

Voting rights exercised during Q4 of FY 2016-17 by UTI Retirement Solutions Limited on assets held by the NPS Trust

| 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 | 23/02/2017 | Union Bank of India | EGM | 1. Issue of 3,89,88,181 (Three Crore Eighty Nine Lac Eighty Eight Thousand One Hundred and Eighty One Only) equity shares of Rs.10/each (Rupees Ten only) for cash at an Issue Price of Rs.138.76 (Rupees One Hundred Thirty Eight and Seventy Six Paise Only) including premium of Rs.128.76 (Rupees One Hundred Twenty Eight and Seventy Six Paise Only) determined in accordance with Regulation 76(1) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and aggregating up to Rs.541 crore (Rupees Five Hundred and Forty One Crore Only) to Government of India on Preferential Basis. | As per Notice | As per notice | For | The capital infusion is necessary to shore up the bank's capital adequacy levels and fuel growth |
| | | | | 2. Issue of 1,29,72,038 (One Crore Twenty Nine Lac Seventy Two Thousand and Thirty Eight Only) equity shares of Rs.10/each (Rupees Ten only) for cash at an Issue Price of Rs.138.76 (Rupees One Hundred Thirty Eight and Seventy Six Paise Only) including premium of Rs.128.76 (Rupees One Hundred Twenty Eight and Seventy Six Paise Only) determined in accordance with Regulation 76(1) of SEBI ICDR Regulations and aggregating up to Rs. 180 crore (Rupees One Hundred and Eighty Crore Only) to Government of India on Preferential Basis. | | | For | |
| 2 | 03/03/2017 | Grasim Industries Limited | EGM | Increase in limit for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors | As per Notice | As per notice | For | Routine. It will enable more FII's to have exposure to large conglomerate |
| 3 | NA | Gas Authority of India Ltd | POSTAL BALLOT / E-VOTING | Ordinary Resolution for issuance of bonus shares | As per Notice | As per notice | For | Bonus issue will increase the liquidity of the equity shares |
| 4 | NA | Oil India Limited | POSTAL BALLOT / E-VOTING | Issue of Bonus shares (1:3) | As per Notice | As per notice | For | Bonus issue will increase the liquidity in stock with higher floating stock |
| 5 | NA | Hindustan Petroleum Corporation Limited | POSTAL BALLOT / E-VOTING | Special Resolution under Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, as well as rules prescribed thereunder, for issue of Secured/Unsecured redeemable NonConvertible Bonds / Debentures (Bonds), of such face value in both domestic as well as overseas market, in one or more series / tranches aggregating upto an amount not exceeding Rs.6000 Crore (Rupees Six Thousand Crore) within the overall borrowing limits approved by the Members, on private placement basis, during a period of one year from the date of approval by Members. | As per Notice | As per notice | For | The proceeds will be utilized for ongoing capital expenditure and other general corporate purposes. The proposed issuance is within the company's overall borrowing limit of Rs.300 bn over and above the networth of the company |

