| 1  |                        |  |                               | Details                                     | s of Votes cast during the Financial year                               | 2014-2015  |                                    |   |
|--|------------------------|--|-------------------------------|---|---|--|------------------------------------|---|
| Quarter                                    | Meeting<br>Date        | Company Name                                 | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 09-Apr-14<br>09-Apr-14 | ACC Limited<br>ACC Limited                   | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of dividend                         | FOR<br>FOR   | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.  |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 09-Apr-14              | ACC Limited                                  | AGM                           | Management                                  | Re-appointment of Aidan Lynam as Director                               | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 09-Apr-14              | ACC Limited                                  | AGM                           | Management                                  | Re-appointment of Sushil Kumar Roongta as                               | FOR  | FOR                                | No Concerns identified.   |
| -  |                        |  |                               |   | Director  | -  |                                    |   |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 09-Apr-14<br>09-Apr-14 | ACC Limited<br>ACC Limited                   | AGM<br>AGM                    | Management<br>Management                    | Re-appointment of M L Narula as Director<br>Appointment of Auditors     | FOR  | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 09-Apr-14              | ACC Limited                                  | AGM                           | Management                                  | Appointment of Farrokh K Kavarana as Director                           | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 09-Apr-14              | ACC Limited                                  | AGM                           | Management                                  | Appointment of Bernard Terver as Director                               | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 09-Apr-14              | ACC Limited                                  | AGM                           | Management                                  | Appointment of Vijay Kumar Sharma as                                    | FOR  | FOR                                | No Concerns identified.   |
| Api 2014 - Juli 2014                       | 03-Api-14              | KPIT Technologies                            | Adm                           | Wanagement                                  | Director  | TOK  | TOR                                | No concerns identified.   |
| Apr 2014 - Jun 2014                        | 11-Apr-14              | Limited                                      | EGM                           | Management                                  | Approval of ESOP scheme   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 11-Apr-14              | KPIT Technologies<br>Limited                 | EGM                           | Management                                  | Extension of ESOP scheme to subsidiaries                                | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 16-Apr-14              | Pfizer Limited                               | EGM                           | Management                                  | Scheme of Amalgamation of Wyeth Ltd with<br>Pfizer Ltd                  | FOR  | FOR                                | The merger of Wyeth and Pfizer has been done globally a few<br>years back and the Indian merger is a logical extension of the<br>same. The merger would create a larger entity and would not<br>be adverse to minority shareholder interests. |
| Apr 2014 - Jun 2014                        | 21-Apr-14              | CMC Limited                                  | РВ                            | Management                                  | Increase in FII Limit   | FOR  | FOR                                | As of 28th Feb 2014, FII holding in the company at 21.8%<br>was near the 24% cap. Hence it is okay to increase the limit<br>to 35%.   |
| Apr 2014 - Jun 2014                        | 21-Apr-14              | Pfizer Limited                               | РВ                            | Management                                  | Scheme of Amalgamation of Wyeth Ltd with<br>Pfizer Ltd                  | FOR  | FOR                                | The merger of Wyeth and Pfizer has been done globally a few<br>years back and the Indian merger is a logical extension of the<br>same. The merger would create a larger entity and would not<br>be adverse to minority shareholder interests. |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No adverse coments from Auditors on preparation of<br>financial statements  |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No Concerns. Company has sufficient Cash to pay dividends.  |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Re- appointment of Director Mr. K.C. Mehra                              | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Re-appointment of Mr. Henrik Lange as                                   | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| -  |                        |  |                               |   | Director<br>Re-appointment of Mr. V. Vartanian as                       | -  | -                                  | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Director  | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 23-Apr-14              | SKF India Limited                            | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | appointment and terms are acceptable<br>No adverse coments from Auditors on preparation of  |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | financial statements  |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No Concerns. Company has sufficient Cash to pay dividends.  |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Re- appointment of Director Mr. Avinash<br>Gandhi                       | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Re- appointment of Director Mr. Moreshwar<br>Garde                      | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Appointment of Director Mr. Robert Schullan                             | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limite                     | AGM                           | Management                                  | Appointment of Director Mr. Dietmar Heinrich                            | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Appointment of Director Mr. Dharmesh Arora                              | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| -  |                        | о о  |                               |   | Appointment of Director Mr. Rajendra                                    |  | -                                  | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 24-Apr-14              | ag Bearings India Limiter                    | AGM                           | Management                                  | Anandpara   | FOR  | FOR                                | appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 28-Apr-14              | Future Retail Limited                        | РВ                            | Management                                  | Increase in Borrowing Limits  | FOR  | FOR                                | FRL had borrowing limit of Rs.6000 Cr prior to merger of<br>FVRL, with expanded business and operations we approve<br>with revised borrowing limit of Rs. 8500 Cr which is lower<br>then combined limit of FRL-FVRL prior to the merger.      |
| Apr 2014 - Jun 2014                        | 28-Apr-14              | Future Retail Limited                        | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | In view of merger of FVRL with FRL with expanded business<br>operations and in view of future growth plans of the<br>company we approve with the revised borrowing limits.  |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 29-Apr-14<br>29-Apr-14 | Sanofi India Limited<br>Sanofi India Limited | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration Dividend                            | FOR<br>FOR   | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 29-Apr-14              | Sanofi India Limited                         | AGM                           | Management                                  | Re- appointment of Mr. S.R. Gupte as director                           | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 29-Apr-14              | Sanofi India Limited                         | AGM                           | Management                                  | Re-appointment of Mr. J. M. Georges as                                  | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 29-Apr-14              | Sanofi India Limited                         | AGM                           | Management                                  | Director<br>Appointment of Auditors                                     | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 29-Apr-14              | Sanofi India Limited                         | AGM                           |   |   | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| -  |                        |  |                               | Management                                  | Appointment of Ms. Joanna Potts as Director                             |  |                                    | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 29-Apr-14<br>29-Apr-14 | Sanofi India Limited<br>Sanofi India Limited | AGM<br>AGM                    | Management<br>Management                    | Appointment of Mr. M.G. Rao as director<br>Payment of commission to NED | FOR  | FOR<br>FOR                         | appointment and terms are acceptable<br>No Concerns identified.   |
| Apr 2014 - Jun 2014                        |                        | Divi's Laboratories Limited                  | PB                            | Management                                  | Office of Profit for Director's Relative                                | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 05-May-14              | ABB India Limited                            | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 2014                        | 05-May-14              | ABB India Limited                            | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | business matters.<br>We are in favour of below resolutions as these are routine   |
| -  |                        |  |                               |   |   |  |                                    | business matters.<br>We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014                        | 05-May-14              | ABB India Limited                            | AGM                           | Management                                  | Re-appointment of Mr. Gary Steel as Director                            | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 05-May-14              | ABB India Limited                            | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | appointment and terms are acceptable  |

| Quarter                                    | Meeting<br>Date        | Company Name                                 | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--|-------------------------------|---|---|--|------------------------------------|---|
| Apr 2014 - Jun 2014                        | 05-May-14              | ABB India Limited                            | AGM                           | Management                                  | Appointment of Mrs. Renu Sud Karnad as<br>Director                              | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Adoption of accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine business matters.  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Reappointment of Mr. Pravin Laheri as Director                                  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Re-appointment of Mr. Pradeep Mallick, as<br>Independent Director               | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Reappointment of Mr. Henrik L. Pedersen as<br>Director                          | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Reappointment of Auditors   | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Appointment of Mr. Jan Damgaard Sorensen as<br>Director                         | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Appointment of Mr. A. K. Rakesh as Director                                     | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Appointment of Ms. Hina Shah as Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 06-May-14              | Gujarat Pipavav Port<br>Limited              | AGM                           | Management                                  | Reappointment of Mr. Prakash Tulsiani as MD                                     | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 08-May-14              | Disa India Limited                           | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine business matters.  |
| Apr 2014 - Jun 2014                        | 08-May-14              | Disa India Limited                           | AGM                           | Management                                  | Reappointment of Mr. Robert E Joyce Jr.   | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 08-May-14              | Disa India Limited                           | AGM                           | Management                                  | Reappointment of Mr. Andrew Carmichael as<br>Director                           | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 08-May-14              | Disa India Limited                           | AGM                           | Management                                  | Declaration of Dividends  | FOR  | FOR                                | We are in favour of below resolutions as these are routine business matters.  |
| Apr 2014 - Jun 2014                        | 08-May-14              | Disa India Limited                           | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | business matters.<br>No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Declaration of dividends  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Reappointment of Mr. Aristides Protonotarios<br>as Director                     | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Appointment of Auditors M/s. A.F.Ferguson &<br>Co.                              | FOR  | AGAINST                            | M/s. A.F.Ferguson & Co. have been auditors of the Company<br>for more than 16 years. The Companies Act, 2013 mandates<br>that auditors should not be appointed for tenure of over 10<br>years. Although the Companies Act 2013 provide a transition<br>period of 3 years, we believe that as a good governance<br>practice the Company should rotate its auditors in the<br>current year. |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Re-appointment of Mr. Michael William Oliver<br>Garrett as Independent Director | FOR  | AGAINST                            | Mr. Garrett has been on the Board of Nestle India since<br>1992. Owing to long term of association with the Company,<br>Mr. Garrett cannot be considered as independent.  |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Re-appointment of Mr. Ravinder Narain as<br>Independent Director                | FOR  | AGAINST                            | Mr. Narain has been associated with the Company for 36<br>years. Owing to long term of association with the Company,<br>Mr. Narain cannot be considered as independent.   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Appointment of Mr. Ashok Kumar Mahindra as<br>Independent Director              | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Appointment of Dr. Swati A. Piramal as<br>Independent Director                  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Apoointment of Mr. Etienne André Marie  | FOR  | FOR                                | No Concerns identified.   |
|  |                        |  |                               |   | Benet as Executive Director<br>Appointment of Mr. Antonio Helio Waszyk as       |  |                                    |   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Director<br>Appointment of Mr. Shobinder Duggal as                              | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Executive Director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 12-May-14<br>12-May-14 | Nestle India Limited<br>Nestle India Limited | AGM<br>AGM                    | Management<br>Management                    | Amendment of AoA<br>Increase in Borrowing Limits                                | FOR<br>FOR   | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 12-May-14              | Nestle India Limited                         | AGM                           | Management                                  | Payment of Commission to NED  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine business matters.  |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | We are in favour of below resolutions as these are routine business matters.  |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Re-appointment of Mr. S. M. Datta as<br>Independent Director                    | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Re-appointment of Mr. Uday Khanna as<br>Independent Director                    | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Appointment of Auditors M/s. S.R. Batliboi                                      | FOR  | FOR                                | We are in favour of the resolution as this is a routine appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Re-appointment of Mr. Ravi Kirpalani as<br>Executive Director                   | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Appointment of Mr. Rashmi Joshi as Director                                     | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 13-May-14              | Castrol India Limited                        | AGM                           | Management                                  | Appointment of Mr. Rashmi Joshi as Whole  | FOR  | FOR                                | appointment and terms are acceptable<br>We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014                        | 21-May-14              | MindTree Limited                             | РВ                            | Management                                  | Time Director<br>Increase in Authorized Capital & Alteration in<br>MoA          | FOR  | FOR                                | appointment and terms are acceptable<br>No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 21-May-14              | MindTree Limited                             | PB                            | Management                                  | Issue of Bonus Shares   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 21-May-14<br>21-May-14 | MindTree Limited<br>MindTree Limited         | PB<br>PB                      | Management<br>Management                    | Increase in Borrowing limits<br>Creation of Charge                              | FOR<br>FOR   | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.  |
|  |                        | The Indian Hotels                            |                               |   |   |  |                                    |   |
| Apr 2014 - Jun 2014                        | 21-May-14              | Company Limited                              | РВ                            | Management                                  | Alteration in Authorized Capital  | FOR  | FOR                                | Enabling resolution. No concern has been identified   |

| Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of April Company         Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of Apr 2014 - Jan 2018         Ji May-ki         Fulue Unity of Apr 2014 - Jan 2018         Ji May-ki   | Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description                        | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|---------------------|-----------------|-----------------|-------------------------------|---|---|--|------------------------------------|--|
| Are 2014 - Jun 2018         James Jacobia         Ja   | Apr 2014 - Jun 2014 | 21-May-14       |                 | РВ                            | Management                                  | Alteration in MoA                             | FOR  | FOR                                | Enabling resolution. No concern has been identified  |
| Apr 2014 Jun 2014Jahwy-14Future Lifetyle<br>Future Lifetyle<br>Fabions LimitedEGMManagementIssue of abares & CCD: on Preferential Basis to<br>Promoter GroupFORAge Addition of James and Conversion of all debuttree, PI<br>Coportinuities stud with the twin Issues made by the conjunct<br>of the split and shareboding of Kya Commercial Venture PI<br>Coportinuities stud with the twin Issues made by the conjunct<br>of the split and shareboding of Kya Commercial Venture PI<br>Coportinuities stud with the twin Issues made by the conjunct<br>of the split and shareboding of Kya Commercial Venture PI<br>end Pienemerski Venture PI<br>   | Apr 2014 - Jun 2014 | 31-May-14       |                 | EGM                           | Management                                  |   | FOR  | AGAINST                            | convertible debentures on preferential basis to two<br>investors, one of which is a part of promoter group. After<br>allocation of shares and conversion of all debentures, PI<br>Opportunities Fund-I will be holding 8.09% of the total share<br>capital and shareholding of Ryka Commercial Ventures Pvt<br>Ltd (Promoters) will increase from 2.04% to 12.90%. We are<br>of the opinion that the twin issues made by the company are<br>resulting in excessive dilution of existing public shareholders.<br>We believe that preferential issues have a dilution effect on<br>the shareholders' equity. If the Company desires to go for a<br>preferential issue, then compelling justifications for the same<br>must be disclosed, especially if the proposed allotees are<br>from the promoter group. The Company has made no<br>justification as to why it is going for a preferential issue |
| Apr 2014 - Jun 2014D4-Jun-14Zee EntertainmentEGMManagementScheme of ArrangementFORFORFORwrite Zee will give them accumulated losses which can provide tax benefits going dwillow. The business mainters in more than a the interest in the intere  | Apr 2014 - Jun 2014 | 31-May-14       |                 | EGM                           | Management                                  |   | FOR  | AGAINST                            | convertible debentures on preferential basis to two<br>investors, one of which is a part of promoter group. After<br>allocation of shares and conversion of all debentures, PI<br>Opportunities Fund-I will be holding 8.09% of the total share<br>capital and shareholding of Ryka Commercial Ventures Pvt<br>Ltd (Promoters) will increase from 2.04% to 12.90%. We are<br>of the opinion that the twin issues made by the company are<br>resulting in excessive dilution of existing public shareholders.<br>We believe that preferential issues have a dilution effect on<br>the shareholders' equity. If the Company desires to go for a<br>preferential issue, then compelling justifications for the same<br>must be disclosed, especially if the proposed allotees are<br>from the promoter group. The Company has made no<br>justification as to why it is going for a preferential issue |
| Apr 2014 - Jun 2014O4-Jun-14Tata Global Beverages<br>LimitedEGMManagementApproval of Scheme of AmalgamationFORFORhelps facilitate various synergies between the businesses<br>and operations of the Transferor company (Mount Everes<br>Mineral Water Ltd) & Transferor company (Mount Everes<br>and operations of the Transferor company (Mount Everes<br>Mineral Water Ltd) & Transferor company (Mount Everes<br>Mineral Water Ltd) & Transferor company (Mount Everes<br>and operations of the Transferor company (Mount Everes<br>Mineral Water Ltd) & Transferor company (Mount Everes<br>Mineral Water Ltd) & Transferor company (Tran Global<br>Beverages Ltd).Apr 2014 - Jun 201405-Jun-14Bosch LimitedAGMManagementAdoption of AccountsFORFORWe are in favour of below resolutions as these are routin<br>business matters.Apr 2014 - Jun 201405-Jun-14Bosch LimitedAGMManagementRe-appointment of Mr. V.K. Viswanathan as<br>directorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201405-Jun-14Bosch LimitedAGMManagementAppointment of AuditorsFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201405-Jun-14Bosch LimitedAGMManagementTo Appoint Mr. Peter Tyroller as non-executive<br>director of the CompanyFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201405-Jun-14Bosch LimitedAGMManagementTo Appoint Mr. Peter Tyroller as non-executive  | Apr 2014 - Jun 2014 | 04-Jun-14       |                 | EGM                           | Management                                  | Scheme of Arrangement                         | FOR  | FOR                                | provide tax benefits going forward. The business financials of<br>the entity being merged will not impact Zee much on an<br>yearly basis. Overall this move is not against the interest of   |
| Apr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementAdoption of AccountsFORFORFORbusiness matters.Apr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementDeclaration of DividendFORFORWe are in favour of below resolutions as these are routin<br>business matters.Apr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementRe-appointment of Mr. V.K. Viswanathan as<br>directorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementAppointment of AuditorsFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementTo Appoint Mr. Peter Tyroller as non-executive<br>FORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 2014OS-Jun-14Bosch LimitedAGMManagementTo Appoint Mr. Peter Tyroller as non-executive<br>   | Apr 2014 - Jun 2014 | 04-Jun-14       | -               | EGM                           | Management                                  | Approval of Scheme of Amalgamation            | FOR  | FOR                                |  |
| Apr 2014     Jun 2014     OS-Jun-14     Bosch Limited     AGM     Management     Declaration of Dividend     FOR     FOR     business matters.       Apr 2014     Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     Personantial and terms are acceptable     We are in favour of the resolution as this is a routine appointment of Mr. V.K. Viswanathan as director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014     Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     Appointment of Auditors     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014     Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To Appoint Mr. Peter Tyroller as non-executive director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014     Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To Appoint Mr. Peter Tyroller as non-executive director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014     Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To Appoint Mr. Franz Hauber as a Whole-time provint Mr. Franz Hauber as a Whole-time province of the resoluti  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  | Adoption of Accounts                          | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       director       FOR       FOR       appointment and terms are acceptable         Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       To Appoint Mr. Peter Tyroller as non-executive director of the Company       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       To Appoint Mr. Peter Tyroller as non-executive director of the Company       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       To appoint Mr. Franz Hauber as a Whole-time Director of the Company       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       05-Jun-14       Bosch Limited       AGM       Management       To appoint Mr. Franz Hauber as a Whole-time Director of the Company       FOR       FOR       We are in favour o  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  | Declaration of Dividend                       | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 2014 - Jun 2014     OS-Jun-14     Bosch Limited     AGM     Management     Appointment of Addross     FOR     FOR     appointment and terms are acceptable       Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To Appoint Mr. Peter Tyroller as non-executive director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To Appoint Mr. Peter Tyroller as non-executive director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To appoint Mr. Franz Hauber as a Whole-time Director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  |   | FOR  | FOR                                |  |
| Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     director of the Company     FOR     FOR     appointment and terms are acceptable       Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To appoint Mr. Franz Hauber as a Whole-time<br>Director of the Company     FOR     FOR     POR     appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  | Appointment of Auditors                       | FOR  | FOR                                |  |
| Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     To appoint Mr. Franz Hauber as a Whole-time<br>Director of the Company     FOR     FOR     We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  |   | FOR  | FOR                                |  |
|  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  | To appoint Mr. Franz Hauber as a Whole-time   | FOR  | FOR                                |  |
| Apr 2014 - Jun 2014     05-Jun-14     Bosch Limited     AGM     Management     Appointment of Mr. B. Steinruecke, as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  |   | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014 05-Jun-14 Bosch Limited AGM Management<br>Bergenorm and the second as the second | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  |   | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014 05-Jun-14 Bosch Limited AGM Management Appointment of Prasad Chandran as director FOR FOR Appointment and terms are acceptable We are infravour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  |   | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014     OS-Jun-14     Bosch Limited     AGM     Management     Appointment of Bhaskar Bhat as director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 05-Jun-14       | Bosch Limited   | AGM                           | Management                                  | Appointment of Bhaskar Bhat as director       | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Tata Global Beverages We are in favor of the resolution since the amalgamation helps facilitate various synergies between the businesses   | Apr 2014 - Jun 2014 | 09-Jun-14       | -               | РВ                            | Management                                  | Approval of Scheme of Amalgamation            | FOR  | FOR                                | We are in favor of the resolution since the amalgamation<br>helps facilitate various synergies between the businesses<br>and operations of the Transferor company (Mount Everest<br>Mineral Water Ltd) & Transferee company (Tata Global   |
