

**PNB METLIFE INDIA INSURANCE COMPANY LIMITED**

**Proxy Activities Details  
July 2021 to September 2021**

Meeting Date	Investee Company Name	Type of Meeting(AGM / EGM / PBL)	Proposal of Management/ Shareholders	Description of the proposal	Management Recommendation	Vote(For/Against/Abstain)	Reason supporting the vote decision
08-07-2021	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve revisions to the distribution mechanism of the value receivable by certain creditors of Dewan Housing Finance Corporation Limited (DHFL) under the resolution plan submitted by Piramal Capital & Housing Finance Company Limited (as discussed in the Twenty First Meeting of the Committee of Creditors of DHFL)	FOR	AGAINST	Not in the interest of secured bond holders.
08-07-2021	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve revisions to the distribution mechanism of the value receivable by certain creditors of Dewan Housing Finance Corporation Limited (DHFL) under the resolution plan submitted by Piramal Capital & Housing Finance Company Limited (as discussed in the Twenty First Meeting of the Committee of Creditors of DHFL)	FOR	AGAINST	Not in the interest of secured bond holders.
08-07-2021	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve revisions to the distribution mechanism of the value receivable by certain creditors of Dewan Housing Finance Corporation Limited (DHFL) under the resolution plan submitted by Piramal Capital & Housing Finance Company Limited (as discussed in the Twenty First Meeting of the Committee of Creditors of DHFL)	FOR	AGAINST	Not in the interest of secured bond holders.
17-07-2021	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, 2021 and the Reports of the Board of Directors and Auditors thereon.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	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, 2021 and the Report of Auditors thereon.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To declare dividend on Equity Shares.	FOR	FOR	Sufficient funds. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To appoint a director in place of Mr. Srikanth Nadhamuni (DIN 02551389), who retires by rotation and, being eligible, offers himself for re-appointment.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To ratify the additional audit fees to the Statutory Auditors, MSKA & Associates, Chartered Accountants	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To revise the term of office of MSKA & Associates as Statutory Auditors of the Bank	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To appoint M/s. M. M. Nissim & Co. LLP, Chartered Accountants as joint Statutory Auditors.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	Approval for revised remuneration of non-executive directors except for Part Time Non-Executive Chairperson.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To approve the re-appointment Mr. Umesh Chandra Sarangi (DIN 02040436) as an Independent Director for a period of three (3) years from March 1, 2021 to February 29, 2024.	FOR	AGAINST	Non-Compliant with Section 149 (10) of Companies Act - Prior approval of shareholders not sought
17-07-2021	HDFC Bank Limited	AGM	Management	To approve the appointment Mr. Atanu Chakraborty (DIN 01469375) as a Part time Non-Executive Chairman and Independent Director of the Bank for a period of three (3) years commencing from May 5, 2021.	FOR	FOR	Compliant with law. No concern identified.
17-07-2021	HDFC Bank Limited	AGM	Management	To approve the appointment of Dr. (Ms.) Sunita Maheshwari (DIN 01641411) as an Independent Director for a period of five (5) years from March 30, 2021 to March 29, 2026.	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To ratify and approve the related party transactions with Housing Development Finance Corporation Limited	FOR	FOR	Compliant with Law. No major governance concern identified

