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

October 2020 to Determiner 2020								
Meeting Date	Investee Company Name	Type of Meeting(AGM / EGM / PBL)	Proposal of Management/ Shareholders	Description of the proposal	Management Recommendation	Vote(For/Again st/Abstrain)	Reason supporting the vote decision	
							Compliant with Law. No	
				To appoint Mr. George Muthoot Jacob (DIN			governance concern has	
05-10-2020	V-Guard Industries Limited	PBL	Management	No. 00018955), as an Independent Director.	FOR	FOR	been Identified.	
				Approval for raising of funds by issuance of equity shares through Qualified Institutions			Compliant with law. No governance concern	
08-10-2020	SRF Limited	PBL	Management	Placement(s)	FOR	FOR	identified.	
							Unqualified Financial	
	Oil 9 Natural Cas Carnavation			Consideration and adaption of Audited			Statements. Compliant	
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Consideration and adoption of Audited Financial Statements	FOR	FOR	with Accounting Standards	
03 10 2020	Limited	r.c.iii	management	- mandar statements	1011		Although proposed	
							appointees are eligible,	
							the Board is non- compliant with SEBI LODR	
							Regulation regarding	
	Oil & Natural Gas Corporation			Re-appointment of Shri Subhash Kumar as a			composition of Board of	
09-10-2020	Limited	AGM	Management	Director	FOR	AGAINST	Directors	
							Although proposed	
							appointees are eligible, the Board is non-	
							compliant with SEBI LODR	
							Regulation regarding	
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Re-appointment of Shri Rajesh Shyamsunder Kakkar as a Director	FOR	AGAINST	composition of Board of Directors	
03-10-2020	Limited	Adivi	Wanagement	RAKAI AS A DIFECTO	TOK	AGAINST	Directors	
	Oil & Natural Gas Corporation			Authorisation to the Board of Directors for			No major governance	
09-10-2020	Limited	AGM	Management	fixing the remuneration of the Auditors	FOR	FOR	concern identified.	
							Although proposed appointee is eligible, the	
							Board is non-compliant	
							with SEBI LODR	
							Regulation regarding	
09-10-2020	Oil & Natural Gas Corporation Limited	AGM	Management	Appointment of Shri Rajesh Madanlal Aggarwal as a Government Nominee Director	EOP	AGAINST	composition of Board of Directors	
03-10-2020	Limited	Adivi	Wanagement	Aggarwar as a Government Norminee Director	TOK	AGAINST	Although proposed	
							appointees are eligible,	
							the Board is non-	
							compliant with SEBI LODR Regulation regarding	
	Oil & Natural Gas Corporation			Appointment of Shri Om Prakash Singh as the			composition of Board of	
09-10-2020	Limited	AGM	Management	Director (Technology and Field Services)	FOR	AGAINST	Directors	
							Although proposed	
							appointees are eligible, the Board is non-	
							compliant with SEBI LODR	
							Regulation regarding	
00 10 2020	Oil & Natural Gas Corporation	ACN4	Managamant	Appointment of Shri Anurag Sharma as the	FOR	AGAINST	composition of Board of	
09-10-2020	Limited Oil & Natural Gas Corporation	AGM	Management	Director (Onshore)  Ratification of remuneration payable to Cost	FOR	AGAINST	Directors  No major governance	
09-10-2020	Limited	AGM	Management	Auditors	FOR	FOR	concern.	
				Scheme of Merger by Absorption amongst				
				Marpol Private Limited ("Transferor Company No. 1");				
				Perma Construction Aids Private Limited			Compliant with law, no	
				("Transferor Company No. 2"); With Kansai			governance issue	
20-10-2020	Kansai Nerolac Paints Limited	ССМ	Management	Nerolac Paints Limited.	FOR	FOR	identified.	
				Payment of remuneration to Mr. M. S. Ramachandran (DIN: 00943629), non-				
	ICICI Prudential Life Insurance			executive Independent Director, Chairman of			Compliant with Law. No	
30-10-2020	Company Ltd	PBL	Management	the Company	FOR	FOR	major concern identified	
				To approve Variable Pay for FY 2019-20 and				
	AU Small Finance Bank			Remuneration for FY 2020-21 of Mr. Sanjay Agarwal (DIN: 00009526), Managing Director			Compliant with law. No	
30-10-2020	Limited	PBL	Management	& CEO	FOR	FOR	concern identified.	
