

Annexure - 1

Voting rights exercised during Q3 of FY 2018-19 on behalf of NPS Schemes managed by UTI Retirement Solutions Limited

Sr. No.	Meeting Date	Company Name	Type of Meeting (AGM / EGM)	Proposal by Management or shareholder	Proposal's Description	Investee company's Management recommendations	Vote (For / Against / Abstain)	Reasons supporting the vote decisions
1	01-Oct-18	ITC	POSTAL BALLOT	As per Notice	Approve ITC Employee Stock Appreciation Rights Scheme 2018 (ITC ESAR Scheme 2018) exercise of which will be limited to 252.7mn equity shares	As per Notice	For	The ESARs will vest between one year and three years from the date of grant. The exercise period will be up to five years from the date of vesting. The ESAR price will be either the closing market price on the date of the grant or the average of daily six-months closing price, as decided by the board. Therefore, the scheme aligns the interest of shareholders and the employees. We expect the overall cost of the scheme to be marginal.
				As per Notice	Approve the grant of Stock Appreciate Rights to the employees of subsidiaries under ITC ESAR Scheme 2018	As per Notice	For	Through a separate resolution, the company is seeking approval to grant SARs to the employees of its subsidiaries.
				As per Notice	Approve variations in terms of remuneration payable to Executive Directors	As per Notice	For	The computation of the perquisite limits under the Companies Act 2013 excludes the exercise of stock options. As the company intends to introduce the ESAR scheme, it proposes to extend this exclusion to cover SARS as well. All the other terms of their remuneration remain unchanged. The proposed practice is comparable to that used for stock options under Indian regulations.
2	01-Oct-18	LARSEN & TOUBRO	POSTAL BALLOT	As per Notice	Approve buyback of 60 mn (or higher) equity shares at maximum price of Rs.1500.0 per share through a tender offer, for an aggregate consideration of up to Rs.90.0 bn	As per Notice	For	The buyback is at a premium to current market price. The buyback will help return surplus funds to shareholders and will improve the return on equity and earnings per share by reduction in the equity base.
3	04-Oct-18	ULTRATECH LTD	POSTAL BALLOT	As per Notice	Approve UltraTech Cement Limited Employee Stock Option Scheme 2018 (ESOP 2018) under which options will be exercisable into not more than 637,445 equity shares	As per Notice	For	The above resolution combines granting stock options and Restricted Stock Units (RSUs) to the employees, upto 0. 23% of the equity share capital of the company. The stock options and RSUs can be issued at significant discount to the current market price. We do not favour schemes where the exercise price can be at a significant discount to market price.
				As per Notice	Approve the grant of Stock Options and Restricted Stock Units to the permanent employees of holding and subsidiary companies under ESOP 2018	As per Notice	For	Through a separate resolution, the company is seeking approval to grant stock options and RSUs to the employees of its subsidiaries and holding company. However, we do not favour schemes where the exercise price is at a significant discount to market price. Further, since the holding company Grasim Industries Limited is listed and has its own ESOP/RSU scheme, the rationale to extend the scheme to the employees of Grasim Industries Limited is unclear.