17-07-2021	HDFC Bank Limited	AGM	Management	To ratify and approve the related party transactions with HDB Financial Services Limited	FOR	FOR	Compliant with Law. No governance concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To Issue Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) on a private placement basis	FOR	FOR	Enabling resolution for issue of perpetual debt instruments. No governance concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To consider amendment to the ESOS-Plan D-2007 as approved by the Members	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To consider amendment to the ESOS-Plan E-2010 as approved by the Members	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To consider amendment to the ESOS-Plan F-2013 as approved by the Members	FOR	FOR	Compliant with law. No concern identified
17-07-2021	HDFC Bank Limited	AGM	Management	To consider amendment to the ESOS-Plan G-2016 as approved by the Members	FOR	FOR	Compliant with law. No concern identified
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Audited financial statements of the Corporation for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon; and	FOR	FOR	Unqualified Financial Statements. Compliant with Accounting Standards
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Audited consolidated financial statements for the financial year ended March 31, 2021 together with the report of the Auditors thereon.	FOR	FOR	Unqualified Financial Statements. Compliant with Accounting Standards
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	To declare dividend on equity shares for the financial year ended March 31, 2021	FOR	FOR	No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	To appoint a Director in place of Mr. Keki M. Mistry (DIN:00008886), who retires by rotation and, being eligible, offers himself for re-appointment	FOR	FOR	Compliant with No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Revision in the salary range of Ms. Renu Sud Karnad, Managing Director of the Corporation	FOR	FOR	Compliant with Law. No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Revision in the salary range of Mr. V. Srinivasa Rangan, Whole-time Director (designated as 'Executive Director') of the Corporation	FOR	FOR	Compliant with Law. No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as 'Vice Chairman & Chief Executive Officer') of the Corporation	FOR	FOR	Compliant with No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Approval of Related Party Transactions with HDFC Bank Limited, an associate company of the Corporation	FOR	FOR	Compliant with Law. No major governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Increasing the borrowing limits of the Board of Directors of the Corporation.	FOR	FOR	Compliant with law. No governance concern identified.
20-07-2021	Housing Development Finance Corporation Limited	AGM	Management	Issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on a private placement basis.	FOR	FOR	Compliant with Law. No governance concern.
05-08-2021	Larsen & Toubro Limited	AGM	Management	To consider and adopt the audited financial statements of the Company for the year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company and the report of the auditors thereon for the year ended March 31, 2021	FOR	FOR	Unqualified Financial statements. No concern identified.
05-08-2021	Larsen & Toubro Limited	AGM	Management	To declare final dividend on equity shares	FOR	FOR	Sufficient funds. No concern identified.
05-08-2021	Larsen & Toubro Limited	AGM	Management	To appoint a Director in place of Mr. D. K. Sen (DIN: 03554707), who retires by rotation and is eligible for re-appointment	FOR	FOR	Compliant with Law. No major concern
05-08-2021	Larsen & Toubro Limited	AGM	Management	To appoint a Director in place of Mr. Hemant Bhargava (DIN: 01922717), who retires by rotation and is eligible for re-appointment	FOR	FOR	Compliant with Law. No concern identified.