				To approve Variable Pay for FY 2019-20 and				
	AU Small Finance Bank			Remuneration for FY 2020-21 of Mr. Uttam			Compliant with law Ma	
30-10-2020	Limited	PBL	Management	Tibrewal (DIN: 01024940), Whole Time Director	FOR	FOR	Compliant with law. No concern identified.	
				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			100.10	
				Statements of the Company for the Financial			unqualified financial	
29-10-2020	Mastek Limited	AGM	Management	Year ended March 31, 2020, together with the Report of the Auditors thereon.	FOR	FOR	statements. No concern identified.	
10 2020	asten Emilieu	j	anagement	and inspect of the fluoritors thereon.	1	1. 5		

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				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			
29-10-2020	Mastek Limited	AGM	Management	review, as Final Dividend for the Financial Year 2019-20.	FOR	FOR	No concern identified
29-10-2020	Iviastek Liitiiteu	Adivi	ivianagement	Teal 2015-20.	FOR	FOR	No concern identified
				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,			Compliant with law. No
29-10-2020	Mastek Limited	AGM	Management	offers himself for re-appointment.	FOR	FOR	concern identified
				To consider Appointment of Mr. Rajeev	_	_	
				Kumar Grover (DIN: 00058165) as an			Compliant with law. No
29-10-2020	Mastek Limited	AGM	Management	Independent Director of the Company.	FOR	FOR	concern identified
							Compliant with law.
							Governance concern: Low
				To consider Re-appointment of Mr. Sudhakar			attendance at Board
				Ram (DIN: 00101473) as a Whole Time			meetings, No absolute
				Director Designated as "Vice - Chairman &			cap provided on the total
29-10-2020	Mastek Limited	AGM	Management	Managing Director" of the Company.	FOR	AGAINST	remuneration.
				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			Committee to the total
20 10 2020	Mastali Limit	ACM	Managara	under SEBI (Listing Obligations and	FOR	FOR	Compliant with law. No
29-10-2020	Mastek Limited	AGM	Management	Disclosure Requirements) Regulations, 2015.	FOR	FOR	major Concern identified.
]				To approve the food to be read both			Compliant with I
				\To approve the fees to be paid by the			Compliant with law.
				Members of the Company for service of			Governance concern:
20 10 2020	Mastak Limitad	ACM	Managament	documents through a particular mode of service.	FOR	ACAINST	proposed fee is more than
29-10-2020	Mastek Limited	AGM	Management	service.	FUR	AGAINST	the actual charges.  Compliant with law.
				To give authority to the Board for giving			Governance Concern:
				loans and guarantees and making			Omnibus approval,
29-10-2020	Mastek Limited	AGM	Management	investments in securities.	FOR	AGAINST	inadequate disclosure
23 10 2020	Master Ellinea	710111	Wanagement	mresureries in securities.		7.67.11.151	madequate discressive
				To give authority to the Board to create			Compliant with law. No
				Mortgage and/or Charge over the movable			major governance
29-10-2020	Mastek Limited	AGM	Management	and immovable properties of the Company	FOR	FOR	concern identified.
			Ĭ	, , , , ,			Compliant with law. No
				To approve an increase in the borrowing			major governance
29-10-2020	Mastek Limited	AGM	Management	limits of the Company.	FOR	FOR	concern identified.
	Dewan Housing Finance						
22-10-2020	Corpn Ltd	CCM	Management	Enabling voting by Circular resolution	FOR	FOR	As per law.
	Dewan Housing Finance						
22-10-2020	Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	As per law.
	Dewan Housing Finance						
22-10-2020	Corpn Ltd	CCM	Management	Enabling voting by Circular resolution	FOR	FOR	As per law.
	Dewan Housing Finance						
22-10-2020	Corpn Ltd	ССМ	Management	Approval of CIRP costs	FOR	FOR	As per law.
22.40.2020	Dewan Housing Finance	CCM		Facilities and the Cinciles and the s	500	500	A I
22-10-2020	Corpn Ltd	ССМ	Management	Enabling voting by Circular resolution	FOR	FOR	As per law.
22-10-2020	Dewan Housing Finance	CCM	Managomont	Approval of CIRP costs	FOR	FOR	As per law
22-10-2020	Corpn Ltd	CCM	Management	Approval of CIRP costs  Approval for payment of costs pertaining to	1 OV	FUN	As per law.