| Apr 2014 - Jun 2014       10-Jun-14       Raymond Limited       AGM       Management       Adoption of Accounts       FOR       FOR       We are in favour of below resolutions as these are routin business matters.  | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Adoption of Accounts                          | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
|  | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Declaration of Dividends                      | FOR  | FOR                                | We are in favour of below resolutions as these are routine   |
| Apr 2014 - Jun 2014         10-Jun-14         Raymond Limited         AGM         Management         Re-appointment of Shri H.Sundar as Director         FOR         FOR         We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Re-appointment of Shri H.Sundar as Director   | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014     10-Jun-14     Raymond Limited     AGM     Management     Re-appointment of Mr. Boman Irani as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Re-appointment of Mr. Boman Irani as Director | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014     10-Jun-14     Raymond Limited     AGM     Management     Appointment of Auditors     FOR     FOR     We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Appointment of Auditors                       | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014         10-Jun-14         Raymond Limited         AGM         Management         Appointment of Smt. Nawaz Gatam as Director         FOR         FOR         We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 10-Jun-14       | Raymond Limited | AGM                           | Management                                  | Appointment of Smt. Nawaz Gatam as Director   | FOR  | FOR                                | We are in favour of the resolution as this is a routine  |
| Apr 2014 - Jun 2014 10-Jun-14 Raymond Limited AGM Management Creation of Charge FOR FOR No Concerns identified.  |                     |                 |                 |                               | -   | -   |  |                                    | No Concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|---|-------------------------------|---|---|--|------------------------------------|--|
| Apr 2014 - Jun 2014                        | 10-Jun-14              | Raymond Limited   | AGM                           | Management                                  | Private placement of Non- Convertible<br>Debentures             | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 10-Jun-14              | Raymond Limited   | AGM                           | Management                                  | Ratify the remuneration of Cost Auditors                        | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 10-Jun-14<br>12-Jun-14 | Raymond Limited<br>Zee Entertainment<br>Enterprises Limited | AGM<br>PB                     | Management<br>Management                    | Payment of Commission to NEDs<br>Scheme of Arrangement          | FOR  | FOR                                | No Concerns identified.<br>The resolution looks acceptable. The merger of this business<br>with Zee will give them accumulated losses which can<br>provide tax benefits going forward. The business financials of<br>the entity being merged will not impact Zee much on an<br>yearly basis. Overall this move is not against the interest of<br>minority shareholders.  |
| Apr 2014 - Jun 2014                        | 13-Jun-14              | Blue Dart Express<br>Limited                                | ССМ                           | Management                                  | Scheme of arrangement   | FOR  | FOR                                | We should vote in favour.<br>Reason: Since the debentures are non-convertible, there<br>would be no impact on the shareholding pattern of the<br>Company. The independent fairness opinion provider for the<br>scheme has declared that the debenture issue does not in<br>any way adversely impact the financial position or credit<br>worthiness of the Company.   |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Power Finance<br>Corporation Limited                        | РВ                            | Management                                  | Private placement of non-convertible<br>debentures              | FOR  | FOR                                | We are in "favour" of below mentioned resolution as This<br>are enabling resolutions to meet future growth requirements<br>of the company and money to be raised is in the form non<br>convertible debentures and doesn't impact equity<br>shareholders.   |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Power Finance<br>Corporation Limited                        | РВ                            | Management                                  | Increase the Borrowing Limit                                    | FOR  | FOR                                | We are in "favour" of below mentioned resolution as This<br>are enabling resolutions to meet future growth requirements<br>of the company and money to be raised is in the form non<br>convertible debentures and doesn't impact equity<br>shareholders.   |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Power Finance<br>Corporation Limited                        | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | We are in "favour" of below mentioned resolution as This<br>are enabling resolutions to meet future growth requirements<br>of the company and money to be raised is in the form non<br>convertible debentures and doesn't impact equity<br>shareholders.   |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Re-appointment of B. G. Srinivas as Director                    | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Re-appointment of S. Gopalakrishnan as<br>Director              | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Appointment of Auditor  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Appointment of U. B. Pravin Rao as Whole-<br>time Director      | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Appointment of Kiran Mazumdar-Shaw as<br>Director               | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Appointment of Carol M. Browner as Director                     | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Re-appointment of Ravi Venkatesan as an<br>Independent Director | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Transfer of Business  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 14-Jun-14              | Infosys Limited   | AGM                           | Management                                  | Retirement of Ann M. Fudge an Independent<br>Director           | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 16-Jun-14              | Mahindra CIE<br>Automotive Limited                          | РВ                            | Management                                  | Scheme of Amalgamation (Integrated Scheme)                      | FOR  | FOR                                | We are in favour of this resolution for the reasons stated<br>below:<br>• It will consolidate all auto component and related<br>businesses of Mahindra group.<br>• This would give better sourcing advantages to the company<br>due to scale.<br>• CIE with its past expertise of turning around companies<br>would be able to bring about operational and financial<br>turnaround for the company over period of time with<br>management control.<br>• It would open up new businesses opportunity for the<br>company viz. newer products for Indian markets (which CIE is<br>offering globally), Newer customers (that are not being<br>catered by M&M auto component division but serviced by<br>CIE), diversifying business (CIE is Passenger vehicles player,<br>whereas M&M auto comp business was mainly focused on<br>CVs) and export opportunities from India for global<br>operations. |
| Apr 2014 - Jun 2014                        | 16-Jun-14              | Mahindra CIE<br>Automotive Limited                          | РВ                            | Management                                  | Scheme of Amalgamation (Composites<br>Scheme)                   | FOR  | FOR                                | We are in favour of this resolution for the reasons stated<br>below:<br>• It will consolidate all auto component and related<br>businesses of Mahindra group.<br>• This would give better sourcing advantages to the company<br>due to scale.<br>• CIE with its past expertise of turning around companies<br>would be able to bring about operational and financial<br>turnaround for the company over period of time with<br>management control.<br>• It would open up new businesses opportunity for the<br>company viz. newer products for Indian markets (which CIE is<br>offering globally), Newer customers (that are not being<br>catered by M&M auto component division but serviced by<br>CIE), diversifying business (CIE is Passenger vehicles player,<br>whereas M&M auto comp business was mainly focused on<br>CVs) and export opportunities from India for global<br>operations. |

| Quarter             | Meeting<br>Date | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|--------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Apr 2014 - Jun 2014 | 16-Jun-14       | United Spirits Limited         | ссм                           | Management                                  | Scheme of Arrangement between United<br>Spirits Limited and Enrica Enterprises Private<br>Limited                                  | FOR  | AGAINST                            | The Company has not adequately disclosed reasons for<br>choosing Enrica as the buyer for the unit, especially<br>considering the fact that United Spirits has also proposed to<br>enter into a Franchisee Arrangement with Enrica to bottle its<br>brand(s) and earn royalty income. The financials of the buyer<br>(as disclosed on http://unitedspirits.in/investor.aspx) states<br>that Enrica has Capital Rs15 Lacs, Networth- Rs2.26 Crores,<br>Turnover - Rs0.00. |
| Apr 2014 - Jun 2014 | 17-Jun-14       | Prism Cement Limited           | РВ                            | Management                                  | Ratification of Borrowing limit  | FOR  | FOR                                | Enabling resolution. No concern has been identified   |
| Apr 2014 - Jun 2014 | 17-Jun-14       | Prism Cement Limited           | РВ                            | Management                                  | Creation of Charge   | FOR  | FOR                                | Enabling resolution. No concern has been identified   |
| Apr 2014 - Jun 2014 | 17-Jun-14       | Prism Cement Limited           | РВ                            | Management                                  | Issue of Non- Convertible debentures through<br>Private Placement  | FOR  | FOR                                | Enabling resolution. No concern has been identified as<br>debentures are non-convertible.   |
| Apr 2014 - Jun 2014 | 17-Jun-14       | Prism Cement Limited           | РВ                            | Management                                  | Inter- Corporate investments to subsidiaries,<br>Associate companies etc   | FOR  | AGAINST                            | The resolution proposes to allow the Company to provide<br>loan/guarantee/security up to Rs250 Cr. Due to lack of<br>transparency about the beneficiaries and the carte blanche<br>nature of the resolution we would like to vote against the<br>resolution.  |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. Nikhil R. Meswani as<br>director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Appointment of auditors  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Appointment of Mrs. Nita Ambani as director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. Adil Zainulbhai as<br>director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. Yogendra Trivedi as<br>director   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. Ashok Misra as director   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. Mukesh D. Ambani as<br>Managing director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Reappointment of Mr. P.M.S. Prasad as Whole-<br>time director  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Payment of commission to NEDs  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Payment of Remuneration to EDs   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Payment to cost auditors   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Private placement of Non-convertible debentures  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 18-Jun-14       | Reliance Industries<br>Limited | AGM                           | Management                                  | Adoption of New Articles of Association  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 20-Jun-14       | Syndicate Bank                 | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | Adoption of accounts is routine matter and hence would<br>recommend voting FOR the resolution.  |
| Apr 2014 - Jun 2014 | 20-Jun-14       | Syndicate Bank                 | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.   |
| Apr 2014 - Jun 2014 | 20-Jun-14       | Syndicate Bank                 | AGM                           | Management                                  | Issue of equity shares through QIP   | FOR  | FOR                                | QIP for equity raise needs to be done to meet capital<br>requirements under basel 3 and future growth. Bank is<br>taking enabling permission for same. We would like to vote<br>FOR the resolution to strengthen the bank position  |
| Apr 2014 - Jun 2014 | 20-Jun-14       | Tech Mahindra Limited          | ССМ                           | Management                                  | Scheme of Amalgamation of Mahindra<br>Engineering Services Ltd with Tech Mahindra  | FOR  | FOR                                | Due consideration has been given to the expected benefits of<br>the amalgamation of Transferor Company with Tech<br>Mahindra along with fairness of the valuation. In the notice,<br>the Company has provided adequate rationale for the said<br>amalgamation.  |
| Apr 2014 - Jun 2014 | 20-Jun-14       | Tech Mahindra Limited          | ССМ                           | Management                                  | Application and reduction of the securities<br>premium account of the Company in<br>accordance with the Scheme of<br>Amalgamation. | FOR  | FOR                                | Due consideration has been given to the expected benefits of<br>the amalgamation of Transferor Company with Tech<br>Mahindra along with fairness of the valuation. In the notice,<br>the Company has provided adequate rationale for the said<br>amalgamation.  |
| Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited                    | AGM                           | Management                                  | Adoption of Accounts<br>To declare a dividend of Rs. 22.50 on equity   | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited                    | AGM                           | Management                                  | To declare a dividend of Ks. 22.50 on equity<br>shares for the financial year 2013-14.<br>Re-appointment of Mr. Seturaman          | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited                    | AGM                           | Management                                  | Re-appointment of Mr. Seturaman<br>Mahalingam, as Director   | FOR  | FOR                                | No Concerns identified.   |

| Interfer         Interfer         Differe   | Quarter             | Meeting<br>Date | Company Name           | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description                         | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---|---------------------|-----------------|------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Markam         Zucke         Markam         Auge         Markam         Markam <td>Apr 2014 - Jun 2014</td> <td>23-Jun-14</td> <td>CMC Limited</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No Concerns identified.</td>  | Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited            | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Windows         Windows <t< td=""><td>Apr 2014 - Jun 2014</td><td>23-Jun-14</td><td>CMC Limited</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>No Concerns identified.</td></t<>   | Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited            | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Markan Markan         Name         Justice         Markan         M   | Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited            | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Processes         Processes <t< td=""><td>Apr 2014 - Jun 2014</td><td>23-Jun-14</td><td>CMC Limited</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>No Concerns identified.</td></t<>   | Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited            | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| ProbabilityNameReserved Augurescient of NameProbability <th< td=""><td>Apr 2014 - Jun 2014</td><td>23-Jun-14</td><td>CMC Limited</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>No Concerns identified.</td></th<>  | Apr 2014 - Jun 2014 | 23-Jun-14       | CMC Limited            | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Processes         Partial Processes         Partial Processes         Partial Processes         Partial Processes         Partial Processes         Partial Processes           Processes         Partial Processes         Partia Processes         Partial Processes  | Apr 2014 - Jun 2014 | 24-Jun-14       | Tech Mahindra Limited  | РВ                            | Management                                  |  | FOR  | FOR                                | the amalgamation of Transferor Company with Tech<br>Mahindra along with fairness of the valuation. In the notice,<br>the Company has provided adequate rationale for the said               |
| Image: 1  | Apr 2014 - Jun 2014 | 24-Jun-14       | Tech Mahindra Limited  | РВ                            | Management                                  | premium account of the Company in              | FOR  | FOR                                | the amalgamation of Transferor Company with Tech<br>Mahindra along with fairness of the valuation. In the notice,<br>the Company has provided adequate rationale for the said               |
| Image: Proceeding of Proceding Of Proceeding Of Proceeding Of Proceeding Of Proceeding Of P | Apr 2014 - Jun 2014 | 24-Jun-14       | ING Vysya Bank Limited | AGM                           | Management                                  | Adoption of Accounts                           | FOR  | FOR                                |   |
| Per 201. J. 2023         J. Jahra Ji         Motors instruct.         Motors instruct.         Motors instruct.           Per 201. J. 2023         J. Allanci Ji         Motors instruct.         Motors instruct.         Prob.         Prob   | Apr 2014 - Jun 2014 | 24-Jun-14       | ING Vysya Bank Limited | AGM                           | Management                                  | Declaration of Dividends                       | FOR  | FOR                                |   |
| pp: 2011. Jun 2014         Alimate In         KAM         Monogenesity Alimates         Accountered field and alloss         From         Provide field and alloss methods           pp: 2012. Jun 2016         22 Jun 21         Rescansing field and alloss         Andregments         Andregment         Andregment         Andregment         From         Rescansing field and alloss           pp: 2011. Jun 2016         24 Jun 21         Rescansing field and alloss         Andregment         Andregment         Andregment         From         Rescansing field and alloss           pp: 2011. Jun 2016         24 Jun 21         Rescansing field and alloss         Andregment         Andregment         Andregment         Andregment         From         Rescansing field and alloss           pp: 2011. Jun 2016         24 Jun 21         Rescansing field and alloss         Responsing field and alloss         From         Responsing field and alloss           pp: 2011. Jun 2016         24 Jun 21         Rescansing field and alloss         Responsing field and alloss         Responsing field and alloss         From         Responsing field and alloss           pp: 2011. Jun 2016         24 Jun 21         Rescansing field and alloss         Responsing field and alloss         Responsing field and alloss         Responsing field and alloss         Responsing field and alloss         Responsin alloss         Responsin alloss   | Apr 2014 - Jun 2014 | 24-Jun-14       | ING Vysya Bank Limited | AGM                           | Management                                  |  | FOR  | FOR                                | We are in favour of below resolutions as these are routine  |
| April 14. April 2014         Advance M.         Meadmann Machemann Machamachamachana Machemann Machemann Machemann Machamachamanna Mach                   | Apr 2014 - Jun 2014 | 24-Jun-14       | ING Vysya Bank Limited | AGM                           | Management                                  |  | FOR  | FOR                                | We are in favour of below resolutions as these are routine  |
| of DD 21 ADD 24FAUNCH <td>Apr 2014 - Jun 2014</td> <td>24-Jun-14</td> <td>ING Vysya Bank Limited</td> <td>AGM</td> <td>Management</td> <td>Amendment in Articles of Association</td> <td>FOR</td> <td>FOR</td> <td></td>  | Apr 2014 - Jun 2014 | 24-Jun-14       | ING Vysya Bank Limited | AGM                           | Management                                  | Amendment in Articles of Association           | FOR  | FOR                                |   |
| op/ 2012 - Jun 201424 Jun 24(A Jun 24AdditionAddition(A Jun 24(A Jun 24(A Jun 24)(A Jun 24) <td>Apr 2014 - Jun 2014</td> <td>24-Jun-14</td> <td>Hindustan Zinc Limited</td> <td>AGM</td> <td>Management</td> <td>Adoption of Accounts</td> <td>FOR</td> <td>FOR</td> <td>No Concerns identified.</td>   | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  | Adoption of Accounts                           | FOR  | FOR                                | No Concerns identified.   |
| Are 2014 - Jun 2014         Je Arman         Mendpacement         Arman         Mendpacement         Arman         Description of Mr. Rajib Sedant Salon case         Drop         Drop         Drag         Dracoccccccccccccccccccccccccccccccccccc   | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  | Declaration of Dividends                       | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014- Jun 201         24 Jun A         Industra Zinc Limited         AdM         Management<br>Discover         Be-appointment of MS, Shakat Ao Timitit al         From         Independent director can be questionable as Col Holds are to meet open states in the compared of the hold are to meet open states in the compared of the hold are considered of hold are considered of the hold are considered of hold are consinter of hold are considered of hold are consind are considered  | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  |  | FOR  | FOR                                | independent director can be questionable as Gol holds a<br>stake in the company. However, we believe management has<br>long been Vedanta's prerogative and hence Gol nominees               |
| Apr 2014 - Jun 2014       Z4 Jun - 14       Mode Concerns identified.         Apr 2014 - Jun 2014       Z4 Jun - 14       Hindustan Zinc Limited       AGM       Management       for approve extension in tenue of Mr. Abhiels in tenue of Mr. Abhiel  | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  |  | FOR  | FOR                                | independent director can be questionable as Gol holds a<br>stake in the company. However, we believe management has<br>long been Vedanta's prerogative and hence Gol nominees               |
| Apr 2014 - Jun 2014     24 Jun 24     Hindustan Zinc Limited     AGM     Management<br>Juncti as Chirle Facutive Officer & Whole-time     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     24 Jun 14     Hindustan Zinc Limited     AGM     Management     To approve the remuneration of the Cost<br>Auditors     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 14     State Bank of India     EGM     Management     Incluston four Stateholder Directors     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 14     State Bank of India     EGM     Management     To Issue 53,56,490 equily shares to employees     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 2014     State Bank of India     EGM     Management     To Issue 53,56,490 equily shares to employees     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 2014     HOFC Bank Limited     AGM     Management     To Issue 53,56,490 equily shares to employees     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 201     HOFC Bank Limited     AGM     Management     Declaraton of Dividends     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Zi-Jun 201     Si-Jun 201     HOFC Bank Limited     AGM     Manageme   | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  | Re-appointment of Auditors                     | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014     Z-Jun 24     Concerns identified.       Apr 2014 - Jun 2014     Z-Jun 24     Management     Management     To Issue 55, 56, 490 equity shares to employee     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Z-Jun 24     Z-Jun 24     MDFC Bank Umited     AGM     Management     Adoption of Accounts     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     Z-Jun 24     HDFC Bank Umited     AGM     Management     Adoption of Accounts     FOR     FOR     We are in Awour of below resolutions as these are routine basines matters.       Apr 2014 - Jun 2014     Z-Jun 24     HDFC Bank Umited     AGM     Management     Re-appointment of Mrs. Renu Karnad as Director     FOR     HOR     Mrs. Renu Karnad is director in companies ecceeding the fumits matters.       Apr 2014 - Jun 2014     Z-Jun 24     HDFC Bank Umited     AGM     Management     Re-appointment of Mrs. Renu Karnad as Director     FOR     Mrs. Keki Mstry is director in companies ecceeding the fumit  | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  | Joshi as Chief Executive Officer & Whole-time  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014       State Bank of India       EGM       Management       Election of four Shareholder Directors       FOR       ABSTAN       Bank of India General Regulations, 1955, vol.         Apr 2014 - Jun 2014       25-Jun-14       State Bank of India       EGM       Management       To Issue 55, 56, 490 equity shares to employees       FOR       FOR       More and infravour of below resolutions as these are outputs         Apr 2014 - Jun 2014       25-Jun-14       HOFC Bank Limited       AGM       Management       Declaration of Dividends       FOR       FOR       We are in favour of below resolutions as these are outputs         Apr 2014 - Jun 2014       25-Jun-14       HOFC Bank Limited       AGM       Management       Declaration of Dividends       FOR       FOR       We are in favour of below resolutions as these are outputs         Apr 2014 - Jun 2014       25-Jun-14       HOFC Bank Limited       AGM       Management       Declaration of Mrs. Resu Karnad as Director       FOR       FOR       We are in favour of below resolutions as these are outputs         Apr 2014 - Jun 2014       25-Jun-14       HOFC Bank Limited       AGM       Management       Respontment of Mrs. Kelk Mistry as Director       FOR       FOR       Mrs. Kelk Mistry id director in companies exceeding the limits mentioned in Companies Act 2013. However there is are infavour of below resolution as this is a routine and incomp the same during the period. <td>Apr 2014 - Jun 2014</td> <td>24-Jun-14</td> <td>Hindustan Zinc Limited</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No Concerns identified.</td>   | Apr 2014 - Jun 2014 | 24-Jun-14       | Hindustan Zinc Limited | AGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 Jun 2014       25-Jun-14       State Bank of India       EGM       Management       under ESOP Scheme       FOR       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Adoption of Accounts       FOR       FOR       We are in favour of below resolutions as these are routine business matters.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Declaration of Dividends       FOR       FOR       We are in favour of below resolutions as these are routine business matters.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Re-appointment of Mrs. Renu Karnad as Director       FOR       FOR       Mrs. Renu Karnad is director in companies exceeding the limits mentioned in Companies Act 2013. However there is transition period to meet the regulatory requirements and we expect her to comply the same during the period.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Re-appointment of Mrs. Keik Mistry as Director       FOR       FOR       Mrs. Keik Mistry is director in companies exceeding the limits mentioned in Companies Act 2013. However there is transition period to meet the regulatory requirements and we expect her to comply the same during the period.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited  | Apr 2014 - Jun 2014 | 25-Jun-14       | State Bank of India    | EGM                           | Management                                  | Election of four Shareholder Directors         | FOR  | ABSTAIN                            | for the post of shareholder directors. In line with the State<br>Bank of India General Regulations, 1955, the four candidates<br>are deemed elected for the said vacancies and no voting is |
| Apr 2014 - Jun 2014     Zs-Jun-14     HDFC Bank Limited     AGM     Management     Adoption of Accounts     FOR     FOR     FOR     business matters.       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Declaraton of Dividends     FOR     FOR     We are in favour of below resolutions as these are routine justiness matters.       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Re-appointment of Mrs. Renu Karnad as Director     FOR     FOR     We are in favour of below resolutions as these are routine justiness matters.       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Re-appointment of Mrs. Renu Karnad as Director     FOR     FOR     Mrs. Renu Karnad is director in companies exceeding the limits maniton period to meet the regulatory requirements and we expect ther to comply the same during the period.       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. Keki Mistry as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. Partho Datta as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-J   | Apr 2014 - Jun 2014 | 25-Jun-14       | State Bank of India    | EGM                           | Management                                  |  | FOR  | FOR                                | No Concerns identified.   |
| Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Declaration of Dividends       FOR       FOR       We are in favour of below resolutions as these are routine business matters.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Re-appointment of Mrs. Renu Karnad as Director       FOR       FOR       Mrs. Renu Karnad is director in companies exceeding the limits mentioned in Companies Act 2013. However there is transition period to meet the regulatory requirements and we expect the to comply the same during the period.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Re-appointment of Mrs. Renu Karnad as Director       FOR       FOR       Mrs. Keki Mistry is director in companies exceeding the limits mentioned in Companies Act 2013. However there is transition period to meet the regulatory requirements and we expect their to comply the same during the period.         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Keki Mistry as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Partho Datta as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  |  | FOR  | FOR                                |   |