05-08-2021	Larsen & Toubro Limited	AGM	Management	To appoint a Director in place of Mr. M. V. Satish (DIN: 06393156), who retires by rotation and is eligible for re-appointment	FOR	FOR	Compliant with Law. No concern identified.
05-08-2021	Larsen & Toubro Limited	AGM	Management	To appoint a Director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and is eligible for re-appointment	FOR	AGAINST	Non-compliant with Companies Act, 2013. Holds more than 10 public directorships
05-08-2021	Larsen & Toubro Limited	AGM	Management	Appointment of Mrs. Preetha Reddy (DIN: 00001871) as a Director	FOR	AGAINST	Governance concern. Intent of the Resolution not clear. Governance concern regarding independence of Ms. Preetha Reddy.
05-08-2021	Larsen & Toubro Limited	AGM	Management	Appointment of Mrs. Preetha Reddy (DIN: 00001871) as an Independent Director of the Company	FOR	AGAINST	Governance concern. Intent of the Resolution not clear. Governance concern regarding independence of Ms. Preetha Reddy
05-08-2021	Larsen & Toubro Limited	AGM	Management	Re-appointment of Mr. Sanjeev Aga (DIN: 00022065) as an Independent Director of the Company for a term upto May 24, 2021	FOR	AGAINST	No concern over the merit of Mr. Sanjeev Aga and Mr. Narayanan Kumar, however re-appointment is not in accordance with law
05-08-2021	Larsen & Toubro Limited	AGM	Management	Re-appointment of Mr. Narayanan Kumar (DIN: 00007848) as an Independent Director of the Company for a term upto May 26, 2021.	FOR	AGAINST	No concern over the merit of Mr. Sanjeev Aga and Mr. Narayanan Kumar, however re-appointment is not in accordance with law
05-08-2021	Larsen & Toubro Limited	AGM	Management	Re-appointment of Mr. M. V. Satish (DIN: 06393156) as the Whole-time Director of the Company	FOR	FOR	Compliant with Law. No concern identified
05-08-2021	Larsen & Toubro Limited	AGM	Management	Re-appointment of Mr. R. Shankar Raman (DIN: 00019798) as the Whole-time Director of the Company	FOR	AGAINST	Non-compliant with Companies Act, 2013. Holds more than 10 public directorships
05-08-2021	Larsen & Toubro Limited	AGM	Management	Issue of convertible bonds and/or equity shares through depository receipts, including by way of Qualified Institutions Placement to Qualified Institutional Buyers ('QIB')	FOR	FOR	Compliant with law. No governance concern identified.
05-08-2021	Larsen & Toubro Limited	AGM	Management	Remuneration and appointment of M/s R. Nanabhoy & Co. Cost Accountants as Cost Auditors	FOR	FOR	No major concern identified.
20-08-2021	ICICI Bank Limited	AGM	Management	To receive, consider and adopt the standalone and consolidated financial statements for the financial year ended March 31, 2021 together with the Reports of the Directors and the Auditors thereon.	FOR	FOR	Unqualified Financial Statements. Compliant with Accounting Standards.
20-08-2021	ICICI Bank Limited	AGM	Management	To declare dividend on equity shares.	FOR	FOR	Sufficient funds, compliant with law.
20-08-2021	ICICI Bank Limited	AGM	Management	To appoint a director in place of Mr. Sandeep Bakhshi (DIN: 00109206), who retires by rotation and, being eligible, offers himself for re-appointment	FOR	FOR	Appointment compliant with law. No governance observed with respect to profile, time commitment and attendance of appointee.
20-08-2021	ICICI Bank Limited	AGM	Management	Appointment of M/s MSKA & Associates, Chartered Accountants (Registration No. 105047W) as one of the Joint Statutory Auditors of the Company	FOR	FOR	Appointment compliant with the law. No governance concern observed.
20-08-2021	ICICI Bank Limited	AGM	Management	Appointment of M/s Khimji Kunverji & Co LLP, Chartered Accountants (Registration No. 105146W/W100621) as one of the Joint Statutory Auditors of the Company	FOR	FOR	Appointment compliant with the law. No governance concern observed.
20-08-2021	ICICI Bank Limited	AGM	Management	Revised remuneration on the following terms and conditions for Mr. Sandeep Bakhshi (DIN: 00109206), Managing Director & Chief Executive Officer (MD & CEO)	FOR	FOR	No concern identified. Remuneration is subject to statutory approval of the RBI. Increase is very nominal.

20-08-2021	ICICI Bank Limited	AGM	Management	Revised remuneration on the following terms and conditions for Ms. Vishakha Mulye (DIN: 00203578), Executive Director	FOR	FOR	No concern identified. Remuneration is subject to statutory approval of the RBI. Increase is very nominal.
20-08-2021	ICICI Bank Limited	AGM	Management	Revised remuneration on the following terms and conditions for Mr. Sandeep Batra (DIN: 03620913), Executive Director	FOR	FOR	No concern identified. Remuneration is subject to statutory approval of the RBI. Increase is very nominal.
20-08-2021	ICICI Bank Limited	AGM	Management	Revised remuneration on the following terms and conditions for Mr. Anup Bagchi (DIN: 00105962), Executive Director	FOR	FOR	No concern identified. Remuneration is subject to statutory approval of the RBI. Increase is very nominal.
20-08-2021	ICICI Bank Limited	AGM	Management	Re-appointment of Mr. Anup Bagchi (DIN: 00105962), as a Wholetime Director (designated as Executive Director) of the Bank, liable to retire by rotation	FOR	FOR	Appointment compliant with law. No governance concern observed with respect to profile, time commitment, attendance and proposed remuneration package of appointee
20-08-2021	ICICI Bank Limited	AGM	Management	To pay compensation in the form of fixed remuneration of Rs 2,000,000 per annum to each NonExecutive Director (other than part-time Chairman and the Director	FOR	FOR	Compliant with Law. No governance concern identified.
12-07-2021	ESAF SMALL FINANCE BANK	EGM	Management	Initial Public Offer of Equity Shares	FOR	FOR	Compliant with Law. No governance concern identified.
12-07-2021	ESAF SMALL FINANCE BANK	EGM	Management	Increase in Limit of Investment by the Non-Resident Indians and Overseas Citizens of India	FOR	FOR	Compliant with Law. No governance concern identified.
11-08-2021	ITC Limited	AGM	Management	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2021, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	To confirm Interim Dividend and declare Final Dividend for the financial year ended 31st March, 2021	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	To appoint a Director in place of Mr. Hemant Bhargava (DIN: 01922717) who retires by rotation and, being eligible, offers himself for re-election.	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	To appoint a Director in place of Mr. Sumant Bhargavan (DIN: 01732482) who retires by rotation and, being eligible, offers himself for re-election.	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	Remuneration of Rs.3,40,00,000/- (Rupees Three Crores and Forty Lakhs only) to Messrs. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2021-22	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	Appointment of Mr. Shyamal Mukherjee (DIN: 03024803) as an Independent Director of the Company	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	Re-appointment of Mr. Sumant Bhargavan (DIN: 01732482) as an Wholetime Director of the Company	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	Remuneration to Messrs. ABK & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors	FOR	Abstain	Routine matters
11-08-2021	ITC Limited	AGM	Management	Remuneration to Messrs. S. Mahadevan & Co., Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors	FOR	Abstain	Routine matters
31-08-2021	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, 2021 together with the reports of the Board of Directors and of the Auditors thereon	FOR	Abstain	Routine matters
31-08-2021	Bharti Airtel Limited	AGM	Management	To re-appoint Mr. Rakesh Bharti Mittal as a Director, liable to retire by rotation	FOR	Abstain	Routine matters

