

Form NL-46-VOTING ACTIVITY DISCLOSURE UNDER STEWARDSHIP CODE

Name of the Insurer: Bajaj Allianz General Insurance Company Limited For the Quarter ending: Q4 FY2024 Date:31st Mar 2024

Ref.No	Meeting Date	Company Name	Type of Meetings(AGM/EGM)	Proposal's Description	Investee Company's Management Recommendation	Vote (For/Against/Abstain)	Reason supporting the vote decision	Proposal by Management or Shareholder
1	09-01-2024	Hind. Unilever	PB	Appointment of Mr. Tanuj Bajaj (DIN: 02026219) as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 1st December, 2023 upto 30th November, 2028.	In favour of the Proposal	For	Nothing objectionable	Management
2	09-01-2024	HDFC Bank	PB	1. Re-appointment of Mr. M. D. Ranganath (DIN: 07565125) as an Independent Director of the Bank having specialised experience inter alia in finance, accountancy, information technology, risk management, business management strategy, merger & acquisition (M&A), consulting, and corporate planning, to hold office for a period of three years from January 31, 2024 to January 30, 2027 (both days inclusive), not liable to retire by rotation. 2. Re-appointment of Mr. Sandeep Parekh (DIN: 03268043) as an Independent Director of the Bank having specialized experience inter alia in Law (with focus on securities market and financial regulations), Payment & Settlement System, Business Management, to hold office for a period of three years from January 19, 2024 to January 18, 2027 (both days inclusive), not liable to retire by rotation. 3. Re-appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director & Chief Executive Officer (the MD & CEO) of the Bank for a period of three years commencing from October 27, 2023 up to October 26, 2026 (both days inclusive), not liable to retire by rotation. 4. Appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as the Executive Director of the Bank, liable to retire by rotation, for a period of three years commencing from November 23, 2023 up to November 22, 2026 (both days inclusive) and including remuneration.	In favour of the Proposal	For	Nothing objectionable	Management
3	18-01-2024	Larsen & Toubro	PB	1. Appointment of Mr. Ajay Tyagi (DIN: 00187429) as an Independent Director, not liable to retire by rotation, for a period of five years commencing from October 31, 2023 upto October 30, 2028. 2. Appointment of Mr. R. Ramesh (DIN: 01915274) as an Independent Director, not liable to retire by rotation, for a period of five years commencing from October 31, 2023 upto October 30, 2028. 3. Approval for entering into material related party transactions with Larsen Toubro Arabia LLC for an amount not exceeding Rs.12,500 crore or USD 1500 Mn. 4. Approval for entering into material related party transaction(s) with L&T Metro Rail (Hyderabad) Limited for an amount not exceeding Rs. 3,600 crore.	In favour of the Proposal	For	Nothing objectionable	Management
4	23-01-2024	IndusInd Bank	PB	Appointment of Mr. Arun Khurana (DIN: 00075189) as a Director and Whole-time Director (Executive Director) of the Bank, liable to retire by rotation, to hold office for a period of three (3) years, commencing from November 16, 2023 to November 15, 2026 (both days inclusive) and including remuneration.	In favour of the Proposal	For	Nothing objectionable	Management
5	25-01-2024	Tata Steel	TCM	Scheme of Amalgamation amongst Tata Steel Limited (Transferee Company/the Company) and The Indian Steel & Wire Products Limited (Transferor Company) and their respective shareholders under Sections 230 to 232 of the Act (Scheme).	In favour of the Proposal	For	Nothing objectionable	Management
6	27-01-2024	Tata Consumer	PB	Appointment of Mr. Ajit Sakumar Kirishakumar, (DIN: 08002754), as the Whole-time Director, designated as Executive Director and Chief Operating Officer, for a term of 5 years commencing from November 1, 2023, and payment of remuneration.	In favour of the Proposal	For	Nothing objectionable	Management
7	28-01-2024	Bharti Airtel	PB	Appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from October 31, 2023 to October 30, 2028.	In favour of the Proposal	For	Nothing objectionable	Management
8	28-01-2024	Bharti Airtel Ltd (Partly Paid Up)	PB	Appointment of Mr. Douglas Anderson Baillie (DIN: 00121638) as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from October 31, 2023 to October 30, 2028.	In favour of the Proposal	For	Nothing objectionable	Management
9	09-02-2024	Tata Steel	TCM	Scheme of Amalgamation amongst Tata Steel Limited (Transferee Company/the Company) and Angul Energy Limited (Transferor Company) and their respective shareholders under Sections 230 to 232 of the Act (Scheme).	In favour of the Proposal	For	Nothing objectionable	Management