| Apr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementRe-appointment of Mrs. Renu Karnad as<br>DirectorFORFORMrs. Renu Karnad is director in companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect the to comply the same during the period.Apr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementRe-appointment of Mr. Keki Mistry as DirectorFORFORMrs. Renu Karnad is director in companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect the to comply the same during the period.Apr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementRe-appointment of Mr. Keki Mistry as DirectorFORFORMrs. Renu Karnad is director in companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect the resolution as this is a routine<br>appointment of AuditorFORFORMrs. Renu Karnad is director in companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagement<br>Appointment of Dr. Pandit Palande, as DirectorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagement<br>Appointment of Dr. Pandit Palande, as DirectorFOR <td< td=""><td>Apr 2014 - Jun 2014</td><td>25-Jun-14</td><td>HDFC Bank Limited</td><td>AGM</td><td>Management</td><td>Declaraton of Dividends</td><td>FOR</td><td>FOR</td><td>We are in favour of below resolutions as these are routine</td></td<>  | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Declaraton of Dividends                        | FOR  | FOR                                | We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementRe-appointment of Mr. Keki Mistry as DirectorFORFORFORmentioned in Companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect him to comply the same during the period.Apr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of AuditorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of Mr. Partho Datta as DirectorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of Dr. Pandit Palande, as DirectorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of Mr. Bobby Parikh as DirectorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of Mr. A. N. Roy as DirectorFORFORWe are in favour of the resolution as this is a routine<br>appointment and terms are acceptableApr 2014 - Jun 201425-Jun-14HDFC Bank LimitedAGMManagementAppointment of Mr. A. N. Roy as DirectorFORFORWe are in favour of the resoluti  | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  |  | FOR  | FOR                                | Mrs. Renu Karnad is director in companies exceeding the<br>limits mentioned in Companies Act 2013. However there is<br>transition period to meet the regulatory requirements and            |
| Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Auditor       FOR       FOR       appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Partho Datta as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Dr. Pandit Palande, as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Bobby Parikh as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. A. N. Roy as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. A. N. Roy as Director       FOR       FOR       We are in favour of the resolution as this is a ro   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Re-appointment of Mr. Keki Mistry as Director  | FOR  | FOR                                | mentioned in Companies Act 2013. However there is transition period to meet the regulatory requirements and   |
| Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Partho Datta as Director       FOR       FOR       appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Dr. Pandit Palande, as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. Bobby Parikh as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. A. N. Roy as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. A. N. Roy as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. C. M. Vasudev as Director       FOR       FOR       We are in favour of the reso   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Auditor                         | FOR  | FOR                                | appointment and terms are acceptable  |
| Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Dr. Pandit Palande, as Director     FOR     FOR     appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. Bobby Parikh as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. A. N. Roy as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. C. M. Vasudev as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. C. M. Vasudev as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. C. M. Vasudev as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Mr. Partho Datta as Director    | FOR  | FOR                                |   |
| Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. Bobby Parikh as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. A. N. Roy as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. C. M. Vasudev as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable       Apr 2014 - Jun 2014     25-Jun-14     HDFC Bank Limited     AGM     Management     Appointment of Mr. C. M. Vasudev as Director     FOR     FOR     We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Dr. Pandit Palande, as Director | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. A. N. Roy as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. C. M. Vasudev as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. C. M. Vasudev as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         Verse       Verse       Verse       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Mr. Bobby Parikh as Director    | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014       25-Jun-14       HDFC Bank Limited       AGM       Management       Appointment of Mr. C. M. Vasudev as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable         We are in favour of the resolution as this is a routine appointment of Mr. C. M. Vasudev as Director       FOR       FOR       We are in favour of the resolution as this is a routine appointment and terms are acceptable  | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Mr. A. N. Roy as Director       | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| We are in favour of the resolution as this is a routine   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Mr. C. M. Vasudev as Director   | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |
| Apr 2014 - Jun 2014 25-Jun-14 HDFC Bank Limited AGM Management Appointment of Mr. Vijay Merchant as Director FOR appointment and terms are acceptable   | Apr 2014 - Jun 2014 | 25-Jun-14       | HDFC Bank Limited      | AGM                           | Management                                  | Appointment of Mr. Vijay Merchant as Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine   |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Apr 2014 - Jun 2014                        | 25-Jun-14              | HDFC Bank Limited                    | AGM                           | Management                                  | Issue of Securities   | FOR  | FOR                                | HDFC Bank has comfortable capital position. However, we<br>believe with view of maintaining higher buffer capital<br>keeping in view implementation of Basel 3 norms and future<br>growth, Bank is planning the capital raise.   |
| Apr 2014 - Jun 2014                        | 25-Jun-14              | HDFC Bank Limited                    | AGM                           | Management                                  | Increasing FII Limit  | FOR  | FOR                                | No Concerns identified.<br>We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 2014                        | 25-Jun-14              | Bank of Baroda                       | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | business matters.<br>We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 2014                        | 25-Jun-14              | Bank of Baroda                       | AGM                           | Management                                  | Decalaration of Dividends   | FOR  | FOR                                | business matters.  |
| Apr 2014 - Jun 2014<br>Apr 2014 - Jun 2014 | 26-Jun-14<br>26-Jun-14 | MRF Limited<br>MRF Limited           | PB<br>PB                      | Management<br>Management                    | Increase the Borrowing limit<br>Creation of Charge  | FOR<br>FOR   | FOR<br>FOR                         | No Concerns identified.<br>No Concerns identified.   |
| Apr 2014 - Jun 2014                        | 26-Jun-14              | MRF Limited                          | PB                            | Management                                  | Acceptance of Deposits  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Re-appointment of Shri K. N. Prithviraj as<br>Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Re-appointment of Shri V. Srinivasan as<br>Director   | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Declaration of Dividends  | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Appointment of Smt. Usha Sanghwan as<br>Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Revision of remuneration of Dr. Sanjiv Misra as   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Chairman and NED<br>Revision in remuneration of Smt. Shikha   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Sharma as MD<br>Revision in remuneration of o Shri Somnath  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Sengupta<br>Revision in remuneration of Shri V. Srinivasan  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Approval for ESOP scheme  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Increase the Borrowing limit  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Alteration in MOA/ AOA  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Alteration in MOA/ AOA regarding Face Value   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | of shares<br>ALteration in MOA/ AOA Clause 5  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Axis Bank Limited                    | AGM                           | Management                                  | Change in Authorized Share Capital  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | business matters.<br>We are in favour of below resolutions as these are routine  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Re-appointment of Mr. Ajay Hinduja as<br>Director   | FOR  | AGAINST                            | Mr. Hinduja has been a Non-Executive Director of the Bank<br>since October 31, 2006. On October 30, 2014, his total<br>association with the Bank as a Non-Executive Director will be<br>eight years. According to the Section 10A(2A) of the Banking<br>Regulation Act, 1949 (as mentioned in the explanatory<br>statement of the Notice of AGM of the Bank), no director of<br>a banking company, other than its Chairman or whole-time<br>director shall hold office continuously for a period exceeding<br>eight years. His re-appointment as a Non-Executive Director<br>of the Bank beyond October 30, 2014, violates the provisions<br>of the Banking Regulation Act, 1949 |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Mr. T. Anantha Narayanan as<br>Independent Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Mr. S. C. Tripathi as<br>Independent Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Mr. Ashok Kini as Independent<br>Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Mrs. Kanchan Chitale as<br>Independent Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | IndusInd Bank Limited                | AGM                           | Management                                  | Appointment of Mr. Vijay Vaid as Independent<br>Director  | FOR  | FOR                                | We are in favour of the resolution as this is a routine<br>appointment and terms are acceptable  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | The aforesaid voting instruction could not processed because the Investee Companies cut-off for voting had elapsed.  |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | To confirm the payment of Interim Dividends<br>on Equity Shares and to declare a Final<br>Dividend on Equity Shares | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | To declare Dividend on Redeemable<br>Preference Shares  | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | Reappointment of Mr. Phiroz Vandrevala as<br>Director, liable to retire by rotation                                 | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | Appointment of Deloitte Haskins & Sells for a 3<br>year term  | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | Appointment of Mr. V. Thyagarajan as an<br>Independent Director for a 5 year term                                   | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014                        | 27-Jun-14              | Tata Consultancy<br>Services Limited | AGM                           | Management                                  | Appointment of Prof. Clayton M. Christensen<br>as an Independent Director for a 5 year term                         | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |

| Number         Zulian         Disc.         Disc. <thdisc.< th="">         Disc.         Disc.         <t< th=""><th>Quarter</th><th>Meeting<br/>Date</th><th>Company Name</th><th>Type of meetings<br/>(AGM/EGM)</th><th>Proposal by<br/>Management or<br/>Shareholder</th><th>Proposal's description</th><th>Investee company's<br/>Management<br/>Recommendation</th><th>Vote (For/<br/>Against/<br/>Abstain)</th><th>Reason supporting the vote decision</th></t<></thdisc.<>   | Quarter             | Meeting<br>Date | Company Name         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---|---------------------|-----------------|----------------------|-------------------------------|---|---|--|------------------------------------|--|
| Gen PE A 20100         Part B         Other B         Sector B  | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  |   | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| General System         System <th< td=""><td>Apr 2014 - Jun 2014</td><td>27-Jun-14</td><td></td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>The aforesaid voting instruction could not processed because<br/>the Investee Companies cut-off for voting had elapsed.</td></th<>  | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  |   | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| pice 21. Junce 21         View 21. Junce 21   | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  |   | FOR  | FOR                                | The aforesaid voting instruction could not processed because the Investee Companies cut-off for voting had elapsed.  |
| pi million         Print         Security         Print Security         Prin Security         Prin Security  | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  |   | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| gamma         gamma <th< td=""><td>Apr 2014 - Jun 2014</td><td>27-Jun-14</td><td></td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>The aforesaid voting instruction could not processed because<br/>the Investee Companies cut-off for voting had elapsed.</td></th<>  | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  |   | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| quint grammer         Table   | Apr 2014 - Jun 2014 | 27-Jun-14       |                      | AGM                           | Management                                  | Appointment of Branch Auditors                                    | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| pp 224. Jan 23         23 Anta         Was in Ender of Max         AGU         Description         Column Col  | Apr 2014 - Jun 2014 | 27-Jun-14       | Union Bank of India  | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 201-10.20         Zuhush         Lobes lask strings         Addats         Summerses  | Apr 2014 - Jun 2014 | 27-Jun-14       | Union Bank of India  | AGM                           | Management                                  | To declare dividend on Equity Shares                              | FOR  | FOR                                | We are in favour of below resolutions as these are routine   |
| pp 294. http://pp 29.                       | Apr 2014 - Jun 2014 | 27-Jun-14       | Union Bank of India  | AGM                           | Management                                  |   | FOR  | FOR                                | In view of recent stock price appreciation, without tainting<br>the objective of the proposed issue i.e. raising funds to meet<br>regulatory requirements and to expand business, the Bank is<br>seeking fresh approval from the shareholders for conversion<br>of 11.10 crore PNCPS to Equity shares at a higher conversion<br>price, as the Company has not converted such shares yet.<br>Since these Shares are to be issued to the promoter group<br>i.e. GOI, higher conversion price will result in lesser number<br>of equity shares, which will attribute to less Non promoter |
| pp 234 - Jun 201     2 June 3     Tak Motion Limited     PB     Management     Reproduct PMainum Renutation to M     FOR     FOR     No     Records elements       Apr 234 - Jun 201     2 June 3     Tak Motion Limited     PB     Management     Approvide PMainum Renutation to MC     FOR   | Apr 2014 - Jun 2014 | 27-Jun-14       | Union Bank of India  | AGM                           | Management                                  |   | FOR  | FOR                                | growth purpose. Moreover, it would make bank more  |
| Par 2014 - Jun 2014         Zitum ks         Tell A Motors Limited         PR         Management         Approved for Minima Remutation to Min.         FOR         FOR         Na Concerns identified.           Apr 2014 - Jun 2015         Zitum ks         Tab Motors Limited         PR         Management         Approved for antification of access         FOR         FOR         No Concerns identified.           Apr 2014 - Jun 2016         Zitum ks         Tab Motors Limited         PR         Management         Creation of Charge         FOR         No Concerns identified.           Apr 2014 - Jun 2016         Zitum ks         Tab Motors Limited         PR         Management         Creation of Charge         FOR         No Concerns identified.           Apr 2014 - Jun 2016         Johan 4k         Tab Motors Limited         PR         Management         Creation of Charge         FOR         No Concerns identified.           Apr 2014 - Jun 2016         Johan 4k         LARS Transportation         PR         Management         Creation of Charge         FOR         FOR         Tell Arterial Voting Instruction could not processele local tacce with the Arterial Voting Instruction could not processele local tacce with the Arterial Voting Instruction could not processele local tacce with the Arterial Voting Instruction could not processele local tacce with the Arterial Voting Instruction could not processele local tacce Voting Kargement         FOR   | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | РВ                            | Management                                  |   | FOR  | FOR                                |  |
| Add 2014 - Jun 2015       27 Junit 1       Hat Metron Limited       PB       Management       regression for secting law function       FOR       FOR       No Concerns identified.         Add 2014 - Jun 2016       27 Junit 1       Tata Motors Limited       PB       Management       recrease in forowing limit       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2016       27 Junit 1       Tata Motors Limited       PB       Management       recrease in forowing limit       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2016       27 Junit 1       Tata Motors Limited       PB       Management       indencification of inforoconverbite Debettions       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2016       30 Junit 1       InERS Transportation       PB       Management       increase in forowing limit.       FOR       FOR       The investes Companies curved for varing inde algued.         Apr 2014 - Jun 2018       30 Junit 2       REST Transportation       PB       Management       season of Charge       FOR       FOR       The aforeaid voting instruction could not processed bace.         Apr 2014 - Jun 2018       30 Junit 2       REST Transportation       PB       Management       season of Charge       FOR       FOR       No Concerns identified.   | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | РВ                            | Management                                  | Approval for Minimum Remuneration to Mr.                          | FOR  | FOR                                | No Concerns identified.  |
| par 2014 - Jun 2014       27 Jun 34       Fata Motors Limited       Pig       Management       Increase in Romouning limit       POR       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       27 Jun 14       Table Motors Limited       Pig       Management       Creation of Charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       27 Jun 14       Table Motors Limited       Pig       Management       Social for Non- convertible Debentures infrom the intervent information and intervent information and intervent information and intervent infrom the intervent infrom the intervent information and intervent information and intervent information intervent information and intervent intervent information and intervent intervent   | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | PB                            | Management                                  | Approval for ratification of excess                               | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2018     Zyanical     Pipe     Management     Creation of Charge     FOR     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2018     22 Jun 14     Tata Motors Limited     PB     Management     Subscriptions for Account Table Debetitures<br>brough Private Placement basis     FOR     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2018     30-Jun 14     IL&FS Transportation<br>Networks Limited     PB     Management     Creation of Charge     FOR     FOR     FOR     The aforesaid voting instruction could not processed beac<br>the investee Companies out-off for voting had elapoed.       Apr 2014 - Jun 2014     30-Jun 14     IL&FS Transportation<br>Networks Limited     PB     Management     Creation of Charge     FOR     FOR     The aforesaid voting instruction could not processed beac<br>the investee Companies out-off for voting had elapoed.       Apr 2014 - Jun 2014     30-Jun 14     IL&FS Transportation<br>Networks Limited     PB     Management     Adoption of Accounts     FOR     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30-Jun 14     Ratis India Limited     AGM     Management     Adoption of Accounts     FOR     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30-Jun 14     Ratis India Limited     AGM     Management     Adoption of Accounts     FOR     FOR     No  | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | РВ                            | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr. 2014 - Jun 2013         Z7-Jun-34         PB         Management<br>though Private Placement basis         POR         POR         POR         Mol Concerns Identified.           Apr. 2014 - Jun 2014         30-Jun-14         IL&PS Transportation<br>Networks Limited         PB         Management<br>Increase in Borrowing limit.         FOR         FOR         The aforesaid writing instruction could not processed beca<br>the investee Companies cut-off for voting had elapsed.           Apr. 2014 - Jun 2014         30-Jun-14         IL&PS Transportation<br>Networks Limited         PB         Management<br>Seaton of Charge         FOR         FOR         For aforesaid writing instruction could not processed beca<br>the investee Companies cut-off for voting had elapsed.           Apr. 2014 - Jun 2014         30-Jun-14         IL&PS Transportation<br>Networks Limited         PB         Management<br>to sup of Non-Convertible Debentures         FOR         FOR         The aforesaid writing instruction could not processed beca<br>the investee Companies cut-off for voting had elapsed.           Apr. 2014 - Jun 2014         30-Jun-14         IL&PS Transportation<br>Networks Limited         AGM         Management<br>Adoption of Accounts         FOR         FOR         FOR         We concerns identified.           Apr. 2014 - Jun 2014         30-Jun-14         Falls india Limited         AGM         Management<br>Adoption of Accounts         FOR         FOR         No Concerns identified.           Apr.  | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014     30 - Jun - 14     Networks Limited     PB     Management     norcease in Borrowing limit     FOR     FOR     FOR     FOR     The aforeaid volting instruction could not processed beac       Apr 2014 - Jun 2014     30 -Jun - 14     L&FS Transportation     PB     Management     creation of Charge     FOR     FOR     The aforeaid volting instruction could not processed beac       Apr 2014 - Jun 2014     30 -Jun - 14     L&FS Transportation     PB     Management     Reston of Charge     FOR     FOR     The aforeaid volting instruction could not processed beac       Apr 2014 - Jun 2014     30 -Jun - 14     L&FS Transportation     PB     Management     Accounts     FOR     FOR     The aforeaid volting instruction could not processed beac       Apr 2014 - Jun 2014     30 -Jun - 14     Palis India Limited     AGM     Management     Accounts     FOR     FOR     No     No concerns identified.       Apr 2014 - Jun 2014     30 -Jun - 14     Falis India Limited     AGM     Management     Respontment of M. R. Gopplatrithan A     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30 -Jun - 14     Falis India Limited     AGM     Management     Respontment of M. R. Gopplatrithan A     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30 - Jun - 24     Falis Ind  | Apr 2014 - Jun 2014 | 27-Jun-14       | Tata Motors Limited  | РВ                            | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014       30 - Jun - 4       Networks Limited       PB       Management       Creation of Charge       FOR       FOR       Ine afforeable Vering Instruction Could not processes been into the investee Companies cut off for vorting had Edupated.         Apr 2014 - Jun 2014       30 - Jun - 4       ILEFS Transportation       PB       Management       Issue of Non- Convertible Debentures       FOR       FOR       The aforeable Vering Instruction Could not processes been the investee Companies cut off for vorting had Edupated.         Apr 2014 - Jun 2014       30 - Jun - 4       Ralls India Limited       AGM       Management       Adoption of Accounts       FOR       FOR       We are in favour of below resolutions as these are coulded at the investee Companies cut off for vorting had Edupated.         Apr 2014 - Jun 2014       30 - Jun - 4       Ralls India Limited       AGM       Management       Adoption of Accounts       FOR       FOR       FOR       Hoe Accounts identified.         Apr 2014 - Jun 2014       30 - Jun - 4       Ralls India Limited       AGM       Management       Reappointment of Mr. 8.0. Spatial Status han an as       FOR       FOR       Hoe Accounts identified.         Apr 2014 - Jun 2014       30 - Jun - 4       Ralls India Limited       AGM       Management       Reappointment of Mr. 8.0. Spatial Status han Assogi as       FOR       FOR       KoConcerns identified. <tr< td=""><td>Apr 2014 - Jun 2014</td><td>30-Jun-14</td><td></td><td>РВ</td><td>Management</td><td>Increase in Borrowing limit</td><td>FOR</td><td>FOR</td><td>The aforesaid voting instruction could not processed because<br/>the Investee Companies cut-off for voting had elapsed.</td></tr<>  | Apr 2014 - Jun 2014 | 30-Jun-14       |                      | РВ                            | Management                                  | Increase in Borrowing limit                                       | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2013       30-Jun - 14       Networks Limited       PB       Management       Issue of Non- Convertible Debentures       FOR       FOR       FOR       Interformation interistor interm reference interformation interformation   | Apr 2014 - Jun 2014 | 30-Jun-14       |                      | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014 - Jun 2014       30-Jun - 14       Ralis India Limited       AGM       Management       Adoption of Accounts       FOR       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Ralis India Limited       AGM       Management       Declaration of Dividends       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Ralis India Limited       AGM       Management       Declaration of Dividends       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Ralis India Limited       AGM       Management       Reappointment of Auditors       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Reappointment of Mr. B. D. Banerjee as Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Reappointment of Mr. F. A. Kshirsagar as Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Appointment of Mr. Prakash R. Rastogi as Independent Director for a te   | Apr 2014 - Jun 2014 | 30-Jun-14       |                      | РВ                            | Management                                  | Issue of Non- Convertible Debentures                              | FOR  | FOR                                | The aforesaid voting instruction could not processed because<br>the Investee Companies cut-off for voting had elapsed.   |
| Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Declaration of Dividends       FOR       FOR       FOR       No Concerns identified.         Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. R. Gopalakrishnan as<br>Director       FOR       FOR       FOR       No Concerns identified.         Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. B. D. Banerjee as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. E. A. Kshirsagar as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014       Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2  | Apr 2014 - Jun 2014 | 30-Jun-14       | Punjab National Bank | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | We are in favour of below resolutions as these are routine<br>business matters.  |
| Apr 2014 Jun 201       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. R. Gopalakrishnan as<br>Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. B. D. Banerjee as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. F. A. Kshirsagar as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Reappointment of Mr. F. A. Kshirsagar as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Mr. Prakash R. Ratogi as<br>Independent Director for a term of 5 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14 <td></td> <td></td> <td></td> <td></td> <td>-</td> <td></td> <td></td> <td></td> <td></td>   |                     |                 |                      |                               | -   |   |  |                                    |  |
| Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Reappointment of Auditors       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Appointment of Mr. B. D. Banerjee as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Reappointment of Mr. F. A. Kshirsagar as<br>Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Appointment of Mr. F. A. Kshirsagar as<br>Independent Director for a term of 5 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Appointment of Mr. Prakash R. Rastogi as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30 - Jun - 14       Rallis India Limited </td <td></td> <td></td> <td></td> <td></td> <td></td> <td>Reappointment of Mr. R. Gopalakrishnan as</td> <td></td> <td></td> <td></td>  |                     |                 |                      |                               |   | Reappointment of Mr. R. Gopalakrishnan as                         |  |                                    |  |
| Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Independent Director for a term of 2 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Mr. Prakash R. Rastogi as<br>Independent Director for a term of 5 years       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Punita Kumar-Sinha as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Cr. Punita Kumar-Sinha as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       To appr  |                     |                 |                      |                               |   | Reappointment of Auditors<br>Appointment of Mr. B. D. Banerjee as |  |                                    |  |
| Apr 2014 - Jun 2014       30-Jun-14       Rains india Limited       AGM       Management       Independent Director for a term of 5 years       FOR       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Y. S. P. Thorat as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Punita Kumar-Sinha as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Ratification of Cost Auditors' remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Co aprove borrowing limits of the Company  | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014       30-Jun - 14       Raliis india Limited       AGM       Management       Independent Director       FOR       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Appointment of Dr. Punita Kumar-Sinha as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Creation of Cost Auditors' remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       Rallis India Limited       AGM       Management       Creation of charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun - 14       ICICI Bank Limited       AGM       Management       Creation of Accounts       FOR       FOR       No Concerns identified. </td <td>Apr 2014 - Jun 2014</td> <td>30-Jun-14</td> <td>Rallis India Limited</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No Concerns identified.</td>  | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Appointment of Dr. Punita Kumar-Sinha as<br>Independent Director       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Ratification of Cost Auditors' remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       To approve borrowing limits of the Company       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Creation of charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Creation of Accounts       FOR       FOR       No Concerns identified.   | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Revision in Managing Director's remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Ratification of Cost Auditors' remuneration       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       To approve borrowing limits of the Company       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Creation of charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Creation of charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Adoption of Accounts       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Declaration of Dividends on Preference shares       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 201   | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  | Appointment of Dr. Punita Kumar-Sinha as                          | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       To approve borrowing limits of the Company       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       Rallis India Limited       AGM       Management       Creation of charge       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Adoption of Accounts       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Adoption of Accounts       FOR       FOR       No Concerns identified.         Apr 2014 - Jun 2014       30-Jun-14       ICICI Bank Limited       AGM       Management       Declaration of Dividends on Preference shares       FOR       FOR       No Concerns identified.   | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  |   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014     30-Jun-14     Rallis India Limited     AGM     Management     Creation of charge     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30-Jun-14     ICICI Bank Limited     AGM     Management     Adoption of Accounts     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30-Jun-14     ICICI Bank Limited     AGM     Management     Adoption of Accounts     FOR     FOR     No Concerns identified.  | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  | Ratification of Cost Auditors' remuneration                       | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014     30-Jun-14     ICICI Bank Limited     AGM     Management     Adoption of Accounts     FOR     FOR     No Concerns identified.       Apr 2014 - Jun 2014     30-Jun-14     ICICI Bank Limited     AGM     Management     Declaration of Dividends on Preference shares     FOR     FOR     No Concerns identified.  | Apr 2014 - Jun 2014 | 30-Jun-14       | Rallis India Limited | AGM                           | Management                                  | To approve borrowing limits of the Company                        | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014     30-Jun-14     LICICI Bank Limited     AGM     Management     Declaration of Dividends on Preference shares     FOR     FOR     FOR  |                     |                 |                      |                               |   | -   |  |                                    |  |
| Line Cleanse contraction of the |                     |                 |                      |                               |   |   |  |                                    |  |
|   |                     |                 | ICICI Bank Limited   |                               | -   | Declaration of Dividends on Equity shares                         |  |                                    |  |
| Apr 2014 - Jun 2014     30-Jun-14     ICICI Bank Limited     AGM     Management<br>Management     Reappointment of Mr. K. Ramkumar as<br>executive director     FOR     FOR     No Concerns identified.   |                     |                 | ICICI Bank Limited   |                               |   | Reappointment of Mr. K. Ramkumar as                               |  | FOR                                |  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Re-appointment of Auditors   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Appointment of Branch auditors and fix their<br>remuneration   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Re-appointment of Mr. V. K. Sharma as<br>Director  | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Re-appointment of Mr. Rajiv Sabharwal as   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Whole-time Director<br>Alteration in Articles of Association   | FOR  | FOR                                | No Concerns identified.  |
| Apr 2014 - Jun 2014                        | 30-Jun-14              | ICICI Bank Limited                 | AGM                           | Management                                  | Increase the Borrowing limit   | FOR  | FOR                                | No Concerns identified.  |
| -  |                        | ICICI Bank Limited                 |                               | 0   | _  |  |                                    |  |
| Apr 2014 - Jun 2014<br>Jul 2014 - Sep 2014 | 30-Jun-14<br>09-Jul-14 | L G Balakrishnan                   | AGM<br>AGM                    | Management<br>Management                    | Issue of Securities by way of Private placement<br>Adoption of Accounts                                | FOR  | FOR<br>FOR                         | No Concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Confirm the Interim Dividend and declare Final   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | dividend on Equity shares<br>Re-appointment of Sri. V. Rajvirdhan as                                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Director<br>Re-appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Appointment of Dr. T. Balaji as Director<br>Appointment of Sri. V. Govindarajulu as                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Appointment of Sri. P. Balasubramanian as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Appointment of Sri. P. Shanmugasundaram as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | Appointment of Sri. R. Vidhya Shankar as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | L G Balakrishnan                   | AGM                           | Management                                  | To enter into contracts and/or agreements  | FOR  | FOR                                | Company has given detailed disclosure of related party<br>transaction and amounts involved are not material enough   |
|  |                        |                                    |                               |   | with related parties To enter into contracts and/or agreements   |  |                                    | to impact the shareholders interest adversely.<br>Company has given detailed disclosure of related party   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Jul-14<br>09-Jul-14 | L G Balakrishnan<br>Shriram Trans. | AGM<br>AGM                    | Management                                  | with related parties Adoption of Accounts  | FOR  | FOR                                | transaction and amounts involved are not material enough<br>to impact the shareholders interest adversely.<br>No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management<br>Management                    | Declaration of Dividends   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Re-appointment of Mr. Arun Duggal as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Not to fill Vacancy Caused by retirement of Mr.<br>M. S. Verma, Independent Director of the<br>Company | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Re-appointment of Mr. S. M. Bafna as<br>Independent Director of the Company                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Appointment of Mr. Puneet Bhatia as Non-<br>executive Director of the Company                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Appointment of Mr. Gerrit Lodewyk Van<br>Heerde as Non-executive Director of the<br>Company            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Increase in Borrowing limit and Creation of<br>Charge  | FOR  | FOR                                | The moneys (apart from temporary loans obtained/to be<br>obtained from the bankers by way of cash credit limits and<br>working capital demand loans in the ordinary course of<br>business) borrowed by the Company and outstanding as at<br>March 31, 2014 amounted to Rs 35,924.61 Cr. The Company<br>has plans to disburse about Rs 30,000 Cr during the current<br>year for financing the commercial vehicles, multi-utility<br>vehicles, three wheelers, tractors, passenger vehicles etc.   |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Issue of Debt securities to Qualified<br>Institutional Buyers  | FOR  | FOR                                | This is an enabling resolution. The Company has not<br>disclosed the amount for which the debentures are to be<br>issued. However, it has disclosed that the issue will be made<br>within the borrowing limit approved by the shareholders. As<br>the debentures to be issued are not convertible into equity<br>shares (and thus the issue will not affect the interests of<br>common shareholders) no concern has been identified.   |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Shriram Trans.                     | AGM                           | Management                                  | Alteration in Articles of Association  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Future Retail                      | EGM                           | Management                                  | Preferential Issue of Equity Shares  | FOR  | FOR                                | The Company has adequately justified why it is going for a<br>preferential issue instead of a rights issue and no other<br>concern has been identified.  |
| Jul 2014 - Sep 2014                        | 09-Jul-14              | Future Retail                      | EGM                           | Management                                  | Preferential Issue of Equity Warrants  | FOR  | AGAINST                            | By issuing warrants, the Company will receive only 25 %<br>capital immediately and the remaining 75 % may (or may<br>not) come in within 18 months (sufficient time to finish a<br>rights issue) into the Company. Therefore, it can be<br>concluded that the Company does not have an urgent need<br>for funds (it would have issued more equity shares instead of<br>warrants had there been an urgent funding requirement).<br>Since the preferential issue of warrants may have a negative<br>dilution effect on public shareholding |
| Jul 2014 - Sep 2014                        | 10-Jul-14              | Bank of India                      | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 10-Jul-14<br>10-Jul-14 | Bank of India<br>Bank of India     | AGM<br>AGM                    | Management<br>Management                    | Declaration of Dividends<br>Issue of Securities & Non-convertible<br>debentures                        | FOR  | FOR<br>FOR                         | No concerns identified.<br>Bank needs to raise capital both equity and debt to adhere<br>to norms of BASEL 3 requirements and growth requirements.<br>This would strengthen the bank and also support future   |
| Jul 2014 - Sep 2014                        | 10-Jul-14              | Idea Cellular                      | EGM                           | Management                                  | Preferential issues of Equity shares   | FOR  | FOR                                | growth.<br>Since the proposed preferential allotment is as per an<br>agreement between the Company and the proposed allottee<br>which was earlier approved by shareholders, the proposed   |
| Jul 2014 - Sep 2014                        | 11-Jul-14              | Sesa Sterlite                      | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | issue is in order.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Jul-14              | Sesa Sterlite                      | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | No concerns identified.  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Re-appointment of Mr. G.D Kamat as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Re-appointment of Mr.Ravi Kant as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Appointment of Auditors  | FOR  | ABSTAIN                            | Non-audit compensation is higher than audit compensation<br>for current auditors   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Re-appointment of Mr. Mahendra Singh Mehta<br>as Director and CEO of the Company   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Re-appointment of Mr.Thomas Albanese as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Appointment of Mr. Tarun Jain as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Appointment of Mr. Din Dayal Jalan as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Payment of commission to NEDS  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | payment of Commission to Independent / Non-<br>Executive Directors of the Company and<br>erstwhile Sterlite Industries (India) Limited | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sesa Sterlite    | AGM                           | Management                                  | Appointment of Cost Auditors & fixing their<br>remuneration  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | This is a standard resolution. The Company has sufficient<br>cash to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Re-appointment of Mr. Ramakrishnan<br>Prabhakaran as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | The appoint M/s S.R. Batliboi & Associates LLP as the<br>Statutory Auditors of the Company for a term of 3 years. This<br>is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Appointment of Mr. Meleveetil Damodaran as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Appointment of Dr. Saibal Kanti Gupta as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Appointment of Mr. Ramachandra<br>Venkatasubba Rao as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Appointment of Mr. Anup Sanmukh Shah as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Revision of remuneration of Mr. Ravi PNC<br>Menon  | FOR  | FOR                                | The Company has increased the upper limit of Variable Pay<br>for Mr. Menon from 2% of the net profits to 2% of the<br>consolidated profits. Not major concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Re-appointment of Mr. Jagdish Chandra<br>Sharma as Vice-Chairman & Managing Director   | FOR  | FOR                                | The Company has not disclosed Notice Period, Severance Pay<br>and minimum remuneration payable to Mr. Sharma in case<br>of inadequacy of profits. In absence of such disclosure, it is<br>being assumed that minimum remuneration payable to Mr.<br>Sharma will be is a function of Effective Capital of the<br>Company as per Schedule V of the Companies Act, 2013. No<br>other concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Re-appointment of Mr. Ramakrishnan<br>Prabhakaran as Dy. MD  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Commission to Non- Executive Directors   | FOR  | FOR                                | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Since absence of such disclosures may lead to<br>conflict of interest situations, we would normally<br>recommend that shareholders vote against the resolution.<br>However, since the Company has been fair in remunerating<br>its directors in the last 5 years, we recommend voting FOR<br>the resolution provided that the Company places an absolute<br>cap on commission payable to the directors. |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Change of name of the Company from Sobha<br>Developers Limited to Sobha Limited  | FOR  | FOR                                | To change the name of the Company from "Sobha<br>Developers Ltd" to "Sobha Ltd" . No concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Approval for Borrowing limits  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Sobha Developer. | AGM                           | Management                                  | Issue of Non-Convertible Debentures on a<br>Private Placement basis  | FOR  | FOR                                | This is an enabling resolution. The Company intends to raise<br>funds by issue of non-convertible debentures up to `2,000<br>Crores to meet future fund requirements. As the<br>bonds/debentures to be issued are redeemable and not<br>convertible into Equity Shares (and thus, will not affect the<br>common shareholders), no concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Larsen & Toubro  | РВ                            | Management                                  | Creation of charge on total assets of Company  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Larsen & Toubro  | РВ                            | Management                                  | Issue of Equity shares and other convertible<br>bonds through QIP  | FOR  | FOR                                | Enabling resolution only, actual issue only in case of genuine need  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Larsen & Toubro  | РВ                            | Management                                  | Private placement of Non- convertible debentures   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Jul-14       | Larsen & Toubro  | PB                            | Management                                  | Alteration in Articles of Association<br>Alteration in Objects clause of Memorandum  | FOR  | FOR                                | No concerns identified.<br>This is an enabling resolution. No concern has been   |
| Jul 2014 - Sep 2014 | 12-Jul-14       | P I Inds.        | PB                            | Management                                  | of Association   | FOR  | FOR                                | identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 12-Jul-14              | P I Inds.                          | PB                            | Management                                  | Sceheme of Amalgamation  | FOR  | FOR                                | Scheme of Amalgamation provides for the amalgamation of<br>Parteek Finance and Investment Company Limited<br>("Parteek") with PI Industries Limited ("PilL"). Parteek is the<br>holding company of PI Industries Limited and forms part of<br>its Promoter Group. Pursuant to the proposed<br>amalgamation, individual promoters of PilL ('Promoters')<br>would directly hold shares in PilL and there would be no<br>holding company of PilL. Post the sanction of the proposed<br>Scheme, Parteek shall stand dissolved and its shares shall get<br>extinguished. No concern has been observed regarding the<br>Scheme. |
| Jul 2014 - Sep 2014                        | 12-Jul-14              | P I Inds.                          | РВ                            | Management                                  | Approval for the Borrowing limit   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 12-Jul-14              | P I Inds.                          | PB                            | Management                                  | Creation of Charge   | FOR  | FOR                                | This is an enabling resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 12-Jul-14              | P I Inds.                          | РВ                            | Management                                  | Approval for making provision of money for<br>ESOP Trust   | FOR  | FOR                                | For the proper administration of the scheme, the company<br>has opted for the TRUST Route, under which company makes<br>temporary provision of money to the Trust, through which<br>the Trust subscribes the fully paid equity shares of the<br>Company. Once the Trust receives the money from the<br>employees with respect to exercise of options, the money so<br>collected by the Trust is utilized to repay the amount taken<br>by the Trust from the Company. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Re-appointment of Mr H Lakshmanan as<br>Director   | FOR  | FOR                                | Mr. H Lakshmanan is director in companies exceeding the<br>limits mentioned in Companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect him to comply the same during the period.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 14-Jul-14<br>14-Jul-14 | TVS Motor Co.<br>TVS Motor Co.     | AGM<br>AGM                    | Management                                  | Appointment of Auditors<br>Cessation of Directorship of Mr K S Bajpai  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 14-Jul-14<br>14-Jul-14 | TVS Motor Co.                      | AGM                           | Management<br>Management                    | To fix remuneration of the Cost Auditors   | FOR  | FOR                                | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Appointment of Mr. T. Kannan as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Appointment of Mr. C R Dua as Independent  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Director<br>Appointment of Mr Prince Asirvatham as an  | FOR  | FOR                                | No concerns identified.   |
|  |                        |                                    |                               | -   | Independent Director<br>Appointment of Mr R Ramakrishnan as an   |  |                                    |   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Independent Director<br>Appointment of Mr Hemant Krishan Singh as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | an Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | TVS Motor Co.                      | AGM                           | Management                                  | Revision in Remuneration payable to Mr.<br>Sudarshan Venu  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | Future Retail                      | РВ                            | Management                                  | Preferential allotment of warrants of the<br>Company   | FOR  | AGAINST                            | By issuing warrants, the Company will receive only 25% of<br>the capital immediately. The remaining 75% may or may not<br>come within 18 months. This reflects that company has no<br>urgent need for funds.  |
| Jul 2014 - Sep 2014                        | 14-Jul-14              | Future Retail                      | РВ                            | Management                                  | Rights issue of Equity shares and other<br>Convertible securities  | FOR  | FOR                                | Since these issues are monitored by SEBI, no concern has<br>been identified.  |
| Jul 2014 - Sep 2014                        | 15-Jul-14              | IRB Infra.Devl.                    | РВ                            | Management                                  | Alteration in Memorandum of Association  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 15-Jul-14              | IRB Infra.Devl.                    | РВ                            | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 15-Jul-14              | IRB Infra.Devl.                    | РВ                            | Management                                  | Creation of security of assets of Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 15-Jul-14              | IRB Infra.Devl.                    | PB                            | Management                                  | Increase in Borrowing limit  | FOR  | FOR                                | No concerns identified.<br>Rationale for valuation of assets for sale not duly  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | ALSTOM India                       | PB                            | Management                                  | Sale of Assets   | FOR  | AGAINST                            | communicated  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 16-Jul-14<br>16-Jul-14 | Kotak Mah. Bank<br>Kotak Mah. Bank | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Re-appointment of Mr. N. P. Sarda as Director  | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Kotak Mah. Bank                    | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Kotak Mah. Bank                    | AGM                           | Management                                  | Appointment of Auditors<br>Re-appointment of Mr. Uday S. Kotak as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Kotak Mah. Bank                    | AGM                           | Management                                  | /director and Fix his remuneration<br>Re-appointment of Mr. Dipak Gupta as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Kotak Mah. Bank                    | AGM<br>AGM                    | Management                                  | Director and fix his remuneration  | FOR  | FOR<br>FOR                         | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 16-Jul-14<br>16-Jul-14 | Kotak Mah. Bank<br>Kotak Mah. Bank | AGM                           | Management<br>Management                    | Approval for Borrowing limits<br>To increase the ceiling limit on total holdings of<br>Foreign Institutional Investors | FOR  | FOR                                | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Coal India                         | PB                            | Management                                  | Alteration in Object clause of Memorandum of<br>Association  | FOR  | FOR                                | Plan to venture into coal gasification and fertilisers forms a<br>natural forward integration for Coal India  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 16-Jul-14<br>16-Jul-14 | Bajaj Fin.<br>Bajaj Fin.           | AGM<br>AGM                    | Management<br>Management                    | Declaration of Dividends<br>Re-appointment of Rahul Bajaj as Director  | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.<br>Bajaj Fin            | AGM                           | Management                                  | Appointment of Gita Piramal as Director<br>Appointment of Nanoo Pamnani as Director                                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 16-Jul-14<br>16-Jul-14 | Bajaj Fin.<br>Bajaj Fin.           | AGM<br>AGM                    | Management<br>Management                    | and Vice-Chairman<br>Appointment of D S Mehta asDirector   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Appointment of D J Balaji Rao as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Appointment of Omkar Goswami as director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Appointment of Dipak Poddar as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              |                                    | AGM                           | Management                                  |  | FOR  | FOR                                |   |
|  |                        | Bajaj Fin.                         |                               |   | Appointment of Ranjan Sanghi as Director   |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.                         | AGM                           | Management                                  | Appointment of Rajendra Lakhotia as Director   | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.               | AGM                           | Management                                  | Modification in the Employee Stock Option<br>Scheme, 2009   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.               | AGM                           | Management                                  | Grant of options to employees of holding<br>and/or subsidiary companies, under the<br>amended Employee Stock Option Scheme,<br>2009   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Bajaj Fin.               | AGM                           | Management                                  | Issue of non-convertible debentures through<br>private placement  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | To declare dividend on equity shares.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | To appoint M/s. S. R. Batliboi & Associates LLP<br>as Statutory Auditors for the year 2014-15<br>Appointment of Mr. Mathew L Chakola as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Independent Director, upto 30th September<br>2014   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. Paul Chalissey as<br>independent director upto 30th September<br>2014  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. Mohan E. Alapatt as<br>independent director up to 28th February 2018   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. Thomas Jacob as<br>independent director up to 30th August, 2018  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Dr. John Joseph Alapatt as<br>independent director for a period of five years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Dr. Francis Alapatt as<br>independent director for a period of five years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. Salim Gangadharan as<br>independent director for a period of five years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. Cheryan Varkey as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Director<br>Appointment of Branch Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Appointment of Mr. V. G. Mathew as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | Managing Director and Chief Executive Officer<br>To alter Articles of Association of the Company<br>to incorporate changes and references due to  | FOR  | FOR                                | No concerns identified.   |