	Dewan Housing Finance			DPLI stake sale process by DHFL on behalf of			
31-10-2020	Corpn Ltd	ССМ	Management	DIL	FOR	FOR	Compliant as per law.
31-10-2020	COLDILETO	COIVI	. Fluriugement	Approval for payment of costs pertaining to	. 51		compliant as per law.
	Dewan Housing Finance			DPLI stake sale process by DHFL on behalf of			
31-10-2020	Corpn Ltd	ССМ	Management	DIL	FOR	FOR	Compliant as per law.
				Approval for payment of costs pertaining to		1	per ium
	Dewan Housing Finance			DPLI stake sale process by DHFL on behalf of			
31-10-2020	Corpn Ltd	ССМ	Management	DIL	FOR	FOR	Compliant as per law.
52 10 2020						1	,p
							Compliant with law. No
16-11-2020	Wipro Limited	PBL	Management	Approval for Buyback of Equity Shares	FOR	FOR	major concern identified.
	Tata Consultancy Services						Compliant with law. No
18-11-2020	Limited	PBL	Management	Approval For Buyback Of Equity Shares	FOR	FOR	concern identified.
							Compliant with Law. No
	Aditya Birla Fashion & Retail						major governance
	Limited	PBL	Management	Issue Of Equity Shares On A Preferential Basis	FOR	FOR	concern identified.
22-11-2020		1		Resolution on legal representation on behalf			
22-11-2020							
22-11-2020				of CoC in relation to the Interlocutory			
22-11-2020				Application 1104 of 2020 in Company			
22-11-2020				Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by			
22-11-2020				Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by National Housing Bank before the			
22-11-2020	Dewan Housing Finance	ссм		Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by	FOR		

	Axis Bank Limited	PBL	Management	period of four (4) years, with effect from 28th October 2020.	FOR	FOR	governance concern observed.
				Padmanabhan (DIN: 07130908) as an Independent Director of the Bank, for a			Compliant with law. No
				Appointment of Shri Gopalaraman			
09-12-2020	Axis Bank Limited	PBL	Management	Bank, for a period of four (4) years, with effect from 1st August 2020.	FOR	FOR	governance concern observed.
				Appointment of Smt. Meena Ganesh (DIN: 00528252) as an Independent Director of the			Compliant with law. No
09-12-2020	Axis Bank Limited	PBL	Management	years, with effect from 19th January 2021.	I OV	FOR	observed
00 12 2020	Avic Park Limite	DRI	Management	(DIN 07367868) as an Independent Director of the Bank, for her second term of three (3)	FOR	EOR	Compliant with law. No governance concern
				Re-appointment of Smt. Ketaki Bhagwati			
05-12-2020	Aarti Surfactants Ltd	EGM	Management	To Issue, Offer Equity Shares on Preferential Basis	FOR	AGAINST	Inadequate disclosure for undertaking preferential issue over Rights Issue. Dilution more than 8%.
							Compliant with law. Governance Concern:
05-12-2020	Aarti Surfactants Ltd	EGM	Management	Re – Classification of Promoter/ Promoter Group	FOR	FOR	Compliant with law. No major concern identified
01-12-2020	HDFC Bank Limited	PBL	Management	remuneration, as approved by the RBI.	FOR	FOR	identified.
				2020, on the terms and conditions relating to the said appointment, including			Complaint with Law. No governance concern
				Chief Executive Officer of the Bank, for a period of three (3) years, w.e.f. October 27,			
				Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director &			
01-12-2020	HDFC Bank Limited	PBL	Management	Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as a Director of the Bank	FOR	FOR	governance concern identified.
00 12 2020	LID	23141	munagement			7010	Complaint with Law. No
08-12-2020	ESAF SMALL FINANCE BANK	EGM	Management	the need of having IT and digital professional on the Board.	FOR	FOR	No violation found.
				Proposed the agenda of appointment of independent directors. Chairman explained			
29-11-2020	Dewan Housing Finance Corpn Ltd	ССМ	Management	Resolution regarding way forward on the Resolution Plan submission Process.	FOR	FOR	Compliant as per Law.
29-11-2020	Corpn Ltd	CCM	Management	NHB Act, 1987	FOR	FOR	Compliant as per Law.