				As per Notice	Approval of trust route by secondary acquisition of equity shares and grant of financial assistance to trust to implement ESOP 2018	As per Notice	For	Through a separate resolution, the company is seeking approval to implement the scheme through the trust route, by secondary acquisition of shares from the market. Ultratech proposes to provide to the trust the funds of up to Rs. 2.92 bn to undertake the secondary acquisition. The funds to be provided to the trust will be interest-free and be utilised for implementation of the scheme. However, we do not support this resolution because the proposed schemes enables options to be granted at a significant discount to market price.
4	15/10/18	Britannia Industries Limited	Postal Ballot	As per Notice	To approve sub-division of equity shares of Rs.2 each into 2 equity shares of Re.1 each	As per Notice	FOR	The proposed sub-division is expected to increase participation of small investors and improve the liquidity of the company's shares.
					Amendment in capital clause V of the Memorandum of Association to reflect the sub-division of equity share capital	As per Notice	FOR	On account of the proposed sub-division of equity shares, the Capital Clause (Clause V) of the Memorandum of Association (MoA) is being changed to reflect the proposed authorized share capital of Rs. 500 mn divided into 500 mn equity shares of face value Re. 1 each.
					Alter Article 5 of Articles of Association to accommodate the sub-division of equity shares	As per Notice	FOR	The sub-division in Resolution #1 will require amendments to Article 5 of the Articles of Association (AoA).
					Amend the Britannia Industries Limited Employee Stock Option Scheme (BIL ESOS) on account of sub-division of equity shares	As per Notice	FOR	On account of the proposed sub-division, the company seeks to adjust the number of equity shares from 17,75,000 equity shares of Rs. 2 each to 35,50,000 equity shares of Re. 1 each, to be issued under the ESOS, and the exercise price.
5	23/10/18	UltraTech Cement Limited	Court Convened Meeting	As per Notice	To merge Century Textiles & Industries Ltd.'s cement business with UltraTech Cement Limited	As per Notice	FOR	Century Textiles & Industries Ltd (Century)' cement business' enterprise value (EV) is estimated at Rs. 86.2 bn (including debt of Rs. 30.0). Century's shareholders will be issued shares in the ratio of 1:8 in Ultratech as consideration. While we believe it will be efficient for Century's cement business to be housed under UltraTech, the valuation of the business is low.
6	30/10/18	Punjab National Bank	EGM	As per Notice	To issue 639.09 mn equity shares at an issue price of Rs. 84.98 per share, aggregating to Rs. 54.31 bn to the Government of India (Gol) on preferential basis	As per Notice	FOR	The issue price of Rs 84.98 per share is at a 33% premium to the current market price (Rs. 63.8 closing price on 7 October 2018). Although existing shareholders will get diluted by 17.2%, we believe Gol's equity infusion is necessary to support growth and the bank's capital adequacy levels.
7	02/11/18	LUPIN LTD	POSTAL BALLOT	As per Notice	Appoint Dr. Kamal K Sharma (DIN:00209430), the Vice Chairperson, as Advisor to the company, for one year, with effect from 1 October 2018 and approve the fees payable to him	As per Notice	For	The proposed fees of Rs. 47.4 mn are reasonable and in line with his experience and knowledge of the company's affairs.
					Ratify the decision of Nilesh Deshbandhu Gupta, the Managing Director, to not be paid remuneration for one year, with effect from 8 August 2018		For	The decision reflects the willingness to take responsibility for the company's performance.

8	07/12/18	State Bank of India	POSTAL BALLOT	As per Notice	To create, offer, allot shares by way of public issue/private placement, QIP/GDR/ADR?any other mode, for an amount not exceeding Rs.200bn, provided that the equity shareholding of the Govt of India does not fall below 52%	As per Notice	For	Routine
					To decide the quantum, mode,number of tranches, price dicount/premium, reservations to emloyees, customers, existing shareholders and/or any other persons		For	Routine
9	10/12/18	Bank of Baroda	EGM	As per Notice	Appointment of Director- Shrl Jltendra Kumar Sarawgl	As per Notice	AGAINST	We had interacted with the management on the issue and are comfortable with the proposed shareholder director Mr Sridhar who is a risk management expert
					Appointment of Director- Shri Srinivasan Srdhar	As per Notice	FOR	We had interacted with the management on the issue and are comfortable with the proposed shareholder director Mr Sridhar who is a risk management expert
10	10/12/18	Bosch Limited	Postal Ballot	As per Notice	Approve buyback of 1.03mn shares at a price of 21000 per share, aggegating to Rs.21.6bn through tender offer	As per Notice	FOR	The buyback price is at a premium of 13.5% to the current mkt price. The buy back will help return surplus funds to the shareholders and could improve return ratios
11	10/12/18	IndusInd Bank Limited	Court Convened Meeting	As per Notice	Approve the scheme of arrangement among Bharat Financial Inclusion Ltd., and Indusind Bank and Indusind Financial Including Ltd.	As per Notice	FOR	Routine
12	11/12/18	Tata Power Company Limited	Court Convened Meeting	As per Notice	To sell the Strategic Engineering Division (SED) of Tata Power to Tata Advanced Systems Ltd. (TASL) on a slump sale basis for an enterprise value (EV) of Rs. 22.3 bn	As per Notice	FOR	The proposed transaction is aligned with the overall strategy of Tata power to divest its non-core investments and reinvest into its core operations of generation, transmission and distribution of electricity. The consideration of the slump sale is Rs. 22. 3 bn (on an EV basis), of which Rs. 11. 9 bn is a contingent consideration, subject to achievement of certain milestones.
13	17/12/18	Power Grid Corporation of India Limited	Postal Ballot	As per Notice	Alter the Objects clause of the Memorandum of Association (MoA)	As per Notice	FOR	Considering the growth prospects of the company, it plans to diversify its business into other business fields. We believe it is the board's and the management's prerogative to decide on business diversification.
					Approve increase in the investment limit for Foreign Portfolio Investors (FPIs) and Foreign Institutional Investors (FIIs) to 35% from 30% of the paid-up capital	As per Notice	FOR	FPIs/ FIIs currently hold 23.6% of paid up equity share capital of the company. The increased shareholding limit for foreign investors will give the company additional flexibility in raising capital.
14	20/12/18	Apollo Tyres Limited	Postal Ballot	As per Notice	Reappoint Neeraj Kanwar as Managing Director for the period 28 May 2019 till 31 March 2024 and fix his remuneration	As per Notice	AGAINST	3.5% of PBT and overall promoters remuneration at 7.5% PBT caps are still on a higher side compared to peers
15	21/12/18	CESC LTD.	AGM	As per Notice	Adoption of standalone and consolidated financial statements for the year ended 31 March 2018	As per Notice	For	Routine Agenda.