|  |                        |                          |                               |   | enforcement of Companies Act 2013<br>To increase the authorized capital of the Bank   |  |                                    |   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | from Rs. 160 Crore to Rs. 250 Crore and alter<br>Memorandum of Association to incorporate<br>such increase  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | To issue securities to raise up to Rs. 70 Crores  | FOR  | FOR                                | No concern Identified. Further raising of capital would<br>enable the bank to strengthen the balance sheet, meet the<br>basel 3 requirements and also aid future growth of the bank.                          |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | South Ind.Bank           | AGM                           | Management                                  | To ratify the existing borrowing limits of the<br>Bank of Rs. 5,000 Crore by way of special<br>resolution   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Fiem Inds.               | РВ                            | Management                                  | Approval for Related party transaction  | FOR  | FOR                                | The resolution has clearly explained the rationale for the<br>related party transactions. Also the amount of transactions<br>are not material enough to have detrimental impact on<br>Shareholder's interest. |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | Fiem Inds.               | РВ                            | Management                                  | Increase in Borrowing limit & Creation of<br>Charge   | FOR  | FOR                                | This is a enabling resolution and also in view of growing<br>needs of the company, it needs to raise borrowings from<br>time to time to meet working capital and capital expenditure<br>needs.                |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | Ratification of Borrowing limits  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | Mortgage and/or creation of security on the<br>moveable and/or immoveable properties of<br>the Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To make further investment of up to Rs. 1,000<br>crores in one or more tranches by acquisition/<br>subscription of equity shares/preference<br>shares of Prayagraj Power Generation<br>Company Limited, subsidiary of the Company | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To issue securities to raise up to Rs. 3,000<br>Crore   | FOR  | FOR                                | Enabling resolution to reducwe debt at holding company<br>level   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To allow Financial Institutions/ Banks to<br>convert their outstanding facility (outstanding<br>financial assistance amount) to ordinary equity<br>shares of the Company in the event of default<br>by the Company                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To increase the number of Directors on the<br>Board of the Company to a maximum of 20<br>Directors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To issue non-convertible securies on private<br>placement basis to raise up to Rs. 5,000 Crore  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 16-Jul-14              | JP Power Ven.            | РВ                            | Management                                  | To approve creation of charge to secure up to<br>Rs. 48,000 Crore   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto               | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto<br>Bajaj Auto | AGM                           | Management                                  | Declaration of Dividends<br>Re-appointment of Mr. Madhur Bajaj as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto               | AGM                           | Management                                  | Director  |  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Jul-14<br>17-Jul-14 | Bajaj Auto<br>Bajaj Auto | AGM<br>AGM                    | Management<br>Management                    | Re-appointment of Mr. Sanjiv Bajaj as Director<br>Appointment of Auditors   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| 2017 JCP 2014                              | 1, 301-14              | Sajaj Aato               | AGIN                          | management                                  |   | TON  | 101                                |   |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of Kantikumar R Podar as an<br>independent director                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of D J Balaji Rao as an<br>independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of D S Mehta as an independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of J N Godrej as an independent<br>director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of S H Khan as an independent<br>director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of Suman Kirloskar as an independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of Naresh Chandra as an<br>independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of Nanoo Pamnani as an<br>independent director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Auto                       | AGM                           | Management                                  | Appointment of P Murari as an independent<br>director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | This is a standard resolution. No concern identified. The<br>Company has sufficient cash to pay the dividends.            |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Re-appointment of Shri. Shyam Srinivasan as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>To appoint Joint Central Statutory Auditors of   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | the Bank<br>Appointment of Branch Auditors and fix their   | FOR  | FOR                                | No concerns identified.   |
|  | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | remuneration<br>Appointment of Shri.Harish H Engineer as   | FOR  | FOR                                |   |
| Jul 2014 - Sep 2014                        |                        |                                  |                               |   | Director<br>Appointment of Smt. Grace Elizabeth Koshie   |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | as Director<br>Appointment of Smt. Shubhalakshmi Panse as  | FOR  | FOR                                | No concerns identified.   |
|  | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>Appointment of Prof. Abraham Koshy as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>Appointment of Shri. Sudhir M Joshi as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>Appointment of CA Nilesh S Vikamsey as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>Appointment of Shri. K M Chandrasekhar as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>Appointment of Shri. Dilip G Sadarangani as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Director<br>To approve the remuneration to Shri. Shyam   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Federal Bank                     | AGM                           | Management                                  | Srinivasan<br>To approve the remuneration payable to Shri.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Jul-14<br>17-Jul-14 | Federal Bank<br>Federal Bank     | AGM<br>AGM                    | Management                                  | Abraham Chacko<br>Approval of ESOP scheme  | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Jul-14              | Federal Bank                     | AGM                           | Management<br>Management                    | Approval for Borrowing limit   | FOR  | FOR                                | This is an enabling resolution. No concern has been   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | identified.<br>This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| W12014 Car 2014                            | 17 1.1 14              | Daiai Ualdiana                   | 4614                          |   |  | 500  | 500                                | The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Jul-14<br>17-Jul-14 | Bajaj Holdings<br>Bajaj Holdings | AGM<br>AGM                    | Management<br>Management                    | Re-appointment of Mr. Rahul Bajaj as Director<br>Appointment of Auditors                             | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of Dr. Gita Piramal as an<br>independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of S H Khan as an independent director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of Nanoo Pamnani as an<br>independent director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of Naresh Chandra as an<br>independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of D J Balaji Rao as an<br>independent director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | Bajaj Holdings                   | AGM                           | Management                                  | Appointment of P Murari as an independent<br>director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 17-Jul-14              | H D F C                          | РВ                            | Management                                  | Creation of Charge to Secure Borrowings  | FOR  | FOR                                | This is an enabling resolution which will enable compliance<br>with Section 180 of the Companies Act 2013. No concern has |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | been identified in this regard.<br>This is a standard resolution. No concern has been identified<br>in this regard.       |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | No concern has been identified. The Company has sufficient<br>cash to pay the dividends.                                  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Re-appointment of Mr. V.G. Siddhartha as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Re-appointment of Mr. Janakiraman Srinivasan<br>as Director who retires by rotation                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Appointment of M/s. BSR & Co as Auditors   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Appointment of Mr. N.S.Parthasarathy and fix<br>his remuneration                                     | FOR  | ABSTAIN                            | In this regard.<br>Inadequate details on the remuneration.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | his remuneration<br>Re-appointment of Mr. Krishnakumar<br>Natarajan as Director and fix remuneration | FOR  | ABSTAIN                            | Inadequate details on the remuneration.   |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | Appointment of Mr. Rostow Ravanan as a   | FOR  | ABSTAIN                            | Inadequate details on the remuneration.   |
|  |                        |                                  |                               |   | Director and fix his remuneration  |  |                                    | No concern has been observed with respect to appointment  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree                         | AGM                           | Management                                  | To alter the term of office of Dr. Albert<br>Hieronimus as an Independent Director                   | FOR  | FOR                                | of Mr. Dr. Albert Hieronimus. His attendance record for last three years has been satisfactory.                           |

| Quarter                                    | Meeting<br>Date        | Company Name       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree           | AGM                           | Management                                  | To approve the appointment of Ms. Apurva<br>Purohit as an Independent Director and also to<br>approve the remuneration payable  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree           | AGM                           | Management                                  | To approve the appointment of Ms. Manisha<br>Girotra as an Independent Director and also to<br>approve the remuneration payable | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Mindtree           | AGM                           | Management                                  | To approve the remuneration to Non-<br>Executive/Independent Directors  | FOR  | FOR                                | Although the Company has not placed an absolute cap on<br>the commissions payable to the non-executive directors<br>including Independent Directors the total quantum is capped<br>at 1%. Further the company has stated that it will use<br>differential policy based on attendance and position in the<br>board and committees. It aims to pay differentially to<br>chairman and members. The historical distribution of<br>commissions to non-executive directors of the Company was<br>disproportionate. The company has however corrected the<br>same by specifying criteria for distributing commission.<br>Therefore, no concerns are being raised. |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | To confirm the pro-rata Dividend paid on the<br>Preference Shares of the Company  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Declaration of final dividend on Equity shares  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Re-appointment of Dr Subhash Chandra as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | Company has a period 3 years to change under New<br>Companies Act  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Appointment of Prof Sunil Sharma as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Appointment of Prof (Mrs) Neharika Vohra as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Appointment of Mr Subodh Kumar as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Appointment of Mr Subodh Kumar as   | FOR  | ABSTAIN                            | There is no cap on remuneration and no clarity on  |
| Jul 2014 - Sep 2014                        | 18-Jul-14              | Zee Entertainmen   | AGM                           | Management                                  | Executive Vice-Chairman<br>Appointment of Lord Gulam Noon as  | FOR  | AGAINST                            | remuneration package given. So we abstain<br>His past attendance record has not been good  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           |   | Independent Director<br>Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 21-Jul-14<br>21-Jul-14 | HDFC               | AGM                           | Management<br>Management                    | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>This is a standard resolution. The Company has sufficient<br>cash to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Re-appointment of Mr. D.M. Suthankar as   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Director<br>Appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Appointment of Branch Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Re-appointment of Mr. D.N. Ghosh as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Appointment of Mr. Ram S Tarneja as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Appointment of Mr. Bimal Jalan as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Appointment of Mr. B.S. Mehta as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 21-Jul-14<br>21-Jul-14 | H D F C<br>H D F C | AGM<br>AGM                    | Management<br>Management                    | Appointment of Dr. S.A. Dave as Director<br>Appointment of Mr. J.J. Irani as Director   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Appointment of MR. Nasser Munjee as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Revision in the salary range of Whole time<br>Directors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Re-appointment of Ms. Renu Sud Karnad as<br>Managing Director   | FOR  | FOR                                | Mrs. Renu Karnad is director in companies exceeding the<br>limits mentioned in Companies Act 2013. However there is<br>transition period to meet the regulatory requirements and<br>we expect them to comply the same during the period.   |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Re-appointment of Mr. V. Shrinivasan Rajnan<br>as Director  | FOR  | FOR                                | Mr. V. Shrinivasan Rajnan is director in companies exceeding<br>the limits mentioned in Companies Act 2013. However there<br>is transition period to meet the regulatory requirements and<br>we expect them to comply the same during the period.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | HDFC               | AGM                           | Management                                  | Payment of commission to Non-Executive<br>Directors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Approval for Borrowing limit  | FOR  | FOR                                | No concern has been identified. The resolution would enable<br>compliance with Section 180(1)(c) of the<br>Companies Act, 2013.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Issue of Non- convertible debentures on<br>Private placement basis  | FOR  | FOR                                | This is an enabling resolution. As the debentures to be issued<br>are not convertible into equity shares (and thus<br>the issue will not affect the common shareholders) no<br>concern has been identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | H D F C            | AGM                           | Management                                  | Issue of shares under ESOS  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | Hitachi Home       | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | Hitachi Home       | AGM                           | Management                                  | Declaration of Dividends  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient<br>cash to pay the dividends. No concern identified.   |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | Hitachi Home       | AGM                           | Management                                  | Reappointment of Mr. L G Ramakrishnan as<br>director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | Hitachi Home       | AGM                           | Management                                  | Reappointment of Mr. Anil Shah as director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 21-Jul-14              | Hitachi Home       | AGM                           | Management                                  | Appointment of auditors   | FOR  | FOR                                | No concerns Identified.  |

| Jundie goldJundie goldJundie goldJungenJungen (Manuella, Machan)Jung  | Quarter             | Meeting<br>Date | Company Name  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description                        | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---|---------------------|-----------------|---------------|-------------------------------|---|---|--|------------------------------------|--|
| m. m. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| matrix         Mathematic         National   | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| main and a landsindexModeM  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| main of main set of the set of t | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| m Bit Source         Source         Management         Managemen   | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Appointment of Mr. Ravindra Jain as           | FOR  | FOR                                | No concerns Identified.  |
| mm1.mm1.mm2FieldMiddleModeWengenerSpatial State17.0017.00State Statemm1.mm2FieldMiddleAdddMaxameMaxameMaxame17.0017.0017.00Restate State Maxamemm1.mm2FieldHighlinerAdddMaxameMiddle State Maxame17.0017.0017.00Restate State Maxamemm1.mm2FieldHighlinerAdddMaxameMaxameMaxame17.0017.00Restate Maxamemm1.mm2FieldHighlinerAdddMaxameMaxameMaxame17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxameMaxame17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxameMaxame17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxameAddd17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxame17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxame17.0017.00Restate Maxamemm2.mm2FieldHighlinerAdddMaxameMaxame17.0017.00Restate MaxAmemm2.mm2FieldHighlinerAdddMaxameMaxame17.0017.00Restate MaxAmemm2.mm2FieldHighlinerAdddMaxame  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Appointment of Mr. Vinesh Sadekar as          | FOR  | FOR                                | No concerns Identified.  |
| main control         main         magnetizet         magnetizet         magnetizet         magnetizet           al 261 - Sor 261         2.0014         Harrison         Adde         Management         exterior magnetizet of 10.5 %         Figure 2005         Figur  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| Alter         High Hope         Alter         Hegh Hope         Heg   | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns Identified.  |
| All Hess 2002         20. July Impact Mathematican Mathematin Mathamatican Mathematican Mathamatimatican Mathematica          | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                | to Mr. Tsubokut is reasonable and is aligned with the Company's size and performance. The remuneration package   |
| (a)   | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Amendments in Articles of Association         | FOR  | FOR                                | the articles of association are on account of the  |
| All Sec 201         Julian         Mathematical Markameter         Ma   | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Approval of borrowing limits                  | FOR  | FOR                                |  |
| M 251 - Sep 251         Zo M 2         Matchinese         AGM         Mangement         Agronal of ficined Party Transcrises         Long         Consumpt on the subscript on the MARGE Consumption of a particle consumpt on the MARGE Consumption of a particle consumption of a pa  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  |   | FOR  | FOR                                |  |
| Markabel Markabe | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Approval of Related Party Transactions        | FOR  | FOR                                | Company to enter into a technology transfer agreement with<br>Hitachi<br>Appliances Inc. (holding company) and to purchase raw<br>material, trading goods and spares from the Holding<br>Company (or its related parties). The Company has declared<br>that all transactions would be carried out as part of the<br>business requirement of the Company and are ensured to be<br>on arm's length basis. Further the Company is also subject to   |
| In 2014. Sp 2010         21 Juli 4         Var Tech Wahag         AdM         Management         Decision of Diodemd         PRIN  | Jul 2014 - Sep 2014 | 21-Jul-14       | Hitachi Home  | AGM                           | Management                                  | Remuneration of Cost auditors                 | FOR  | FOR                                |  |
| Al 214     4g 2014     21 Juli 4     Va Tech Wahag     AGM     Management     Anagement of Multiple Mittal as Director     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     2 Juli 4     Va Tech Wahag     AGM     Management     Againment of Autions.     FOR     F  |                     |                 | у<br>С        |                               | -   | + · ·   |  |                                    |  |
| Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Mr. Smith Clanifyania is<br>Indegendent Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Mr. Smith Clanifyania is<br>Indegendent Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Mr. Smith Statul is<br>Indegendent Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Mr. Smith Ranage and<br>Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Managing Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Val Tech Wabag     AGM     Management     Appointment of Managing Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Exde India.     AGM     Management     Appointment of Manage Director     FOR     FOR     Ko concerns identified.       Jul 2014 - Sep 2014     23-Jul-14     Exde India.     AGM     Management     Appointment of Manage   | Jul 2014 - Sep 2014 | 21-Jul-14       |               | AGM                           |   |   | FOR  | FOR                                |  |
| Jul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>insignment of Mr. Real HistoriFORFORFORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>Appointment Of Mr. Real HistoriFORFORPORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>Appointment Of Mr. Jultithrih Rao as DirectorFORFORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>Management Appointment of Mr. Jultithrih Rao as DirectorFORFORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>Management Appointment of Mr. Jultithrih Rao as DirectorFORFORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Var Tech WabagAGMManagement<br>Management<br>DirectorsFORFORFORNo concerns identifiedJul 2014 - Sep 201421-Jul 14Exide Inds.AGMManagement<br>Management<br>DirectorsFORFORFORNo concerns identifiedJul 2014 - Sep 201422-Jul 14Exide Inds.AGMManagement<br>Management<br>DirectorsFORFORFORNo concerns identifiedJul 2014 - Sep 201422-Jul 14Exide Inds.AGMManagement<br>Management<br>DirectorsFORFORFORNo concerns identifiedJul 2014 - Sep 201422-Jul 14Exide Inds.AGMManagement<br>Management<br>DirectorsFOR </td <td>Jul 2014 - Sep 2014</td> <td>21-Jul-14</td> <td>Va Tech Wabag</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No concerns identified.</td>  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2016Zi Juli 2Via Fed WahagAGMMinagementIndegendent DirectorFORFORFORNo concerns identifiedJul 2014 - Sep 201421 Juli 1Via Tech WahagAGMManagementAppointment of Mr. Japaran Das Narang as<br>Indegendent DirectorFORFORNo concerns identifiedJul 2014 - Sep 201421 Juli 1Via Tech WahagAGMManagementAppointment of Mr. Japaran Das Narang as<br>Indegendent DirectorFORFORMr. Roa steaded only 6 of the 12 Data demetting and Juli<br>Commission to be no been able on<br>dovice sufficient time to the Company's affairs.Jul 2014 - Sep 201421 Juli 1Via Tech WahagAGMManagementResison of remuneration of Managing DirectorFORFORNo concerns identified.Jul 2014 - Sep 201421 Juli 1Via Tech WahagAGMManagementAppointment of Mr. Bas NateFORFORNo concerns identified.Jul 2014 - Sep 201421 Juli 1Foik is table indis.AGMManagementAppointment of AccourtsFORFORNo concerns identified.Jul 2014 - Sep 201422 Juli 1Eide Indis.AGMManagementAppointment of Mr. Ba. Raheja as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422 Juli 1Eide Indis.AGMManagementAppointment of Mr. R.B. Raheja as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422 Juli 1Eide Indis.AGMManagementAppointment of Mr. R.B. Raheja as DirectorFORFORNo con  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  | Independent Director                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014Zi Sul-14Val tech WabagAdamManagementIndependent Director100100100100RoKonchering destingtionJul 2014 - Sep 201421 Jul 14Va Tech WabagAGMManagementAppointment of Mr. Jathirth Rao as DirectorFORFORFORMonagementMonagementAppointment of Mr. Jathirth Rao as DirectorFORFORKonchering destingtionNo Concerns identified.Jul 2014 - Sep 201421 Jul 14Va Tech WabagAGMManagementRevision of renumeration of Managing DirectorFORFORNo Concerns identified.Jul 2014 - Sep 201421 Jul 14Va Tech WabagAGMManagementRevision of renumeration of Non-ExecutiveFORFORNo Concerns identified.Jul 2014 - Sep 201422 Jul 14Exide Inds.AGMManagementAppointment of Non-ExecutiveFORFORFORNo concerns identified.Jul 2014 - Sep 201422 Jul 14Exide Inds.AGMManagementAppointment of Mr. R.B. halpia as DirectorFORFORTORNo concerns identified.Jul 2014 - Sep 201422 Jul 14Exide Inds.AGMManagementAppointment of Mr. R.B. halpia as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422 Jul 14Exide Inds.AGMManagementAppointment of Mr. R.B. halpia as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422 Jul 14Exide Inds.AGMManagementAppointment of Mr. R.B. kaparia as D  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  | Independent Director                          | FOR  | FOR                                | No concerns identified   |
| Jul 2014 - Sep 2014     21 Jul 4     Va Tech Wabag     AGM     Management     Appointment of Mr. Jaithith Rao as Director     POR     Prof.     Prof. <td>Jul 2014 - Sep 2014</td> <td>21-Jul-14</td> <td>Va Tech Wabag</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No concerns identified.</td>  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Und 2014 - Sep 201421-Jul-14Via Tech WahagAGMManagement<br>Payment of commission to Non-Executive<br>DirectorsFORFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAdoption of AccountsFORFORThis is a standard resolution. No concern has been identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementbeclaration of DividendFORFORThis is a standard resolution. The Company has sufficientJul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementRe-appointment of Mr. R.B. Raheja as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementRe-appointment of Mr. R.B. Raheja as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. R.B. Raheja as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. R.G. Kapadia as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. R.G. Kapadia as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Vijay Aggrawal as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exi  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  | Appointment of Mr. Jaithirth Rao as DIrector  | FOR  | FOR                                | Committee meetings held in the last three years. Based on<br>his attendance we believes that Mr. Rao has not been able to  |
| ull 2014 - Sep 2014       21-Jul-34       Val lect Waang       AGM       Management       Directors       FOR       FOR       FOR       FOR       This is a standard resolution. No concern has been identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Declaration of Dividend       FOR       FOR       FOR       This is a standard resolution. No concern has been identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Declaration of Dividend       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Re-appointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Nga graval as Director       FOR       F  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  | Revision of remuneration of Managing Director | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Declaration of Dividend       FOR       FOR       This is a standard resolution. The Company has sufficient cash to pay out dividends. No concern has been identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Re-appointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Re-appointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Relication of reuneration paid to M/s. Mail       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22 Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       FOR<  | Jul 2014 - Sep 2014 | 21-Jul-14       | Va Tech Wabag | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Mill 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Declaration of Unidend       FOR       FOR       FOR       ash to pay out dividends. No concern has been identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Re-appointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Repointment of Mr. R.B. Raheja as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Repointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Nijay Aggrawal as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       AGAINST       Maragement iseth Manag  | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Adoption of Accounts                          | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Lil 2014 - Sep 2014       Exide Inds.       AGM       Management       Appointment of Auditors       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Ratification of remuneration paid to M/s. Mani<br>& Co., Cost Auditor, for Y2014-15.       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       AGAINST       associate company or its holding, subsidiary or associate compan   | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Declaration of Dividend                       | FOR  | FOR                                |  |
| Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Ratification of remuneration paid to M/s. Mani<br>& Co., Cost Auditor, for FY 2014-15.       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       AGAINST         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       AGAINST         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Ms. Mona N. Desai as Director       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM <td< td=""><td></td><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td><td></td></td<>  |                     |                 |               |                               | -   |   |  |                                    |  |
| Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       & Co., Cost Auditor, for FY 2014-15.       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. R.G. Kapadia as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Mr. Vijay Aggrawal as Director       FOR       AGAINST       associate company or its holding, subsidiary or elassified as a non-independent non-executive director by the company.         Jul 2014 - Sep 2014       22-Jul-14       Exide Inds.       AGM       Management       Appointment of Ms. Mona N. Desai as Director       FOR       FOR       No concerns identified.         Jul  |                     |                 |               |                               |   |   |  |                                    |  |
| LineLi  | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014Z2-Jul-14Exide Inds.AGMManagementAppointment of Mr. Vijay Aggrawal as DirectorFORFORManagementAddints of the company of the company.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Sudhir Chand as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Sudhir Chand as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Sudhir Chand as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Sudhir Chand as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exide Inds.AGMManagementAppointment of Mr. Sudhir Chand as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201422-Jul-14Exid   | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Appointment of Mr. R.G. Kapadia as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014     22-Jul-14     Exide Inds.     AGM     Management     Appointment of Mr. Sudhir Chand as Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     22-Jul-14     Exide Inds.     AGM     Management     Payment of commission to Mr. R.G. Kapadia     FOR     FOR     No concerns identified.   | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Appointment of Mr. Vijay Aggrawal as Director | FOR  | AGAINST                            | which is a fellow subsidiary of Exide Industries Ltd. As per the<br>Companies Act 2013, any director who holds or has held the<br>position of a key managerial personnel or is or has been<br>employee of the company or its holding, subsidiary or<br>associate company in any of the three financial years<br>immediately preceding the financial year in which he is<br>proposed to be appointed cannot be classified as an<br>independent director. Therefore, Mr. Aggarwal should be<br>classified as a non-independent non-executive director by |
| Jul 2014 - Sep 2014     22-Jul-14     Exide Inds.     AGM     Management     Payment of commission to Mr. R.G. Kapadia     FOR     FOR     No concerns identified.  | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Appointment of Ms. Mona N. Desai as Director  | FOR  | FOR                                | No concerns identified.  |
|   | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Appointment of Mr. Sudhir Chand as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 22-Jul-14 WABCO India AGM Management Adoption of Accounts FOR FOR This is a standard resolution. No concern has been identified.  | Jul 2014 - Sep 2014 | 22-Jul-14       | Exide Inds.   | AGM                           | Management                                  | Payment of commission to Mr. R.G. Kapadia     | FOR  | FOR                                | No concerns identified.  |
|   | Jul 2014 - Sep 2014 | 22-Jul-14       | WABCO India   | AGM                           | Management                                  | Adoption of Accounts                          | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name               | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient<br>cash to pay out dividends. No concern has been identified. |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Mr Trevor Lucas as Director                           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Mr M Lakshminarayan as<br>Director                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Mr D E Udwadia as Director                            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Mr Narayan K Seshadri as<br>Director                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Appointment of Mr P Kaniappan as Managing<br>Director of the Company | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | WABCO India                | AGM                           | Management                                  | Payment of commission to Non- executive directors                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 22-Jul-14<br>22-Jul-14 | Thermax<br>Thermax         | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividends                     | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Re-appointment of Mrs. A. R. Aga as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           |   | Cessation of Directorship of Mr. Tapan Mitra                         | FOR  | FOR                                | No concerns identified.   |
|  |                        |                            |                               | Management                                  |  |  |                                    |   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Auditors<br>Payment of commission to Non- Executive   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Directors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Dr. Jairam Varadaraj as<br>Director                   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Dr. Valentin A.H. von Massow<br>as Director           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Dr. Raghunath A. Mashelkar as<br>Director             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Mr. Nawshir Mirza as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Jul-14              | Thermax                    | AGM                           | Management                                  | Appointment of Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Cairn India<br>Cairn India | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividends                     | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              |                            | AGM                           |   | Re-appointment of Ms. Priya Agarwal as                               | FOR  | FOR                                |   |
| -  |                        | Cairn India                |                               | Management                                  | Director   |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Cairn India<br>Cairn India | AGM<br>AGM                    | Management<br>Management                    | Appointment of Auditors<br>Appointment of Mr. Naresh Chandra as      | FOR  | FOR                                | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Cairn India                | AGM                           | Management                                  | Director<br>Appointment of Dr. Omkar Goswami as                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Cairn India                | AGM                           | Management                                  | Director<br>Appointment of Mr. Aman Mehta as Director                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Cairn India                | AGM                           | Management                                  | Appointment of Mr. Edward T Story as Director                        | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Cairn India                | AGM                           | Management                                  | Appointment of Mr. Tarun Jain as Director                            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Cairn India                | AGM                           | Management                                  | Appointment of Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Re-appointment of Mr. Jean-Pierre Floris as<br>Director              | FOR  | FOR                                | Re-appointment is in absence of nomination committee  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | Transition period of 3 years is underway  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Appointment of Mr. Shivanand Salgaocar as<br>Director                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Appointment of Mr. Pradip Shah as Director                           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Appointment of Mr. Keki Elvia as Director                            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Remuneration of Cost Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Grindwell Norton           | AGM                           | Management                                  | Reappointment of Ms. Marie-Armelle Chupin<br>as director             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Appointment of Mr. Malcolm Monteiro as<br>Director                   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Appointment of Mr. Sharad Upasani as<br>Director                     | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Appointment of Mr. Suresh Sheth as Director                          | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Revision of remuneration of Mr. Anil Khanna,<br>Managing Director    | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Blue Dart Exp.             | AGM                           | Management                                  | Alteration in Articles of Association                                | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
|  |                        |                                      |                               |   |   |  |                                    | While evaluating a scheme of amalgamation, due<br>consideration is given to the expected benefits of the<br>amalgamation along with fairness of the valuation. In the<br>proposed Scheme, the Company's business is being split into<br>Services businesses (Demerged Company) and Products<br>business (Resulting Company). The Company has provided<br>adequate rationale for the demerger and has disclosed the<br>expected benefits.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | ССМ                           | Management                                  | Scheme of Demerger between Polaris Financial<br>Technology Ltd and Intellect Design Arena Ltd | FOR  | FOR                                | Additionally, the Company is listing the shares of both the<br>demerged entities, which will provide for market price<br>discovery and liquidity for shares of the two entities. Further,<br>the Company is providing an option for shareholders to get<br>non-convertible debentures (NCDs) of face value of Rs. 42<br>per Debenture carrying interest rate of 7.75% per annum<br>redeemable at par after 90 days from date of issue, instead<br>of equity shares of the new resulting company. |
|  |                        |                                      |                               |   |   |  |                                    | On fairness principle the scheme is fair to the investors as<br>ownership of both the companies post scheme becoming<br>effective will be almost identical.  |
|  |                        |                                      |                               |   |   |  |                                    | Disclosure and transparency: On this account, the company<br>has not made proper disclosures as investors are not clear<br>about assets, revenue and profits of demerged products<br>business being transferred to Resultant Company. Absence of<br>the same will not allow shareholders to value the two<br>companies separately after scheme becoming effective.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Confirmation of Interim dividend and declaration of Final dividend for FY 2013-14             | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cash to pay out dividends. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Mr T K Kurien as Director  | FOR  | FOR                                | Mr. Kurien is qualified and eligible to be a director of the<br>Company. He has satisfactory performance record at the<br>Company. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of M/s BSR & Co. LLP as Statutory Auditors.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Mr Vyomesh Joshi as Director   | FOR  |                                    | Mr. Joshi is qualified and eligible to be a director of the<br>Company. He has satisfactory performance record at the<br>Company. No concern has been identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Wipro<br>Wipro                       | AGM<br>AGM                    | Management<br>Management                    | Appointment of Mr N Vaghul as Director<br>Appointment of Dr Ashok S Ganguly as Director       | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Dr Jagdish N Sheth as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Mr William Arthur Owens as   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Director<br>Appointment of Mr M K Sharma as Director  | FOR  | ABSTAIN                            | We tried getting clarification on Mr Sharma's directorships,<br>due to inadequate data we are abstaining from voting.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Appointment of Ms Ireena Vittal as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | Payment of commission to Non- executive<br>Directors  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Wipro                                | AGM                           | Management                                  | To amend Wipro ESOP plans   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cash to pay the dividends. No concern identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Reappointment of Mr. Abhay Agarwal as<br>director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern identified with respect to the auditors'<br>independence, performance or remuneration.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Mr. R.C. Bhargava as<br>independent director                                   | FOR  | FOR                                | Unvested portion of the ESOPs should be cancelled in view of<br>the Companies Act 2013 which forbids grant of ESOPs to<br>independent directors.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Dr. Ashok Jhunjhunwala as<br>independent director                              | FOR  | FOR                                | Unvested portion of the ESOPs should be cancelled in view of<br>the Companies Act 2013 which forbids grant of ESOPs to<br>independent directors.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Mr. Arvind Kumar as<br>independent director                                    | FOR  | FOR                                | Unvested portion of the ESOPs should be cancelled in view of<br>the Companies Act 2013 which forbids grant of ESOPs to<br>independent directors.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Mr. Raju Venkatraman as<br>independent director                                | FOR  | FOR                                | Unvested portion of the ESOPs should be cancelled in view of<br>the Companies Act 2013 which forbids grant of ESOPs to<br>independent directors.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Appointment of Mr. V Balaraman as<br>independent director                                     | FOR  | FOR                                | Unvested portion of the ESOPs should be cancelled in view of<br>the Companies Act 2013 which forbids grant of ESOPs to<br>independent directors.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Polaris Finan.                       | AGM                           | Management                                  | Payment of commissions to non-executive<br>directors  | FOR  | FOR                                | Since the Company has been fair in remunerating its<br>directors in the last 5 years, we vote for the resolution<br>provided that the Company places an absolute cap on<br>commission payable to the directors.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Alstom T&D India<br>Alstom T&D India | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividends  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Alstom T&D India                     | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Mr. Subhashchandra Manilal                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Alstom T&D India                     | AGM                           | Management                                  | Momaya as Director  | FOR  | FOR                                | No concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Alstom T&D India                     | AGM                           | Management                                  | Appointment of Mr. Chandan Roy as Director                          | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Alstom T&D India                     | AGM                           | Management                                  | Appointment of Cost Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Alstom T&D India                     | AGM                           | Management                                  | Approval for Borrowing limit  | FOR  | FOR                                | No concerns identified.<br>This is a standard resolution. No concern has been   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Sundaram Finance                     | AGM                           | Management<br>Management                    | Adoption of Accounts Declaration of Dividend                        | FOR  | FOR                                | identified. <sup>12</sup><br>This is a standard resolution. The Company has sufficient  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Sundaram Finance                     | AGM                           | -   | Appointment of Sri S Ravindran as Director                          | FOR  | FOR                                | cash to pay out dividends. No concern has been identified.  No concerns identified.   |
|  |                        | Sundarani Finance                    | Adivi                         | Management                                  | Appointment of Sil S Ravingian as Director                          |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Sundaram Finance                     | AGM                           | Management                                  | Appointment of Sri Harsha Viji as Director                          | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Sundaram Finance                     | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Sri N Venkataramani as    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Sundaram Finance<br>Sundaram Finance | AGM                           | Management<br>Management                    | Director<br>Appointment of Ms Shobhana Ramachandhran<br>as Director | FOR  | FOR                                | No concerns identified.<br>Ms. Shobhana Ramachandhran is the promoter of the TVS<br>group, which is the promoter of Sundaram Finance<br>Ltd. She has been the Managing Director of TVS Srichakra Ltd<br>for the last 28 years. As per the definition of the Companies<br>Act 2013, Ms. Ramachandhran is a promoter of the Company<br>and cannot be classified as an independent director. |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Sundaram Finance                     | AGM                           | Management                                  | Appointment of Sri S Mahalingam as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Sundaram Finance                     | AGM                           | Management                                  | Appointment of Sri A N Raju as Director                             | FOR<br>FOR   | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 23-Jul-14<br>23-Jul-14 | Mcleod Russel<br>Mcleod Russel       | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividends                    | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mr. Deepak Khaitan as                                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Director<br>Appointment of Mr. Azam Monem as Director               | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mr. Utsav Parekh as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mrs.Bamni Nirula as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Dr. Raghavachari Srinivasan as<br>Director           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mr.Bharat Bajoria as Director                        | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mr.Ranabir Sen as Director                           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Re-appointment of Mr. Aditya Khaitan as                             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Managing Director<br>Appointment of Mr.Rajeev Takru as Director     | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Appointment of Mr. Kamal Kishore Baheti as<br>Director              | FOR  | FOR                                | Received clarification (e-mail) from the company that the<br>number of public company holdings < 10 of Mr baheti.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Payment of commission to Non- Executive<br>Directors                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | Creation of charge  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Mcleod Russel                        | AGM                           | Management                                  | To ratify the remuneration of Cost Auditors                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Declaration of Dividends  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient<br>cash to pay out dividends. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri A J Suriyanarayana as<br>Director               | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Auditors and fixing their<br>remuneration            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Branch Auditors                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri K P Kumar as Director                           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri K Venkataraman as the<br>MD & CEO               | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri K K Balu as Director                            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri N S Srinath as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Shri B. Swaminathan as<br>Director                   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Appointment of Dr V G Mohan Prasad as<br>Director                   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 23-Jul-14              | Karur Vysya Bank                     | AGM                           | Management                                  | Alteration in Articles of Association                               | FOR  | FOR                                | No concern has been identified. The proposed amendments<br>in the articles are being done to incorporate<br>regulatory changes and the provisions of the Companies Act<br>2013 in the articles.   |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                     | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. The Auditors have not raised<br>any concern with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                     | AGM                           | Management                                  | Declaration of Dividends  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cash to pay the dividends. No concern identified.   |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                     | AGM                           | Management                                  | Appointment of Mr. Gireendra Kasmalkar as<br>Director               | FOR  | FOR                                | No concern has been identified regarding the directors'<br>profile or performance. The director is a Managing Director &<br>CEO of SQS India and is a promoter representative and<br>therefore not paid any remuneration by the Company.  |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                     | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern has been identified with respect to the Auditors' independence, performance or remuneration  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Appointment of Mr. K. Kumar as an<br>Independent Director  | FOR  | ABSTAIN                            | The Company has granted stock options to the independent<br>director. The Companies Act, 2013 prohibits grant of such<br>options to Independent Directors. Grant of ESOPs to<br>independent directors may affect their independence/<br>objectivity. However, since these options were granted in<br>previous years, there is no clarification on the current status<br>of the granted options. |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Appointment of Dr.S.Rajagopalan as an<br>Independent Director  | FOR  | ABSTAIN                            | The Company has granted stock options to the independent<br>director. The Companies Act, 2013 prohibits grant of such<br>options to Independent Directors. Grant of ESOPs to<br>independent directors may affect their independence/<br>objectivity. However, since these options were granted in<br>previous years, there is no clarification on the current status<br>of the granted options. |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Appointment of Mr. Rajiv Kuchhal as an<br>Independent Director   | FOR  | ABSTAIN                            | The Company has granted stock options to the independent<br>director. The Companies Act, 2013 prohibits grant of such<br>options to Independent Directors. Grant of ESOPs to<br>independent directors may affect their independence/<br>objectivity. However, since these options were granted in<br>previous years, there is no clarification on the current status<br>of the granted options. |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Appointment of Mr. Ulrich Bäumer as an<br>Independent Director   | FOR  | FOR                                | Mr. Ulrich Baumer is qualified and eligible to be a director of<br>the Company. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Re-Designation of Dr. Martin Müller as<br>Managing Director and CEO and approval of his<br>Service Agreement   | FOR  | FOR                                | Mr. Muller has the relevant background and experience<br>needed for the position of CEO of the Company.<br>Remuneration payable to him has been disclosed and<br>capped.  |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | To approve the payment of remuneration to<br>Directors other than Managing Director or<br>Whole- time Director | FOR  | FOR                                | Since the Company has been fair in remunerating its<br>directors in the past, vote FOR  |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | Thinksoft Global                   | AGM                           | Management                                  | Change in the name of the Company  | FOR  | FOR                                | Post the acquisition of the Company by SQS Software Quality<br>Systems AG, the Company is changing its name to SQS INDIA<br>BFSI Limited to include SQS in its name. No concern<br>identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 24-Jul-14<br>24-Jul-14 | M & M Financial<br>M & M Financial | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concern has been identified.  No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | M & M Financial                    | AGM                           | Management                                  | Appointment of Dr. Pawan Kumar Goenka as   | FOR  | FOR                                | No concerns identified.®  |
| Jul 2014 - Sep 2014                        | 24-Jul-14<br>24-Jul-14 |                                    | AGM                           | -   | Director   | FOR  | FOR                                |   |
|  |                        | M & M Financial                    |                               | Management                                  | Appointment of Auditors  |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 24-Jul-14<br>24-Jul-14 | M & M Financial<br>M & M Financial | AGM<br>AGM                    | Management<br>Management                    | Appointment of Mr. Piyush Mankad as Director<br>Appointment of Mr. M. G. Bhide as Director                     | FOR  | FOR                                | No concerns identified.®<br>No concerns identified.®  |
|  | 24 - 144               |                                    | 1011                          | •     | Appointment of Mr. Dhananjay Mungale as  | 500  | 500                                | No  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 24-Jul-14<br>24-Jul-14 | M & M Financial                    | AGM<br>AGM                    | Management<br>Management                    | Director<br>Appointment of Ms. Rama Bijapurkar as  | FOR  | FOR                                | No concerns identified. <sup>®</sup><br>No concerns identified. <sup>®</sup>  |
|  |                        |                                    |                               | -   | Director<br>Revision in remuneration of Mr. Ramesh lyer,   |  |                                    |   |