31-08-2021	Bharti Airtel Limited	AGM	Management	Appointment of Mr. Tao Yih Arthur Lang as a Director, liable to retire by rotation	FOR	Abstain	Routine matters
31-08-2021	Bharti Airtel Limited	AGM	Management	Appointment of Ms. Nisaba Godrej as an Independent Director	FOR	Abstain	Routine matters
31-08-2021	Bharti Airtel Limited	AGM	Management	Re-appointment of Mr. Sunil Bharti Mittal as the Chairman of the Company	FOR	Abstain	Routine matters
31-08-2021	Bharti Airtel Limited	AGM	Management	Payment of commission to Non-Executive Directors (including Independent Directors) of the Company	FOR	Abstain	Routine matters
31-08-2021	Bharti Airtel Limited	AGM	Management	Ratification of remuneration to be paid to Sanjay Gupta & Associates, Cost Accountants, Cost Auditors of the Company for the FY 2021-22	FOR	Abstain	Routine matters
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Adoption Of Balance Sheet, Profit And Loss Account And The Cash Flow Statement For The Financial Year Ended 31St March, 2021	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Re-Appointment Of Shri.Chandanathil Pappachan Mohan, Non-Executive Nominee Director	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Appointment Of M/S. Deloitte Haskins And Sells, Chartered Accountants (Frm 117365W) As The Statutory Auditors Of The Bank For Two Consecutive Financial Years And (Fy 2022 And Fy 2023) From The Conclusion Of The Fifth Annual General Meeting Till The Conclusion Of The Seventh Annual General Meeting Of The Bank And Fixing Their Remuneration	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Payment Of Variable Pay To Shri.Kadambelil Paul Thomas (Din:00199925), Managing Director And Ceo Of The Bank	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Revision Of Remuneration Of Shri.Kadambelil Paul Thomas (Din:00199925), Managing Director And Ceo Of The Bank In Line With The Guidelines Issued By The Reserve Bank Of India Vide Circular No: Rbi/ 2019-20/ 89 Dor.Appt.Bc.No.23/ 29.67.001/ 2019-20 Dated November 04, 2019 On Compensation Of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers And Control Function Staff	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Re-Appointment Of Shri. Kadambelil Paul Thomas (Din : 00199925) As The Managing Director And Ceo Of The Bank	FOR	FOR	Compliant with Law. No governance concern identified.
29-09-2021	ESAF SMALL FINANCE BANK	AGM	Management	Alteration In Articles Of Association Of The Bank	FOR	FOR	Compliant with Law. No governance concern identified.