

**Royal Sundaram General Insurance Co. Ltd**

**Summary of votes cast during Oct to Dec 2017 across all the investee companies**

S.No	Meeting Date	Company Name	Type of meetings (AGM/EGM)	Proposal's description	Vote (For/ Against/ Abstain)	Reason supporting the vote decision
1	07-Oct-2017	Infosys Ltd.	Postal Ballot	Approve buyback of up to 113 mn equity shares at Rs. 1150.0 per share through a tender offer, for an aggregate consideration of up to Rs.130.0 bn	Abstain	Passive holding and less than 1% of outstanding shares of the company
2	07-Oct-2017	Infosys Ltd.	Postal Ballot	Appoint D Sundaram as an Independent Director for a period of five years w.e.f 14 July 2017	Abstain	Part of routine business activities
3	07-Oct-2017	Infosys Ltd.	Postal Ballot	Appoint Nandan Nilekani as a Director and Chairperson of the board	Abstain	Passive holding and less than 1% of outstanding shares of the company
4	07-Oct-2017	Infosys Ltd.	Postal Ballot	Appoint U. B. Pravin Rao as Managing Director and interim CEO for a period not exceeding five years w.e.f 18 August 2017	Abstain	Passive holding and less than 1% of outstanding shares of the company
5	15-Nov-2017	Tata Motors Ltd.	NCM	Approve amalgamation of TML Drivelines Ltd. (TMLDL), a 100% subsidiary with Tata Motors	Abstain	Passive holding and less than 1% of outstanding shares of the company
6	19-Nov-2017	Redington (India) Ltd.	Postal Ballot	Approve Redington Stock Appreciation Right Scheme 2017 (SAR Scheme 2017)	Abstain	Passive holding and less than 1% of outstanding shares of the company
7	19-Nov-2017	Redington (India) Ltd.	Postal Ballot	Approve the grant of SARs to the employees of subsidiaries of the company under Redington Stock Appreciation Right Scheme 2017	Abstain	Passive holding and less than 1% of outstanding shares of the company
8	19-Nov-2017	Redington (India) Ltd.	Postal Ballot	Declassify promoter status of Harrow Investment Holding Limited (HIHL)	Abstain	Passive holding and less than 1% of outstanding shares of the company
9	29-Nov-2017	Mahindra & Mahindra Financial Services Ltd.	EGM	Issue of 24.0 mn equity shares through Qualified Institutions Placement	For	Approved to enable the company to augment funds for future growth plans
10	29-Nov-2017	Mahindra & Mahindra Financial Services Ltd.	EGM	Related party transaction of issuance of equity on preferential basis to promoters Mahindra & Mahindra Ltd.	For	Procedural and hence approved
11	29-Nov-2017	Mahindra & Mahindra Financial Services Ltd.	EGM	Preferential allotment of 25.0 mn equity shares to Mahindra & Mahindra Ltd., MMFSL's promoter	For	Approved to enable the company to augment funds for future growth plans
12	05-Dec-2017	Indraprastha Gas Ltd.	Postal Ballot	Reappoint SS Rao as Independent Director for one year beginning 16 October 2017	For	Experience of the candidate
13	05-Dec-2017	Indraprastha Gas Ltd.	Postal Ballot	Reappoint Prof. V Ranganathan as Independent Director for one year beginning 16 October 2017	For	Experience of the candidate
14	05-Dec-2017	Indraprastha Gas Ltd.	Postal Ballot	Reappoint Santosh Kumar Bajpai as Independent Director for one year beginning 16 October 2017	For	Experience of the candidate
15	08-Dec-2017	Axis Bank Ltd.	EGM	Preferential allotment of 87.5 mn equity shares at Rs 525 per share and 40.0 mn convertible warrants at Rs 565 per warrant to investors affiliated with Bain Capital	For	Approved to enable the company to augment funds for future growth plans
16	08-Dec-2017	Axis Bank Ltd.	EGM	Preferential allotment of 54.97 mn equity shares at Rs 525 per share and 5.4 mn convertible warrants at Rs 565 per warrant to investors advised by Capital Research and Management Company	For	Approved to enable the company to augment funds for future growth plans
17	08-Dec-2017	Axis Bank Ltd.	EGM	Preferential allotment of 30.2 mn equity shares to promoter, Life Insurance Corporation of India, at Rs 525 per share	For	Approved to enable the company to augment funds for future growth plans
18	08-Dec-2017	Hindustan Unilever Ltd.	Postal Ballot	Appoint Srinivas Phatak as Whole-time Director for five years with effect from 1 December 2017 for five years and fix his remuneration	For	Experience of the candidate
19	15-Dec-2017	C E S C Ltd.	NCM	To approve restructuring of CESC Limited's main businesses (held directly and through subsidiaries) by housing them into four separate companies with mirror shareholding, which will be subsequently listed	For	Positive for the company and unlock value by creating four separate companies
20	15-Dec-2017	Balkrishna Industries Ltd.	Postal Ballot	Issue one equity share of Rs.2 each as bonus for each equity share held	For	Distribution of surplus reserves thereby rewarding shareholders for the good performance of the company
21	16-Dec-2017	Mahindra & Mahindra Ltd.	Postal Ballot	Issuance of one equity share of Rs. 5.0/- each as bonus for each equity share held in the company	For	Distribution of surplus reserves thereby rewarding shareholders for the good performance of the company
22	19-Dec-2017	Shriram City Union Finance Ltd.	Postal Ballot	Alter the Articles of Association (AoA) by inserting new Article 8.10	For	Procedural and hence approved
23	20-Dec-2017	Indian Bank	EGM	To elect one shareholder director from amongst the public shareholders of the bank	For	Procedural and hence approved
24	22-Dec-2017	Bank Of Baroda	EGM	To elect two shareholder directors from amongst the public shareholders of the bank	For	Procedural and hence approved