Confirm interim dividend of Rs.12 per equity share of face value Rs.1 each	As per Notice	For	The company has already paid an interim dividend of Rs. 12 per equity share. No final dividend is being paid. The total dividend is Rs. 1. 9 bn. The dividend payout ratio is 22. 3%.
Reappoint Sanjiv Goenka (DIN: 00074796) as Director	As per Notice	For	Sanjiv Goenka is the Non-executive Chairperson and belongs to the promoter group. He retires by rotation and his reappointment is in line with statutory requirements.
Reappoint Chandra Kumar Dhanuka (DIN: 00005684) as Independent Director for five years, commencing from 1 April 2019	As per Notice	For	Chandra Kumar Dhanuka has been on the board for six years, and he is proposed to be appointed for another five years. His reappointment is in line with statutory requirements.
Reappoint Ms. Rekha Sethi (DIN: 06809515) as Independent Director for five years, commencing from 30 May 2019	As per Notice	For	Ms. Rekha Sethi has been on the board for four years. Her reappointment is in line with statutory requirements.
Reappoint K. Jairaj (DIN: 01875126) as Independent Director for five years, commencing from 1 August 2019	As per Notice	For	K Jairaj has been on the board for four years. His reappointment is in line with statutory requirements.
Continue directorship of Independent Director, Pradip Kumar Khaitan (DIN: 00004821)	As per Notice	For	Continuation of directorship of Pradip Kumar Khaitan is in line with statutory requirements.
Appoint Rabi Chowdhury (DIN: 06601588) as an Executive Director	As per Notice	For	The company proposes to appoint Rabi Chowdhury as Managing Director (Generation) for a term of five years, commencing on 28 May 2018. He played a key role in erection and commissioning of 600 MW power plant of the company's wholly owned subsidiary, Haldia Energy Limited where he is the Managing Director. His appointment is in line with statutory requirements.
Appoint Debasish Banerjee (DIN: 06443204) as Executive Director	As per Notice	For	The company proposes to appoint Debasish Banerjee as Managing Director (Distribution) for a term of five years, commencing on 28 May 2018. He was also the CEO of Reliance Energy, where he contributed to improving operational efficiency through business processes reengineering and automation. His appointment is in line with statutory requirements.
Appoint Rabi Chowdhury (DIN: 06601588) as a Managing Director (Generation), for five years, commencing on 28 May 2018, and fix his remuneration	As per Notice	For	Rabi Chowdhury is also the Managing Director of Haldia Energy Ltd, a wholly owned subsidiary of CESC. His entire remuneration will be paid by the subsidiary and has been disclosed in annual report of Haldia Energy Ltd. The remuneration proposed is in line with peers and commensurate with the size of the company and his experience.
Appoint Debasish Banerjee (DIN: 06443204) as a Managing Director (Distribution), for five years, commencing on 28 May 2018, and fix his remuneration	As per Notice	For	Debasish Banerjee is the former CEO of Reliance Energy. The remuneration proposed for FY19 is estimated at Rs. 60. 95 mn. The performance bonus has been capped at Rs. 7. 5 mn. The remuneration proposed is in line with peers and commensurate with the size of the company and his experience.

				Continue paying commission to non-executive directors not exceeding 3% of net profits	As per Notice	Against	Commission should not be higher than 1% of net profits.
				Approve creation of mortgage on assets against debt and financial guarantees aggregating to Rs.15.3 bn	As per Notice	For	CESC has raised secured loans, and availed working capital facilities aggregating Rs. 15. 3 bn. Secured debt has easier repayment terms, less restrictive covenants and marginally lower interest rates.
				Increase the borrowing limit to Rs. 65 bn from Rs. 45 bn	As per Notice	For	In the 2014 AGM, the shareholders had approved the increase in borrowing limit to Rs. 45. 0 bn from Rs. 38 bn. On 31 March 2018, the company had standalone long-term debt of Rs. 36. 7 bn and a consolidated long-term debt of Rs. 110. 5 bn. Expanding the borrowing limit will give the company further headroom to raise funds.
				Approve remuneration of Rs.600,000 payable to Shome and Banerjee, cost auditors for FY19	As per Notice	For	The total remuneration proposed to be paid to the cost auditors is reasonable compared to the size and scale of operations.