proposed remuneration. Therefore, although we support Yashish Dahiya's reappointment as Executive Chairperson and CEO, we do not support the resolution.	FOR

26-09-2025	PB Fintech Ltd	AGM	Management	To approve the Re-appointment of Mr. Alok Bansal (DIN: 01653526), as the Executive Vice Chairman and Whole Time Director of the Company for a further period of five (5) years, with effect from June 28, 2026 to June 27, 2031 and approval of remuneration.	FOR	AGAINST	Alok Bansal, 49, is the Vice Chairperson and Whole-time Director of the company. Alok Bansal's remuneration is likely to exceed the limits under the Company's Act, 2013 due to perquisite value of stock options to be exercised by him. Based on the fair value of stock options granted to him in the past, we estimate his FY25 remuneration was Rs. 627.9 mn. The 2023 AGM notice stated that there was no proposal to grant additional stock options to him. However, he was granted stock options under the 2024 scheme in FY25. While we support his reappointment, we do not support the resolution because of the open-ended remuneration structure. There is no clarity on the stock options that he is eligible to receive during the proposed tenure, including present or future schemes, and from the company, its subsidiary or associate companies. As a result, we are unable to estimate his proposed remuneration. Therefore, although we support Alok Bansal's reappointment as Executive Vice-Chairperson and Whole-Time Director, we do not support the resolution.	FOR
------------	----------------	-----	------------	---	-----	---------	--	-----

26-09-2025	PB Fintech Ltd	AGM	Management	Payment of remuneration to Mr. Sarbvir Singh (DIN: 00509959), as Executive Director and Joint Group Chief Executive Officer of the Company, for the period commencing from October 01, 2025 to August 25, 2028.	FOR	AGAINST	<p>Sarbvir Singh, 51, is the Executive Director & Joint Group Chief Executive Officer of the company. He also holds the position of President at Policybazaar Insurance Brokers Private Limited, a wholly owned subsidiary. his office or place of profit in Policybazaar is proposed to be vacated and he is proposed to be remunerated from the company from 1 October 2025. Sarbvir Singh's remuneration is likely to exceed the limits under the Company's Act, 2013 due to perquisite value of stock options to be exercised by him. Based on the fair value of stock options granted to him in the past, we estimate his FY25 remuneration was Rs. 543.7 mn. The 2023 AGM notice stated that there was no proposal to grant additional stock options to him. However, he was granted stock options under the 2024 scheme in FY25. While we support his reappointment, we do not support the resolution because of the open-ended remuneration structure. There is no clarity on the stock options that he is eligible to receive during the proposed tenure, including present or future schemes, and from the company, its subsidiary or associate companies. As a result, we are unable to estimate his proposed remuneration. Since we do not have sufficient information to make an informed decision, we do not support the resolution.</p>	FOR
------------	----------------	-----	------------	---	-----	---------	--	-----