| Jul 2014 - Sep 2014                        | 24-Jul-14              | M & M Financial                    | AGM                           | Management                                  | MD of the Company  | FOR  | FOR                                | No concern has been identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Jul-14<br>25-Jul-14 | Biocon<br>Biocon                   | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Ms. Kiran Mazumdar Shaw as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Managing Director<br>Appointment of Auditors   | FOR  | FOR                                | Company has 3 years for transition  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Mr. Charles L Cooney as<br>Director   | FOR  | FOR                                | independent director definition starts from April 2014  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Mr. Suresh N Talwar as<br>Director  | FOR  | AGAINST                            | no of directorships is >10 which is not in compliance   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Dr. Bala S Manian as Director   | FOR  | FOR                                | independent director definition starts from April 2014  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Russell Walls as Director   | FOR  | FOR                                | no concern identified   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Ms. Mary Harney as Director   | FOR  | FOR                                | no concern identified   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Daniel M Bradbury as Director   | FOR  | FOR                                | no concern identified   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Cost Auditors of the Company  | FOR  | ABSTAIN                            | The Company has not disclosed the remuneration payable to<br>the Cost Auditors. thus we would like to abstain in light of<br>limited info.  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Approval for Borrowing limit   | FOR  | FOR                                | the company is in good financial state with networth of<br>>3000cr. and cash on books. Borrowing limit of 2000cr. is<br>acceptable from that point of view  |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Biocon                             | AGM                           | Management                                  | Appointment of Dr. Arun S Chandavarkar as<br>CEO & Joint MD  | FOR  | ABSTAIN                            | No limits have been prescribed on variable pay. since we<br>have limited info on this, we would want to abstain from<br>voting  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Jul-14<br>25-Jul-14 | ALSTOM India<br>ALSTOM India       | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Jul-14<br>25-Jul-14 | ALSTOM India                       | AGM                           | Management                                  | Appointment of Mr. S.M. Momaya as Director   | FOR  | FOR                                | Appointment is in absence of nomination committee   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Jul-14<br>25-Jul-14 | ALSTOM India                       | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | ALSTOM India                       | AGM                           | Management                                  | Appointment of Mr. K. Vasudevan as Director  | FOR  | FOR                                | Appointment is in absence of nomination committee   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | ALSTOM India                       | AGM                           | Management                                  | Appointment of Mr. Rathindra Nath Basu as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | ALSTOM India                       | AGM                           | Management                                  | Appointment of Mr. A.K. Thiagarajan as<br>Director   | FOR  | FOR                                | Appointment is in absence of nomination committee   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | ALSTOM India                       | AGM                           | Management                                  | Appointment of Dr. Uddesh Kohli as Director  | FOR  | FOR                                | Appointment is in absence of nomination committee   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | ALSTOM India                       | AGM                           | Management                                  | Remuneration of Cost Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Jul-14              | Colgate-Palm.                      | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is enabling resolution. No concern has been identified in this regard.   |

| Quarter             | Meeting<br>Date | Company Name   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|----------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Mr. Niket Ghate as Director                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of M/s Price Waterhouse as<br>Auditors                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Payment of remuneration to Cost Auditors                          | FOR  | FOR                                | No concern has been identified with respect to remuneration<br>of Cost Auditors.   |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Mr. R. A. Shah as Director                         | FOR  | AGAINST                            | Mr. R. A. Shah is a director of 15 public companies, he<br>cannot be appointed as a director of the Company unless he<br>resigns from board of at least 5 public companies. Mr. Shah<br>is a partner at M/s Crawford Bayley & Co, who are the<br>solicitors of the Company. Mr. Shah is also a director at<br>Procter & Gamble Hygiene and Healthcare Ltd, a director of<br>competitor of the Company. Such a relationship may lead to<br>conflict of interest situations.   |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Mr. P. K. Ghosh as Director                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Mr. J. K. Setna as Director                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Mr. V. S. Mehta as Director                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Jul-14       | Colgate-Palm.  | AGM                           | Management                                  | Appointment of Indu Shahani as Director                           | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. Without qualifying their<br>opinion the Auditors have emphasized the matter on the<br>order of the Competition Commission of India (CCI),<br>concerning alleged contravention of the provisions of the<br>Competition Act, 2002 and imposing a penalty of `128.54<br>crore on the company.<br>The order was appealed by the Company in COMPAT and<br>COMPAT has stayed the order on deposit of 10% amount i.e.<br>'12.85 crore, which the company has deposited. No provision<br>has been made in accounts for liability. |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. The Company recommends a<br>dividend of '3.00 per equity share. The Company has<br>sufficient cash to pay the dividends. No concern identified.   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Shri K.N.Khandelwal as<br>Director                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Shri Jagendra Swarup as | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Director<br>Appointment of Mr. Paul Hugentobler as                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Director  | FOR  | FOR                                | No concerns identified.<br>This is a standard Resolution. The Company seeks approval   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Remuneration of Cost Auditors                                     | FOR  | FOR                                | to pay M/s. K.G. Goyal & Co. remuneration of '3.40 lacs for<br>FY15.   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Shri Achintya Karati as<br>Director                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Shri Ashok Sharma as<br>Director                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Shri Jayant Narayan Godbole<br>as Director         | FOR  | AGAINST                            | Mr. Godbole holds directorship in 14 companies and has 11<br>committee membership. Mr. Godbole cannot be appointed<br>on the board unless he reduces his directorships at public<br>companies to 10.   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Dr. K.B.Agarwal as Director                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Appointment of Shri Raj Kumar Lohia as<br>Director                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | of Shri Suparas Bhandari as Director                              | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Approval for Borrowing limit                                      | FOR  | FOR                                | This is an enabling Resolution. The shareholders of the<br>Company at its 17th Annual General Meeting held on July 30,<br>2011 had approved the Resolution of borrowing limit of<br>5,000 crore. Pursuant to the provisions of Section 180 (1) (c)<br>of the Companies Act, 2013, this Resolution required to be<br>passed by Special Resolution.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling Resolution. The shareholders of the<br>Company at its 17th Annual General Meeting held on July 30,<br>2011 had approved the Resolution for creation of charge to<br>secure borrowings. Pursuant to the provisions of Section 180<br>(1) (a) of the Companies Act, 2013, this Resolution required<br>to be passed by Special Resolution.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Payment of commission to NEDs                                     | FOR  | FOR                                | Since the Company has been fair in remunerating its<br>directors in the last 5 years, we vote FOR.   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Private Placement of Non Convertible<br>Debentures                | FOR  | FOR                                | This is a standard resolution. The private placement of non-<br>convertible debentures does not impact the shareholding of<br>the existing shareholders. The amount will be within<br>borrowing limits approved by the shareholders.   |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Issue of Securities of '300 crore to QIP                          | FOR  | AGAINST                            | Existing shareholders should have first right to participate in<br>any capital issue. Any other mode of capital issue should only<br>be undertaken if the Company is in urgent need of funds. The<br>Company has not disclosed any specific reason for raising<br>equity capital, which indicates that there is no urgent<br>requirement for capital at the Company. Under such<br>circumstances, the Company should go for a right issue to<br>avoid excessive dilution (10.18% on a post-allotment basis)<br>to the shareholders.                      |
| Jul 2014 - Sep 2014 | 26-Jul-14       | J K Cements    | AGM                           | Management                                  | Alteration of Articles of Association                             | FOR  | FOR                                | No concern has been identified. The Company is amending<br>the articles to bring them in line with the Companies Act<br>2013.  |
| Jul 2014 - Sep 2014 | 26-Jul-14       | Persistent Sys | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|-------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Declaration of dividends  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Appointment of Joint Statutory Auditors   | FOR  | FOR                                | No concerns identified.<br>This is an enabling resolution. No concern has been  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 26-Jul-14<br>26-Jul-14 | Persistent Sys Persistent Sys | AGM<br>AGM                    | Management<br>Management                    | Alteration in Articles of Association To adopt Persistent Employee Stock Option   | FOR  | FOR                                | identified.<br>No concerns identified.  |
|  | 26-Jul-14              |                               |                               |   | Scheme 2014<br>grant of Stock Options to the eligible   | FOR  | FOR                                |   |
| Jul 2014 - Sep 2014                        |                        | Persistent Sys                | AGM                           | Management                                  | employees of Persistent Systems Limited and<br>its subsidiaries<br>To appoint Mr. Pradeep Kumar Bhargava as an                                |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Mr. Sanjay Kumar Bhattacharyya as<br>an Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Dr. Anant Deep Jhingran as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Mr. Prakash Telang as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Mr. Kiran Umrootkar as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Ms. Roshini Bakshi as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To appoint Mr. Mritunjay Kumar Singh as a<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | To approve related party transaction(s) being<br>entered into with Persistent Systems, Inc., USA,<br>a wholly owned subsidiary of the Company | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Increase in borrowing limit and Creation of<br>Charge   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Persistent Sys                | AGM                           | Management                                  | Cessation of Directorship of Mr. Nitin Kulkarni   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Bajaj Electrical              | РВ                            | Management                                  | Approval of Borrowing limit   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Bajaj Electrical              | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 26-Jul-14              | Bajaj Electrical              | РВ                            | Management                                  | Issue of Redeemable Non-Convertible<br>Debentures on Private Placement Basis  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 14 of the Companies Act. No concern has been<br>identified in this regard. Since the NCDs are non-convertible<br>and would be issued within the overall borrowing<br>limits of the Company, the resolution should not have any<br>adverse impact on the shareholders of the<br>Company. Therefore we vote FOR the resolution.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Mr. Takashi Shoda as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of M/s. B.S.R & Co. LLP as Auditors of the Company.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Dr.AnthonyB.Wild as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Mr. Akihiro Watanabe as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Mr.BercyB.Shroff as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Mr.Bajesh Shah as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Payment of commission to NEDs   | FOR  | ABSTAIN                            | The Company made a loss '878.99 in 15 month period<br>ending March 31, 2014. The Company seeks approval<br>for payment of remuneration other than sitting fee of '50<br>lacs to Non-Executive Directors and '100 lacs to<br>Independent Directors. Although the company made a loss in<br>the current year, the company has had a history of profitable<br>growth over many years with some negative years. Further,<br>the business of the company is getting robust and post<br>takeover by Sun Pharma, may see a good improvement. In<br>the absence of clarity on what the additional remuneration<br>to NEDs and IDs would be, it would thus be better to abstain<br>from the voting |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Revision in remuneration of Mr. Arun Sawhney  | FOR  | FOR                                | While in past the Company has paid full remuneration to Mr.<br>Sawhney despite making losses, under the<br>present resolution, payments will be governed by provisions<br>of Companies Act 2013 and remuneration will be<br>capped as per Schedule V of the Act.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Appointment of Directors for subsidiary of the<br>Company   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Approval for Borrowing limit  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Ranbaxy Labs.                 | AGM                           | Management                                  | Remuneration of Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Jul-14<br>28-Jul-14 | Ranbaxy Labs.<br>Praj Inds.   | AGM<br>AGM                    | Management<br>Management                    | Report of the Board of Directors<br>Adoption of Accounts  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Jul-14<br>28-Jul-14 | Praj Inds.<br>Praj Inds.      | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                    | AGM                           | Management                                  | Re-appointment of Ms. Parimal Chaudhari as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                    | AGM                           | Management                                  | Director<br>Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                    | AGM                           | Management                                  | Cessation of directorship of Mr.Utpal Sheth   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                    | AGM                           | Management                                  | Appointment of Mr. Berjis Desai as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name               | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Appointment of Mr. Kishor Chaukar as Director  | FOR  | FOR                                | Management has clarified that Mr Chaukar will be complying with section 165 of companies act 2013 by march 2015   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Appointment of Mr. Prakash Kulkarni as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Appointment of Mr. Rajiv Maliwal as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Appointment of Mr. Sivaramakrishnan S. Iyer<br>as an Independent Director                                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Related Party Transactions with Pacecon<br>Engineering Projects Limited and Praj<br>Foundation             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Payment of commission to NEDs up to 3% of<br>net profits   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Praj Inds.                 | AGM                           | Management                                  | Approval for Remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Jul-14<br>28-Jul-14 | Blue Star<br>Blue Star     | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of Mr. Vir S. Advani as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of M/s SRBC & Co. as Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of Ms. Shobana Kamineni as<br>Director   | FOR  | FOR                                | Ms Kamineni is currently on board of 12 public companies,<br>but management has assured us that she will resign from 2<br>companies during the transition period  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of Mr. Pradeep Mallick as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Director<br>Appointment of Mr. Gurdeep Singh as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of Mr. Shailesh Haribhakti as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | DIrector<br>Appointment of Mr. M. K. Sharma as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Appointment of Mr. Satish Jamdar as MD of  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14<br>28-Jul-14 | Blue Star                  | AGM                           | Management                                  | the Company<br>Remuneration of Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | Blue Star                  | AGM                           | Management                                  | Payment of commission to Non- Executive<br>Directors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cash to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | The Companies Act 2013 and the Rules thereunder provide a transition period of 3 years.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Alteration in Articles of Association  | FOR  | AGAINST                            | Appointing the same person as CEO and Chairman of the<br>Company increases the concentration of control, especially<br>given that the Companies Act 2013 indicates that the roles<br>should be separated. |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Appointment of Shri.P.R.Ramasubrahmaneya<br>Rajha as Director  | FOR  | AGAINST                            | Since Mr. Rajha is a director at 14 public companies, he<br>cannot be appointed as a director of the Company unless he<br>resigns from board of at least 4 companies.                                     |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Appointment of Shri.R.S.Agarwal as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Appointment of Shri.M.B.N.Rao as Director  | FOR  | AGAINST                            | Since Mr. Rao is a director at 15 public companies, he cannot<br>be appointed as a director of the Company unless he resigns<br>from board of at least 5 companies.                                       |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Appointment of Shri.M.M.Venkatachalam as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Approval for Borrowing limit   | FOR  | FOR                                | This is an enabling resolution to ensure compliance with<br>Section 180 of the Companies Act 2013. No concern<br>has been identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | The Ramco Cement           | AGM                           | Management                                  | Change in the Registered Office of the<br>Company  | FOR  | FOR                                | This is an enabling resolution and no concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Jul-14<br>28-Jul-14 | K E C Intl.<br>K E C Intl. | AGM<br>AGM                    | Management<br>Management                    | Declaration of dividend<br>Reappointment of Mr. H. V. Goenka as Director                                   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Reappointment of Mr. A. T. Vaswani as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Director<br>Reappointment of Deloitte Haskins & Sells as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | auditors To appoint branch auditors in consultation  | FOR  | FOR                                | No concerns identified.   |
|  |                        |                            |                               |   | with Statutory Auditors of the Company Appointment of Mr. Vinayak Chatterjee as                            |  |                                    |   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. S. S. Thakur as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Appointment of Mr. S. S. Makar as<br>Independent Director<br>Appointment of Mr. G. L. Mirchandani as an    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Appointment of Mr. C. E. Michailan as an<br>Independent Director<br>Appointment of Mr. D. G. Piramal as an | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Appointment of Mr. D. G. Franaras an<br>Independent Director<br>Appointment of Mr. S. M. Kulkarni as an    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Appointment of Mr. S. M. Trehan as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Jul-14<br>28-Jul-14 | K E C Intl.<br>K E C Intl. | AGM<br>AGM                    | Management<br>Management                    | Ratification of borrowing limits<br>Creation of Charge to secure borrowings                                | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 28-Jul-14              | K E C Intl.                | AGM                           | Management                                  | Issue of non-convertible debentures on private placement basis   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                    | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
|  |                        |                            |                               |   |  |  |                                    |   |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 29-Jul-14              | IDFC                             | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cash to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | Appointment of Mr. Joseph Dominic Silva as a<br>director  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | IDFC                             | AGM                           | Management                                  | Appointment of Auditors<br>Reappointment of Mr. S.H. Khan as an   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | independent director  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | Reappointment of Mr. Gautam Kaji as an<br>independent director  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | Reappointment of Mr. Donald Peck as an<br>independent director  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | Approval for Borrowing limit  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | IDFC                             | AGM                           | Management                                  | Private placement of Non- convertible<br>securities   | FOR  | FOR                                | This is an enabling resolution. The Securities to be issued are<br>not convertible into equity shares (and thus the<br>issue will not affect the common shareholders). No concern<br>has been identified.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | IDFC                             | AGM                           | Management                                  | Further issue of shares   | FOR  | FOR                                | Issuance of shares would be done to raise capital. IDFC has<br>got banking license and need to make investments to setup<br>branches and also to meet future growth requirments.<br>hence, we find no major concerns in the raising of capital.   |
| Jul 2014 - Sep 2014                        | 29-Jul-14              | I D F C                          | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | No concern has been identified. The amendment in the<br>object clause of the articles would permit the<br>Company to pursue banking related activities.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Adoption of Accounts<br>Declaration of Dividend on for Non-convertible                                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Preference Shares   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Appointment of Mr. Virendra Vermal as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Appointment of Mr. Subir Dasgupta as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Appointmen tof Mr. Asim Barman as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | McNally Bharat<br>McNally Bharat | AGM<br>AGM                    | Management<br>Management                    | Appointment of Auditors<br>Creation of Charge   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Increase in borrowing limit   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | To make inter corporate loans, give<br>guarantees, provide securities aggregating up<br>to Rs. 2000 Crore | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | To increase Authorized Share Capital of the<br>Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | To alter Articles of Association to incorporate<br>increase in Authorized share capital                   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | McNally Bharat                   | AGM                           | Management                                  | Issue of securities to raise up to Rs. 250 Crore  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Appointment of Anand Narain Bhatia as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Appointment of M.B.N. Rao as Independent<br>Director  | FOR  |                                    | Mr. Rao is a director at 15 public companies. In our opinion,<br>he cannot be appointed as a director of the Company unless<br>he resigns from board of at least 5 companies. Therefore, we<br>vote AGAINST the resolution, unless Mr. Rao reduces his<br>directorships at public companies to 10 prior to the AGM. |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Shyamala Gopinath as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | EID Parry<br>EID Parry           | AGM<br>AGM                    | Management<br>Management                    | Appointment of V. Manickam as Director<br>Appointment of V. Ramesh as Director                            | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Ratification of borrowing limits  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Creation of charge  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Fix remuneration of cost auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Issue of redeemable non-convertible<br>debentures   | FOR  | FOR                                | This is an enabling resolution. The debentures to be issued<br>are not convertible into equity shares (and thus the<br>issue will not affect the common shareholders.). No concern<br>has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | EID Parry                        | AGM                           | Management                                  | Payment of commission to non-executive<br>directors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | Jindal Steel<br>Jindal Steel     | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividends  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Shri Ratan Jindal as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Smt. Shallu Jindal as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointmen tof Shri K. Rajagopal as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Shri Arun Kumar Purwar as<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Shri Haigreve Khaitan as<br>Independent Director   | FOR  | ABSTAIN                            | Mr Khaitan is on boards of more than 10 public companies  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Shri Hardip Singh Wirk as<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Appointment of Shri Ram Vinay Shahi as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                     | AGM                           | Management                                  | Independent Director<br>Appointment of Shri Arun Kumar as   | FOR  | ABSTAIN                            | Attendance issues   |
|  |                        |                                  |                               |   | Independent Director  |  |                                    |   |