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| 6 | NA | Housing Development Finance Corporation Limited | POSTAL BALLOT / E-VOTING | 1. Increase in Authorised share capital from Rs. 340 Crore to Rs. 350 Crore | As per Notice | As per notice | For | To accommodate new ESOP 2017 scheme proposed in resolution #2 |
| | | | | 2. Approval for issuance of equity shares under Employees Stock Option Scheme 2017 to the employees and directors of Housing Development Finance Corporation Limited. For complete resolution, kindly refer the concerned Postal Ballot Notice. | | | | For |
| 7 | NA | Apollo Tyres Limited | POSTAL BALLOT / E-VOTING | Further ISSUE OF SECURITIES THROUGH A QUALIFIED INSTITUTIONS PLACEMENT | As per Notice | As per notice | For | To support its capital expenditure plans and growth requirements. At cmp, it is 14% dilution (max Rs.15bn) on the expanded capital base |
| 8 | 14/03/2017 | Larsen and Toubro Limited | EGM convened by NCLT | 1. Approval of Scheme of Arrangement between Larsen & Toubro Limited (Transferor Company or Applicant Company) and L&T Valves Limited (Transferee Company) and their respective Shareholders and Creditors which provides for transfer of Coimbatore Undertaking of the Applicant Company as a going Concern to the Transferee Company under Sections 230232 of the Companies Act, 2013 | As per Notice | As per notice | For | As a part of the overall strategy to shed non core assets, L&T is streamlining the asset ownership across businesses |
| 9 | NA | Bharti Airtel Limited | POSTAL BALLOT / E-VOTING | 1. Issue of unsecured / secured redeemable Non-Convertible Debentures / Bonds by way of Private Placement | As per Notice | As per notice | For | The proposed NCD issuance is within the overall borrowing limits of the company |
| | | | | 2. Transfer of the Company's investment in its wholly-owned subsidiary, Bharti Airtel International (Mauritius) Limited ("BAIM"), Mauritius to Network i2i Limited, Mauritius, another wholly-owned subsidiary. | | | | The current scheme will consolidate the international operations of the company under one entity and simplify the holding structure. It will not have any impact on the consolidated financials. The consideration of USD 250mn (Rs.17bn apprx), even it is debt funded, it unlikely to materially impact the company's consolidated performance |

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| 10 | NA | MRF Limited | POSTAL BALLOT / E-VOTING | Special Resolution under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for approval to issue Secured/Unsecured Redeemable Non convertible Debentures on a Private Placement basis | As per Notice | As per notice | For | The proposed NCD issuance is within the overall borrowing limits of the company |
| 11 | NA | ITC Limited | POSTAL BALLOT / E-VOTING | "Resolved that, in accordance with the provisions of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause 3 of the Memorandum of Association of the Company be and is hereby altered by insertion of the following sub-clause after the existing sub-clause (a)(xxi): '(a)(xxii) To establish, purchase, take on lease or otherwise acquire, promote, set up, manage, maintain, operate, administer or assist in managing, maintaining or promoting multi speciality hospitals, medical and health care centres, mobile health centres, nursing homes, diagnostic centres, dispensaries, pharmacies, clinics, laboratories, polyclinics, drug and medical accessories stores, nutrition and dietetic counselling centres, medical colleges, nursing colleges, medical research centres, facilities for training, development & skilling of related manpower, and to engage in and support medical tourism and all other related medical, surgical, curative and health services and allied activities.' " | As per Notice | As per notice | For | The company proposes to alter its MOA to enable it to expand its services to the healthcare sector. The company believes it can leverage its knowledge in the hospitality and tourism sector to support medical tourism in the country |
| 12 | 29/03/2017 | ACC Limited | AGM | 1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended December 31, 2016 and the Reports of the Board of Directors and the Auditors thereon | As per Notice | As per notice | For | Routine |
| | | | | 2. To declare Final Dividend | | | For | Pay out is in line with 2016 |
| | | | | 3. Re-appointment of Mr. N S Sekhsaria having Director Identification Number (DIN) 00276351 as a Non Executive / Non Independent Director of the Company | | | For | Re-appointment is in line with statutory requirements |
| | | | | 4. Re-appointment of Mr Martin Kriegner having Director Identification Number (DIN) 00077715 as a Non Executive / Non Independent Director of the Company | | | For | Re-appointment is in line with statutory requirements |
| | | | | 5. Appointment of M/s Deloitte Haskins and Sells LLP as Statutory Auditors of the Company for a term of five years commencing from the Company's Financial Year 2017 | | | For | Appointment is in line with requirements of Section 139 of the Companies Act 2013 |
| | | | | 6. Appointment of Mr Neeraj Akhoury having Director Identification Number 07419090 as a Director of the Company | | | For | Re-appointment is in line with statutory requirements |

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| | | | | 7. Appointment of Mr Neeraj Akhoury having Director Identification Number 07419090 as the Managing Director & Chief Executive Officer of the Company | | | For | Remuneration is in line with that of ACC's CEO position |
| | | | | 8. To ratify the payment of remuneration to Messrs D. C. Dave & Co., Cost Auditor | | | For | Remuneration is reasonable compared to scale and size of operations |