

**PNB METLIFE INDIA INSURANCE COMPANY LIMITED**  
**Proxy Activities Details**  
**October 2020 to December 2020**

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
05-10-2020	V-Guard Industries Limited	PBL	Management	To appoint Mr. George Muthoot Jacob (DIN No. 00018955), as an Independent Director.	FOR	FOR	Compliant with Law. No governance concern has been identified.
08-10-2020	SRF Limited	PBL	Management	Approval for raising of funds by issuance of equity shares through Qualified Institutions Placement(s)	FOR	FOR	Compliant with law. No governance concern identified.
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Consideration and adoption of Audited Financial Statements	FOR	FOR	Unqualified Financial Statements. Compliant with Accounting Standards
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Re-appointment of Shri Subhash Kumar as a Director	FOR	AGAINST	Although proposed appointees are eligible, the Board is non-compliant with SEBI LODR Regulation regarding composition of Board of Directors
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Re-appointment of Shri Rajesh Shyamsunder Kakkar as a Director	FOR	AGAINST	Although proposed appointees are eligible, the Board is non-compliant with SEBI LODR Regulation regarding composition of Board of Directors
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Authorisation to the Board of Directors for fixing the remuneration of the Auditors	FOR	FOR	No major governance concern identified.
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Appointment of Shri Rajesh Madanlal Aggarwal as a Government Nominee Director	FOR	AGAINST	Although proposed appointee is eligible, the Board is non-compliant with SEBI LODR Regulation regarding composition of Board of Directors
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Appointment of Shri Om Prakash Singh as the Director (Technology and Field Services)	FOR	AGAINST	Although proposed appointees are eligible, the Board is non-compliant with SEBI LODR Regulation regarding composition of Board of Directors
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Appointment of Shri Anurag Sharma as the Director (Onshore)	FOR	AGAINST	Although proposed appointees are eligible, the Board is non-compliant with SEBI LODR Regulation regarding composition of Board of Directors
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Ratification of remuneration payable to Cost Auditors	FOR	FOR	No major governance concern.
20-10-2020	Kansai Nerolac Paints Limited	CCM	Management	Scheme of Merger by Absorption amongst Marpol Private Limited ("Transferor Company No. 1"); Perma Construction Aids Private Limited ("Transferor Company No. 2"); With Kansai Nerolac Paints Limited.	FOR	FOR	Compliant with law, no governance issue identified.
30-10-2020	ICICI Prudential Life Insurance Company Ltd	PBL	Management	Payment of remuneration to Mr. M. S. Ramachandran (DIN: 00943629), non-executive Independent Director, Chairman of the Company	FOR	FOR	Compliant with Law. No major concern identified
30-10-2020	AU Small Finance Bank Limited	PBL	Management	To approve Variable Pay for FY 2019-20 and Remuneration for FY 2020-21 of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director & CEO	FOR	FOR	Compliant with law. No concern identified.
30-10-2020	AU Small Finance Bank Limited	PBL	Management	To approve Variable Pay for FY 2019-20 and Remuneration for FY 2020-21 of Mr. Uttam Tibrewal (DIN: 01024940), Whole Time Director	FOR	FOR	Compliant with law. No concern identified.
29-10-2020	Mastek Limited	AGM	Management	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon.	FOR	FOR	unqualified financial statements. No concern identified.