10	20-02-2024	Infosys	PB	1. Appointment of Nitin Keshav Paranjpe (DIN: 00045204) as an Independent Director of the Company for a period of 5 years till December 31, 2028, and that he shall not be liable to retire by rotation. 2. Reappointment of Chitra Nayak (DIN: 09101763) as an Independent Director, not liable to retire by rotation, for a second term of 3 years with effect from March 25, 2024 up to March 24, 2027.	In favour of the Proposal	For	Nothing objectionable	Management
11	01-03-2024	HDFC AMC	PB	Approval for appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as a Non-Executive Director of the Company (Nominee of HDFC Bank Limited), liable to retire by rotation.	In favour of the Proposal	For	Nothing objectionable	Management
12	27-02-2024	Karnataka Bank	PB	1. To create, issue, offer and allot up to 37,72,730 equity shares of face value of INR 10/- each (the Equity Shares), fully paid-up, on a preferential basis (such issue of Equity Shares by the Bank, the Preferential Issue), at the issue price of INR 265.06 per Equity Share (including share premium) aggregating up to INR 100 crore determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board to the following investor, a qualified institutional buyer in terms of the SEBI ICDR Regulations (the Proposed Allottee). 2. To create, offer, issue and allot such number of Securities (as defined hereinafter), for cash, by way of an issuance of any instrument or security, including equity shares or any other equity based instruments or any combination thereof (all of which are hereinafter referred to as Securities), in one or more tranches and/or one or more issuances, simultaneously or otherwise for an aggregate amount of up to and not exceeding Rs.600.00 crore (inclusive of such premium to face value as may be fixed on such securities), whether rupee denominated or denominated in one or more foreign currencies, including by way of private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to the eligible investors in the course of domestic or international offerings, through issue of placement document and/or other permissible/requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers. 3. Appointment of Mr. Harish Hassan Visweswara (DIN: 08742808) as an Independent Director of the Bank who shall hold office for a period of five years with effect from February 01, 2024 up to January 31, 2029 and that he shall not be liable to retire by rotation.	In favour of the Proposal	For	Nothing objectionable	Management
13	05-03-2024	Hindustan Unilever	PB	1. Introduction and Implementation of Hindustan Unilever Limited Performance Share Plan Scheme 2024. 2. Extension of Hindustan Unilever Limited Performance Share Plan Scheme 2024 to Employees of Subsidiary Company(ies) of the Company.	In favour of the Proposal	For	Nothing objectionable	Management
14	06-03-2024	HCL Technologies	PB	Appointment of Ms. Bhavani Balasubramanian (DIN: 09194973) as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from January 12, 2024 to January 11, 2029 (both days inclusive), and she will not be liable to retire by rotation.	In favour of the Proposal	For	Nothing objectionable	Management
15	05-03-2024	TVS Motor Co.	PB	Re-appointment of Mr R Gopalan (DIN : 01624555) as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 consecutive years commencing from 30th April 2024 to 29th April 2027.	In favour of the Proposal	For	Nothing objectionable	Management
16	12-03-2024	Kotak Mah. Bank	PB	1. Payment of annual remuneration of up to Rs.36 lakh and for providing car with driver as per the applicable policy of the Bank, to Mr. C S Rajan (DIN: 00126063) in his capacity as the Non-Executive Part-time Chairman of the Bank, which appointment is for a period of two years, with effect from January 1, 2024. 2. Appointment of Mr. Cornelis Petrus Adrianus Joseph (Eli) Leenaars (DIN: 10438792) as an Independent Director of the Bank, for a period of four years, with effect from January 1, 2024 up to December 31, 2027 (both day inclusive). 3. Re-appointment of Mr. Uday Shankar (DIN: 01755963) as an Independent Director of the Bank for the second consecutive term of three years, commencing from March 16, 2024 to March 15, 2027 (both days inclusive). 4. To borrowing and raising funds by the Board of Directors of the Bank (Board) by way of issuance of redeemable securities in the nature of Unsecured Non-Convertible Debentures / Bonds / other Debt securities, in Indian / foreign currency, in the domestic and / or overseas markets, as may be permitted under the RBI guidelines, as applicable and from time to time, in one or more tranches or series, on a private placement basis, during the financial year 2024-25, for an amount not exceeding Rs.10,000 crore. 5. Material Related Party Transaction with Mr. Uday Suresh Kotak (DIN: 00007467) during FY 2024-25. 6. Material Related Party Transaction with Infina Finance Private Limited during FY 2024-25.	In favour of the Proposal	For	Nothing objectionable	Management