20 11 2020	Dewan Housing Finance	CCM	Mana	2020 in the matter relating to Sec. 16B of	FOR	FOR	Compliant
				view of the order passed by Hon' NCLT during the hearing dated 17th November			
				Resolution regarding the proposed interim arrangement between the CoC and NHB in			
29-11-2020	Dewan Housing Finance Corpn Ltd	ССМ	Management	Resolution regarding way forward on the Resolution Plan submission Process.	FOR	FOR	Compliant as per Law.
29-11-2020	Corpn Ltd	ССМ	Management	NHB Act, 1987	FOR	FOR	Compliant as per Law.
	Dewan Housing Finance			view of the order passed by Hon' NCLT during the hearing dated 17th November 2020 in the matter relating to Sec. 16B of			
				arrangement between the CoC and NHB in			
29-11-2020	Corpn Ltd	ССМ	Management	Resolution Plan submission Process.  Resolution regarding the proposed interim	FOR	FOR	Compliant as per Law.
	Dewan Housing Finance	-		Resolution regarding way forward on the			,
29-11-2020	Dewan Housing Finance Corpn Ltd	ССМ	Management	2020 in the matter relating to Sec. 16B of NHB Act, 1987	FOR	FOR	Compliant as per Law.
				view of the order passed by Hon' NCLT during the hearing dated 17th November			
				Resolution regarding the proposed interim arrangement between the CoC and NHB in			
23-11-2020	Dewan Housing Finance Corpn Ltd	ССМ	Management	Hon'ble National Company Law Tribunal, Mumbai	FOR	FOR	Complied as per law.
				National Housing Bank before the			
				Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by			
				Resolution on legal representation on behalf of CoC in relation to the Interlocutory			
23-11-2020	Dewan Housing Finance Corpn Ltd	ССМ	Management	Hon'ble National Company Law Tribunal, Mumbai	FOR	FOR	Complied as per law.
				National Housing Bank before the			
				Application 1104 of 2020 in Company Petition (IB) 4258 (MB) of 2019 filed by			
				of CoC in relation to the Interlocutory			

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  Re-appointment of Mr. Alok Kumar Agarwal	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	(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	ссм	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
	Dewan Housing Finance			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			
14-12-2020 14-12-2020	Dewan Housing Finance	ссм	Management  Management	Resolution Process period.  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	FOR	Agree to the same.  Agree . In line with regulations
14-12-2020	Dewan Housing Finance Corpn Ltd	ССМ	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.
14-12-2020	Dewan Housing Finance Corpn Ltd	ссм	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	FOR	FOR	Agree . In line with regulations

				Extension of CIRP Timelines Resolved that			
				the CoC hereby authorises the Administrator			
				to file an application for exclusion of 60 days			
	Dewan Housing Finance			period from the Corporate Insolvency			
14-12-2020	Corpn Ltd	CCM	Management	Resolution Process period.	FOR	FOR	Agree to the same.
	Dewan Housing Finance						As per law. No concerns
25-12-2020	Corpn Ltd	ССМ	Management	Approval of CIRP costs	FOR	FOR	identified.
	•		Ĭ				
				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			
	Dewan Housing Finance			voted on and approved by the committee of			As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	creditors.	FOR	FOR	identified.
	Dewan Housing Finance			Approval of tie breaker mechanism discussed			As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	in the CoC meeting	FOR	FOR	identified.
	Dewan Housing Finance						As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	identified.
				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			
	Dewan Housing Finance			voted on and approved by the committee of			As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	creditors.	FOR	FOR	identified.
	Dewan Housing Finance			Approval of tie breaker mechanism discussed			As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	in the CoC meeting	FOR	FOR	identified.
	Dewan Housing Finance						As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	Approval of CIRP costs	FOR	FOR	identified.
						1	
				To approve the deduction of and creation of		1	
				a fund for meeting the expenses incurred or		1	
				to be incurred by the authorised		1	
		1		representatives of the fixed deposit holders		1	
				and the debenture holders, as the case may		1	
				be, from any recoveries to the fixed deposit		1	
				holders and the debenture holders,		1	
						1	
	B	1		respectively, under the resolution plan that is		1	A
	Dewan Housing Finance			voted on and approved by the committee of		1	As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	creditors.	FOR	FOR	identified.
	Dewan Housing Finance	1		Approval of tie breaker mechanism discussed		1	As per law. No concerns
25-12-2020	Corpn Ltd	CCM	Management	in the CoC meeting	FOR	FOR	identified.