29-10-2020	Mastek Limited	AGM	Management	To confirm the payment of First Interim Dividend of ₹ 3.00/- and Second Interim Dividend of ₹ 5.00/-, aggregating to ₹ 8.00/- per Equity Share (having Face Value of ₹ 5/- each) already paid during the year under review, as Final Dividend for the Financial Year 2019-20.	FOR	FOR	No concern identified
29-10-2020	Mastek Limited	AGM	Management	To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), 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	Compliant with law. No concern identified
29-10-2020	Mastek Limited	AGM	Management	To consider Appointment of Mr. Rajeev Kumar Grover (DIN: 00058165) as an Independent Director of the Company.	FOR	FOR	Compliant with law. No concern identified
29-10-2020	Mastek Limited	AGM	Management	To consider Re-appointment of Mr. Sudhakar Ram (DIN: 00101473) as a Whole Time Director Designated as "Vice - Chairman & Managing Director" of the Company.	FOR	AGAINST	Compliant with law. Governance concern: Low attendance at Board meetings, No absolute cap provided on the total remuneration.
29-10-2020	Mastek Limited	AGM	Management	To consider payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director of the Company in excess of the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	FOR	FOR	Compliant with law. No major Concern identified.
29-10-2020	Mastek Limited	AGM	Management	To approve the fees to be paid by the Members of the Company for service of documents through a particular mode of service.	FOR	AGAINST	Compliant with law. Governance concern: proposed fee is more than the actual charges.
29-10-2020	Mastek Limited	AGM	Management	To give authority to the Board for giving loans and guarantees and making investments in securities.	FOR	AGAINST	Compliant with law. Governance Concern: Omnibus approval, inadequate disclosure
29-10-2020	Mastek Limited	AGM	Management	To give authority to the Board to create Mortgage and/or Charge over the movable and immovable properties of the Company	FOR	FOR	Compliant with law. No major governance concern identified.
29-10-2020	Mastek Limited	AGM	Management	To approve an increase in the borrowing limits of the Company.	FOR	FOR	Compliant with law. No major governance concern identified.
22-10-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Enabling voting by Circular resolution	FOR	FOR	As per law.
22-10-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law.
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22-10-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law.
31-10-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval for payment of costs pertaining to DPLI stake sale process by DHFL on behalf of DIL	FOR	FOR	Compliant as per law.
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16-11-2020	Wipro Limited	PBL	Management	Approval for Buyback of Equity Shares	FOR	FOR	Compliant with law. No major concern identified.
18-11-2020	Tata Consultancy Services Limited	PBL	Management	Approval For Buyback Of Equity Shares	FOR	FOR	Compliant with law. No concern identified.
22-11-2020	Aditya Birla Fashion & Retail Limited	PBL	Management	Issue Of Equity Shares On A Preferential Basis	FOR	FOR	Compliant with Law. No major governance concern identified.
23-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution on legal representation on behalf of CoC in relation to the Interlocutory Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by National Housing Bank before the Hon'ble National Company Law Tribunal, Mumbai	FOR	FOR	Complied as per law.

23-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution on legal representation on behalf of CoC in relation to the Interlocutory Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by National Housing Bank before the Honâ€™ble National Company Law Tribunal, Mumbai	FOR	FOR	Complied as per law.
23-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution on legal representation on behalf of CoC in relation to the Interlocutory Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by National Housing Bank before the Honâ€™ble National Company Law Tribunal, Mumbai	FOR	FOR	Complied as per law.
29-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution regarding the proposed interim arrangement between the CoC and NHB in view of the order passed by Honâ€™ NCLT during the hearing dated 17th November 2020 in the matter relating to Sec. 16B of NHB Act, 1987	FOR	FOR	Compliant as per Law.
29-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution regarding way forward on the Resolution Plan submission Process.	FOR	FOR	Compliant as per Law.
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29-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution regarding way forward on the Resolution Plan submission Process.	FOR	FOR	Compliant as per Law.
29-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution regarding the proposed interim arrangement between the CoC and NHB in view of the order passed by Honâ€™ NCLT during the hearing dated 17th November 2020 in the matter relating to Sec. 16B of NHB Act, 1987	FOR	FOR	Compliant as per Law.
29-11-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Resolution regarding way forward on the Resolution Plan submission Process.	FOR	FOR	Compliant as per Law.
08-12-2020	ESAF SMALL FINANCE BANK LTD	EGM	Management	Proposed the agenda of appointment of independent directors. Chairman explained the need of having IT and digital professional on the Board.	FOR	FOR	No violation found.
01-12-2020	HDFC Bank Limited	PBL	Management	Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as a Director of the Bank	FOR	FOR	Complaint with Law. No governance concern identified.
01-12-2020	HDFC Bank Limited	PBL	Management	Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director & Chief Executive Officer of the Bank, for a period of three (3) years, w.e.f. October 27, 2020, on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI.	FOR	FOR	Complaint with Law. No governance concern identified.
05-12-2020	Aarti Surfactants Ltd	EGM	Management	Re – Classification of Promoter/ Promoter Group	FOR	FOR	Compliant with law. No major concern identified
05-12-2020	Aarti Surfactants Ltd	EGM	Management	To Issue, Offer Equity Shares on Preferential Basis	FOR	AGAINST	Compliant with law. Governance Concern: Inadequate disclosure for undertaking preferential issue over Rights Issue. Dilution more than 8%.
09-12-2020	Axis Bank Limited	PBL	Management	Re-appointment of Smt. Ketaki Bhagwati (DIN 07367868) as an Independent Director of the Bank, for her second term of three (3) years, with effect from 19th January 2021.	FOR	FOR	Compliant with law. No governance concern observed
09-12-2020	Axis Bank Limited	PBL	Management	Appointment of Smt. Meena Ganesh (DIN: 00528252) as an Independent Director of the Bank, for a period of four (4) years, with effect from 1st August 2020.	FOR	FOR	Compliant with law. No governance concern observed.
09-12-2020	Axis Bank Limited	PBL	Management	Appointment of Shri Gopalaraman Padmanabhan (DIN: 07130908) as an Independent Director of the Bank, for a period of four (4) years, with effect from 28th October 2020.	FOR	FOR	Compliant with law. No governance concern observed.