17	15-03-2024	Maruti Suzuki	PB	1. Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Director of the Company, liable to retire by rotation. 2. Appointment of Mr. Kazunari Yamaguchi (DIN: 07961388) as a Whole-time Director designated as Director (Production), for a period of three years with effect from 1st February, 2024 up to 31st January, 2027 and including remuneration.	In favour of the Proposal	For	Nothing objectionable	Management

18	20-03-2024	Hindalco Inds.	PB	<p>1. Re-appointment of Mr. Praveen Kumar Maheshwari [DIN: 00174361] as a Whole-time Director of the Company, for a term of 1 year commencing from April 1, 2024 until March 31, 2025 and including remuneration.</p> <p>2. Appointment of Mr. Arun Adhikari [DIN: 00591057] as an Independent Director of the Company, for a term of 5 consecutive years commencing from May 1, 2024 until April 30, 2029.</p> <p>3. Appointment of Mr. Sushil Agarwal [DIN: 00060017] as a Non-Executive Director of the Company, with effect from May 1, 2024, whose office shall be liable to retire by rotation.</p> <p>4. Re-appointment of Dr. Vikas Balia [DIN: 00424524] as an Independent Director of the Company for a second term of 5 consecutive years, commencing from July 19, 2024, until July 18, 2029.</p> <p>5. Re-appointment of Mr. Satish Pai [DIN:06646758], as the Managing Director of the Company with effect from August 1, 2024, until December 31, 2027 and including remuneration.</p>	In favour of the Proposal	For	Nothing objectionable	Management
19	19-03-2024	ITC	PB	<p>1. Appointment of Mr. Atul Singh (DIN: 00060943) as a Director of the Company, liable to retire by rotation, with effect from 2nd April, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines.</p> <p>2. Appointment of Ms. Pushpa Subrahmanyam (DIN: 01894076) as a Director and also as an Independent Director of the Company with effect from 2nd April, 2024 for a period of five years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.</p>	In favour of the Proposal	For	Nothing objectionable	Management
20	16-03-2024	ONGC	PB	<p>1. Approval of Related Party Transaction(s) with respect to Area-1 Offshore Mozambique Project - AssetCo Structure.</p> <p>2. Approval of Related Party Transaction(s) with respect to Area-1 Offshore Mozambique Project - Debt Service Undertaking.</p>	In favour of the Proposal	For	Nothing objectionable	Management
21	27-03-2024	ICICI Bank	TCM	Scheme of Arrangement amongst ICICI Bank Limited and ICICI Securities Limited and their respective shareholders under Section 230 and other applicable provisions of the Companies Act, 2013.	In favour of the Proposal	For	Nothing objectionable	Management
22	23-03-2024	Godrej Consumer	PB	Re-appointment of Mr. Sumeet Narang (DIN: 01874599) as an Independent Director of the Company for a second term of five years commencing from April 1, 2024 till March 31, 2029.	In favour of the Proposal	For	Nothing objectionable	Management
23	27-03-2024	IDFC First Bank	PB	Appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Director of the Bank, not liable to retire by rotation, to hold office for her first term of four (4) consecutive years, commencing from January 20, 2024 up to January 19, 2028 (both days inclusive).	In favour of the Proposal	For	Nothing objectionable	Management
24	29-03-2024	HDFC Bank	PB	<p>1. To approve revised remuneration of Non-Executive Directors (including Independent Directors) except for Part Time Independent Chairman of the bank.</p> <p>2. To approve the appointment of Dr. (Mr.) Harsh Kumar Bhanwala (DIN: 06417704) as an Independent Director of the Bank having specialised experience inter alia in agriculture and rural economy, co-operation, business management and finance, to hold office for a period of three years with effect from January 25, 2024 to January 24, 2027 (both days inclusive), not liable to retire by rotation.</p> <p>3. Approval of Material Related Party Transactions with HDB Financial Services Limited.</p> <p>4. Approval of Material Related Party Transactions with HDFC Securities Limited.</p> <p>5. Approval of Material Related Party Transactions with HDFC Life Insurance Company Limited.</p> <p>6. Approval of Material Related Party Transactions with HDFC ERGO General Insurance Company Limited.</p> <p>7. Approval of Material Related Party Transactions with HDFC Credila Financial Services Limited.</p> <p>8. Approval of Material Related Party Transactions with HCL Technologies Limited.</p>	In favour of the Proposal	For	Nothing objectionable	Management