11-12-2020	Godrej Properties Limited	PBL	Management	Payment of remuneration to Mr. Pirojsha Godrej, Executive Chairman in excess of the limits under the Companies Act, 2013	FOR	AGAINST	Compliant with Law. Governance concern: Remuneration is not in consonance with performance of Company and is proposed to be increased despite bleak profit outlook announced by the Company amidst the pandemic. Concentration of power in the hands of a single person
11-12-2020	Godrej Properties Limited	PBL	Management	Payment of remuneration to Mr. Mohit Malhotra, Managing Director & Chief Executive Officer in excess of the limits under the Companies Act, 2013	FOR	AGAINST	Compliant with Law. Governance concern: Remuneration is not in consonance with performance of Company and is proposed to be increased despite bleak profit outlook announced by the Company amidst the pandemic.
11-12-2020	Godrej Properties Limited	PBL	Management	Payment of remuneration to non-executive directors in excess of the Limits under the Companies Act, 2013	FOR	AGAINST	The resolution proposed is not in accordance with the provisions of Companies Act 2013
11-12-2020	ICICI Lombard General Insurance Company Limited	PBL	Management	Re-appointment of Mr. Alok Kumar Agarwal (DIN: 03434304), as a Whole-time Director designated as Executive Director-Wholesale of the Company	FOR	FOR	Appointment compliant with law. No concern identified
12-12-2020	Bosch Limited	PBL	Management	Approval for giving loans to Companies in which the Directors of the Company are interested	FOR	FOR	No major governance concern identified
19-12-2020	ITC Limited	PBL	Management	Adoption of new Articles of Association in terms of the provisions of Section 14 of the Act	FOR	FOR	No major governance concern identified
20-12-2020	Engineers India Limited	PBL	Management	Approval For Buy-Back Of Equity Shares.	FOR	FOR	Compliant with law. No concern identified.
24-12-2020	Nestle India Limited	PBL	Management	Appointment of Mr Matthias Christoph Lohner (DIN 0008934420), as Whole-Time Director, designated as "Executive Director-Technical", for a term of five consecutive years with effect from 1st November 2020	FOR	FOR	Compliant with Law. No governance concern identified
14-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of Insurance cost of Insurance of Insolvency Professional Resolved that the cost of premium "INR 30 lacs (excluding GST) for extension of the existing IP Insurance Policy on the same terms and conditions as the existing policy be approved as CIRP cost u/r 31 of CIRP Regulations	FOR	FOR	Agree . In line with regulations
14-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Extension of CIRP Timelines Resolved that the CoC hereby authorises the Administrator to file an application for exclusion of 60 days period from the Corporate Insolvency Resolution Process period.	FOR	FOR	Agree to the same.
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25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve the deduction of and creation of a fund for meeting the expenses incurred or to be incurred by the authorised representatives of the fixed deposit holders and the debenture holders, as the case may be, from any recoveries to the fixed deposit holders and the debenture holders, respectively, under the resolution plan that is voted on and approved by the committee of creditors.	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of tie breaker mechanism discussed in the CoC meeting	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve the deduction of and creation of a fund for meeting the expenses incurred or to be incurred by the authorised representatives of the fixed deposit holders and the debenture holders, as the case may be, from any recoveries to the fixed deposit holders and the debenture holders, respectively, under the resolution plan that is voted on and approved by the committee of creditors.	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of tie breaker mechanism discussed in the CoC meeting	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law. No concerns identified.
25-12-2020	Dewan Housing Finance Corpn Ltd	CCM	Management	To approve the deduction of and creation of a fund for meeting the expenses incurred or to be incurred by the authorised representatives of the fixed deposit holders and the debenture holders, as the case may be, from any recoveries to the fixed deposit holders and the debenture holders, respectively, under the resolution plan that is voted on and approved by the committee of creditors.	FOR	FOR	As per law. No concerns identified.
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