| Quarter                                    | Meeting<br>Date        | Company Name                 | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Appointment of Shri Sudershan Kumar Garg as<br>Independent Director                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | Jindal Steel<br>Jindal Steel | AGM<br>AGM                    | Management<br>Management                    | Payment of commission to NEDs<br>Ratify remuneration to Cost Auditors              | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Revision in remuneration payable to Mr.<br>Naveen Jindal, Chairman of the Company  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Alteration in Articles of Association  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Revision in remuneration payable to Mr Ravi<br>Uppal, MD, Group CEO of the Company | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Revision in remuneration of Shri K. Rajagopal,<br>Group CFO & Director             | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Jindal Steel                 | AGM                           | Management                                  | Revision in remuneration of Shri Dinesh Kumar<br>Saraogi, Wholetime Director       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Infosys                      | EGM                           | Management                                  | Appointment of Dr. Vishal Sikka as CEO &<br>Managing Director                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Infosys                      | EGM                           | Management                                  | Appointment of Mr. K.V. Kamath as an<br>Independent Director                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Infosys                      | EGM                           | Management                                  | Appointment of Mr. R. Seshasayee as an<br>Independent Director                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard enabling resolution. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | No concern has been identified. The Company has sufficient cash to pay the dividend.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Re-appointment of Mr. Krishnamoorthy<br>Vaidyanath as DIrector                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | The Companies Act 2013 and the Rules there under provide a   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | To approve maximum number of Board   | FOR  | FOR                                | transition period of 3 years.<br>This is an enabling resolution. No concern has been   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ΙΤС                          | AGM                           | Management                                  | members<br>Revision in remuneration of Executive directors                         | FOR  | ABSTAIN                            | identified in this regard.<br>Mr. Deveshwar is a member of Nomination & Compensation<br>Committee of the Committee. This could lead to conflict of<br>interests situations. Since there is limited clarity on whether<br>Mr. Deveshwar recused himself from the meeting of the<br>Remuneration Committee in which his remuneration was<br>fixed, we abstain. |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Re-appointment of Mr. Nakul Anand as a<br>Direct                                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Re-appointment of Mr. Pradeep Vasant<br>Dhobale                                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Appointment of Mr. Shilabhadra Banerje as<br>Independent Director                  | FOR  | ABSTAIN                            | The Company has not disclosed the directorships and<br>committee memberships/ chairmanships of Mr. Shilabhadra<br>Banerjee in Indian Public companies. No other major concern<br>has been identified. Since there is limited clarity, we abstain.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Appointment of MR. Robert Lerwill as Director                                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Appointment of Mr. Suryakant Balkrishna<br>Maina as Director                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | ITC                          | AGM                           | Management                                  | Alteration in articles of Association  | FOR  | FOR                                | This is an enabling resolution under Section 14 of the<br>Companies Act. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Appointment of Dr. Kamal K. Sharma as<br>Director                                  | FOR  | ABSTAIN                            | Inadequate information on the nomination committee<br>requirements   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Dr. Vijay Kelkar as an                   | FOR  | FOR                                | Company has time to transition to new auditors<br>Inadequate information on the nomination committee   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. Richard Zahn as an                      | FOR  | ABSTAIN                            | requirements<br>Inadequate information on the nomination committee   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Independent Director   | FOR  | ABSTAIN                            | requirements   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Appointment of Mr. R. A. Shah as an<br>Independent Director                        | FOR  | ABSTAIN                            | Inadequate information on whether Mr. R.A.Shah has<br>resigned from additional directorships   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Appointment of Dr. K. U. Mada as an<br>Independent Director                        | FOR  | FOR                                | Company has a transition period  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Mr. Dileep C. Choksi as an Independent<br>Director                                 | FOR  | ABSTAIN                            | inadequate information on the nomination committee<br>requirements   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Ratify the remuneration of Cost Auditors   | FOR  | FOR                                | No concerns identified.<br>No concern has been identified. This is a standard enabling   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Lupin                        | AGM                           | Management                                  | Creation of Charge   | FOR  | FOR                                | resolution.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | THis is a standard resolution. THe Company has sufficient<br>cash to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14<br>30-Jul-14 | Arvind Ltd                   | AGM<br>AGM                    | Management                                  | Appointment of Mr. Sanjay S. Lalbhai as<br>Director                                | FOR  | FOR<br>FOR                         | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | Arvind Ltd<br>Arvind Ltd     | AGM                           | Management<br>Management                    | Appointment of Auditors<br>Appointmen tof Dr. Bakul H. Dholakia as<br>Director     | FOR  | FOR                                | No concerns identified.<br>No concern has been identified regarding the appointment<br>of Mr. Dholakia.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Appointment of Ms. Renuka Ramnath as<br>Independent director                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Appointment of Mr. Dileep C. Choksi as<br>Independent Director                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Appointment of Mr. Vallabh Bhanshali as<br>Independent Director                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Appointment of f Mr. Jayesh K. Shah as<br>Independent Director                     | FOR  | FOR                                | Re-appointment of Mr. Jayesh K. Shah as Wholetime Director<br>and Chief Financial Officer of the Company for a further<br>period of five years from 1st October, 2014 to 30th<br>September, 2019. No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Increase in the Borrowing limit  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd                   | AGM                           | Management                                  | Creation of Charge   | FOR  | FOR                                | No concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd               | AGM                           | Management                                  | Approval for keeping certain documents at a<br>place other than registered office of the<br>Company | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | Arvind Ltd<br>Arvind Ltd | AGM<br>AGM                    | Management<br>Management                    | Alteration in Articles of Association<br>Ratify the remuneration of Cost Auditors                   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Arvind Ltd               | AGM                           | Management                                  | Cessation of directorship of Mr. Sudhir Mehta   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard enabling resolution. No concern have been<br>raised by the Auditors  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concern has been identified. The Company has sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Appointment of Mr. Apurva S. Diwanji as<br>Director   | FOR  | ABSTAIN                            | Inadequate information on nomination committee  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | Company has a transition period for appointment of Auditors   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Appointment of Mr. H. Dhanrajgir as<br>Independent Director   | FOR  | ABSTAIN                            | Inadequate information on nomination committee  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Appointment of Mr. Nitin Raojibhai Desai as<br>Independent Director                                 | FOR  | ABSTAIN                            | Inadequate information on nomination committee  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Appointment of Ms. D. N. Rawal as<br>Independent Director   | FOR  | ABSTAIN                            | Inadequate information on nomination committee  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Remuneration to Cost Auditors   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Increase in borrowing limit   | FOR  | FOR                                | This is an enabling resolution. No concern has been   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Private placement of Non-convertible<br>debentures  | FOR  | FOR                                | identified.<br>This is an enabling resolution. The debentures to be issued<br>are not convertible into equity shares (and thus the issue will<br>not affect the common shareholders). No concern has been<br>identified in this regard.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Cadila Health.           | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | This is an enabling resolution. The Company proposes to<br>adopt new set of Articles of Association to incorporate<br>changes brought in by Companies Act 2013. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | Re-appointment of Shri Samir Mehta, Director<br>as Director   | FOR  | ABSTAIN                            | Due to lack of information on components payable we would<br>like to abstain  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | Appointment of Auditors   | FOR  | ABSTAIN                            | On issue of non audit fees being >50% of total fees, it is<br>difficult to take a constructive view on the same. Therefore<br>we would abstain  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | RATIFICATION OF REMUNERATION OF COST<br>AUDITORS  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SHRI SHAILESH HARIBHAKTI<br>AS AN INDEPENDENT DIRECTOR                               | FOR  | ABSTAIN                            | There is lack of information on the directors current<br>directorships by the date of the AGM. therefore we would<br>abstain  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SHRI HAIGREVE KHAITAN AS<br>AN INDEPENDENT DIRECTOR                                  | FOR  | ABSTAIN                            | There is lack of information on the directors current<br>directorships by the date of the AGM. therefore we would<br>abstain  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SHRI PRADEEP BHARGAVA<br>AS AN INDEPENDENT DIRECTOR                                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SHRI ASHISH NANDA AS AN<br>INDEPENDENT DIRECTOR                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SMT. BHAVNA DOSHI AS AN<br>INDEPENDENT DIRECTOR                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | APPOINTMENT OF SHRI SAMIR MEHTA AS<br>EXECUTIVE CHAIRMAN AND FIXATION OF<br>REMUNERATION            | FOR  | ABSTAIN                            | There is lack of information on the Chairman's remuneration package. Thus we would abstain  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Torrent Pharma.          | AGM                           | Management                                  | RE-APPOINTMENT OF DR. CHAITANYA DUTT AS<br>EXECUTIVE DIRECTOR AND FIX HIS<br>REMUNERATION           | FOR  | ABSTAIN                            | On the fact that the Director has no variable package, it is<br>difficult to take a constructive view on the same. So we<br>abstain from this   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. The Auditors have not raised<br>any concerns with respect to the Company's accounts.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. The Board has recommended a<br>dividend of `1.40 per equity share. The Company has<br>sufficient cash to pay the dividends. No concern identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | Company gets a transition period  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment of Ms. Aditi Panandikar -<br>Managing Director  | FOR  | FOR                                | This is an enabling resolution under Section 152(6) of the<br>Companies Act, 2013. As the Independent Directors are not<br>liable to retire now, the Company proposes to alter terms of<br>appointment of Ms. Panandikar so as to comply with<br>retirement by rotation clause of the Companies Act. Ms.<br>Panandikar shall now be liable to retire by rotation. No<br>concern has been identified in this regard. |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment of Mr. Sundeep V. Bambolkar - Jt.<br>Managing Director                                  | FOR  | FOR                                | This is an enabling resolution under Section 152(6) of the<br>Companies Act, 2013. As the Independent Directors are not<br>liable to retire now, the Company proposes to alter terms of<br>appointment of Mr. Bambolkar so as to compaly with<br>retirement by rotation clause of the Companies Act. Mr.<br>Bambolkar shall now be liable to retire by rotation. No<br>concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment of Mr. Sharad P. Upasani –<br>Independent Director                                      | FOR  | FOR                                | Company gets a transition period  |
|  | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment Mr. Divakar M. Gavaskar –   | FOR  | FOR                                | Company gets a transition period  |

| Quarter                                    | Meeting<br>Date        | Company Name             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment Mr. Rajiv P. Kakodkar –<br>Independent Director  | FOR  | ABSTAIN                            | Although Mr. Kakodkar's track record of Board meeting<br>attendance has been acceptable in the past 2 years, 3 years<br>back his attendance record was poor in that year. It would<br>be thus difficult to take a stand on this vote either in favour<br>or against. Therefore we abstain |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment Dr. Anil M. Naik – Independent<br>Director   | FOR  | FOR                                | No concern has been identified with respect to the director's independence, remuneration or performance.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Appointment of Dr. Anand Nadkarni as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Indoco Remedies          | AGM                           | Management                                  | Ratify the remuneration of Cost Auditors   | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 148 of the Companies Act, 2013. The Company has<br>proposed a remuneration of Rs. 1.80 Lakhs for M/s Sevekari,<br>Khare & Associates as cost auditors. No concern has been<br>identified in this regard.                |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | Tata Steel               | PB<br>PB                      | Management                                  | Increase in the Borrowing limit  | FOR<br>FOR   | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Jul-14<br>30-Jul-14 | Tata Steel<br>Tata Steel | PB<br>PB                      | Management<br>Management                    | Creation of Charge<br>Private placement of debt securities   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient cah to pay out dividends.No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Re-appointment of Mr. James Mark Merritt as<br>Director  | FOR  | ABSTAIN                            | Inadequate information.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Re-appointment of Mr. Lakshmikanth K Ananth  | FOR  | ABSTAIN                            | Inadequate information.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | as Director<br>Reappointment of Statutory Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Appointment of Mr. Stefan Antonio Lutz as<br>Director  | FOR  | ABSTAIN                            | Inadequate information.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Approval of Mphasis Restricted Stock Unit Plan-<br>2014  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Jul-14              | MphasiS                  | AGM                           | Management                                  | Extending Mphasis Restricted Stock Unit Plan-<br>2014 to employees of subsidiary companies   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Declaration of Dividend on Cumulative<br>Redeemable Preference Shares  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Declaration of dividend on the Equity Shares   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Seshagiri Rao M.V.S. as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Sudipto Sarkar as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Dr. S.K. Gupta as Independent<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Dr. Vijay Kelkar as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Uday M. Chitale as<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Kannan Vijayaraghavan<br>as Independent DIrector  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mrs. Punita Kumar Sinha as<br>Independent DIrector  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Seshagiri Rao M.V.S. as<br>Whole-time Director of the Company,<br>designated as 'It. Managing Director & Group<br>CFO', for a period of three years       | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Appointment of Mr. Jayant Acharya as Acharya<br>as a Whole-time Director of the Company,<br>designated as 'Director (Commercial &<br>Marketing)', for a period of five years | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 31-Jul-14<br>31-Jul-14 | JSW Steel<br>JSW Steel   | AGM<br>AGM                    | Management<br>Management                    | Payment of commission to NEDs<br>Increase in borrowing limit   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Creation of Charge   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Payment of remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Issue of non- convertible debentures through<br>private placement  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Alteraltion in Articles of Association<br>To issue securities to Qualified Institutional   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Buyers to raise up to Rs. 4,000 Crore through a QIP  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | To issue securities in foreign market to raise up<br>to USD 350 Million.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | To issue Non-convertible foreign denominated<br>Bonds to raise up to USD 2 Billio  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Related Party Transaction with JSW<br>Investments Pvt Ltd  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | JSW Steel                | AGM                           | Management                                  | Related Party Transaction with JSW Steel<br>Coated Products Limited  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Suprajit Engg.           | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. Auditors have given unqualified<br>report. No concerns are identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Suprajit Engg.           | AGM                           | Management                                  | Declaration of Final Dividend and Confirmation<br>of Interim Dividend  | FOR  | FOR                                | This is a standard resolution. The Company recommends a<br>dividend of '0.50 per equity share and confirmation of<br>interim dividend of '0.45 per equity share. The Company has<br>sufficient cash to pay the dividends. No concern are<br>identified.                                   |

| Quarter             | Meeting<br>Date | Company Name   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|----------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Reappointment of Dr. C. Mohan as Director  | FOR  | ABSTAIN                            | As per our conversation with company it has remuneration<br>committee and are complied with law. We are not clear<br>whether remuneration committee can be considered same<br>as nomination commitee. |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Appointment of Auditors and Authorizing the<br>Board to fix remuneration                                 | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Ratification of Remuneration of Cost Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Re-appointment of Mr. K. Ajith Kumar Rai as<br>Chairman & Managing Director                              | FOR  | ABSTAIN                            | As per our conversation with company it has remuneration<br>committee and are complied with law. We are not clear<br>whether remuneration committee can be considered same<br>as nomination commitee. |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Appointment of Mr. M. Jayarama Shetty as an<br>Independent Director                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Suprajit Engg. | AGM                           | Management                                  | Appointment of Mr. Diwakar S. Shetty as an<br>Independent Director                                       | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns Identified.<br>No major concerns identified. Consolidated entity makes  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | good profits and hence, can pay dividends.  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Dr. Ralf Speth as Director<br>liable to retire by rotation                                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.<br>No concerns have been identified regarding remuneration of   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Payment of remuneration to Cost Auditors Appointment of Mr. Nusli Wadia as an                            | FOR  | FOR                                | Cost Auditors.  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Independent Director<br>Appointment of Dr. Raghunath Mashelkar as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Mr. Nasser Munjee as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Mr.Subodh Bhargava as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Mr Vineshkumar Jairath as an<br>Independent Director                                      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Tata Motors    | AGM                           | Management                                  | Appointment of Ms Falguni Nayar as an  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Independent Director<br>Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised   |
|                     |                 |                |                               |   |  | -  | -                                  | any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. Rajan Raheja as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Mr. J.A. Brooks as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Independent Director of the Company for a<br>period of 5 years.  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Ms. Ameeta Parpia as Director of the Company for a period of 5 years.                     | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. Shobhan Thakore as<br>Independent Director of the Company for a<br>period of 5 years. | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. S. Ramnath as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. V. M. Panicker as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. S. Ramnath as Executive<br>Director   | FOR  | ABSTAIN                            | The Company has not disclosed the details of the<br>remuneration components payable. In absence of such<br>disclosures, we do not have sufficient information to take an<br>informed decision.        |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Appointment of Mr. V. M. Panicker as<br>Executive Director   | FOR  | ABSTAIN                            | The Company has not disclosed the details of the<br>remuneration components payable. In absence of such<br>disclosures, we do not have sufficient information to take an<br>informed decision.        |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | This is a standard enabling resolution. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Keeping records of the Company in a place<br>other than registered office                                | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Payment of commission to NEDs  | FOR  | FOR                                | No concern identified   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Prism Cement   | AGM                           | Management                                  | Acceptance of deposits by the Company  | FOR  | FOR                                | This is an enabling Resolution to comply with the new Rules<br>and Provisions of law applicable to Deposits accepted by<br>companies. No concern has been observed.                                   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Appointment of Mr. Ajit Kumar Jain as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Appointment of Mr. Pranay Godha as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | Company has transition period to make required changes  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | lpca Labs.     | AGM                           | Management                                  | Appointment of Mr. Ajit Kumar Jain as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           |   | and fix his remuneration<br>Appointment of Mr. Babulal Jain as Director                                  | FOR  | FOR                                |   |
|                     |                 |                |                               | Management                                  | Appointment of Mr. Babulai Jain as Director<br>Appointment of Mr. Anand T. Kusre as                      |  |                                    | New act allows independent directors for 2 terms  |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Director<br>Appointment of Mr. Dev Parkash Yadava as   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 31-Jul-14       | Ipca Labs.     | AGM                           | Management                                  | Appointment of Dr. Ramakanta Panda as<br>Director  | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Ipca Labs.                       | AGM                           | Management                                  | Approval for borrowing limit   | FOR  | FOR                                | The Company has an existing borrowing limit of `1,200<br>crores. At end of FY13-14, total borrowings stood at<br>'594.70 Crore and therefore, `605.30 Crore of borrowing<br>limit is still unutilized. Since the Company has<br>sufficient unutilized borrowing limit as on date, shareholders<br>should seek disclosure on the need for such<br>increased borrowings vis-a-vis the Company's future plans<br>and vote FOR the resolution only if the Company<br>provides an adequate justification for the increase. |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Ipca Labs.                       | AGM                           | Management                                  | Approval for ESOP scheme   | FOR  | ABSTAIN                            | since the details of the esop scheme are not fully clear, we  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Ipca Labs.                       | AGM                           | Management                                  | Payment of remuneration to Cost Accountants                          | FOR  | FOR                                | abstain from voting<br>This is a standard enabling resolution under Section 148 of<br>the Companies Act, 2013. No<br>concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Re-appointment of Mr. R.R. Deshpande as Non-<br>Executive Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Re-appointment of Mr. Vijay Verma as Non-<br>Executive Director      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Appointment of Dr. T.N. Kapoor as an<br>Independent Director         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Appointment of Mr. Sudhir Mankad as an<br>Independent Director       | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Appointment of Mr. Rajan Wadhera as Director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Appointment of Mr. S. Durgashankar as                                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Director<br>Appointment of Mr. Dileep C. Choksi as an                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Independent Director<br>Appointment of Ms. Neera Saggi as an         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Swaraj Engines                   | AGM                           | Management                                  | Independent Director<br>Remuneration of Cost Auditors                | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Mr. Anant Bajaj as a director                         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Mr. H V Goenka as an<br>independent director          | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Mr. Ashok Jalan as an<br>independent director         | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Mr. V B Haribhakti as an<br>independent director      | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Dr. Indu Shahani as an<br>independent director        | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Appointment of Dr. R P Singh as an<br>independent director           | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | Retirement of Mr. Ajit Gulabchand as a                               | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Bajaj Electrical                 | AGM                           | Management                                  | director<br>Payment of Commission to NEDs                            | FOR  | AGAINST                            | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Since absence of such disclosures may lead to<br>conflict of interest situations, we would like to vote against<br>the resolution.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 31-Jul-14<br>31-Jul-14 | Greaves Cotton<br>Greaves Cotton | AGM<br>AGM                    | Management<br>Management                    | Adoption of ccounts<br>Declaration of Dividend                       | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Re-appointment of Statutory Auditors                                 | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 31-Jul-14<br>31-Jul-14 | Greaves Cotton<br>Greaves Cotton | AGM<br>AGM                    | Management<br>Management                    | Re-appointment of Branch Auditors To appoint Mr. Vikram Tandon as an | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Independent Director<br>To appoint Dr. Clive Hickman as an           | FOR  | FOR                                | No concerns identified.   |
|  | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Independent Director<br>To appoint Mr. Navneet Singh as an           | FOR  | FOR                                |   |
| Jul 2014 - Sep 2014                        |                        |                                  |                               |   | Independent Director<br>To appoint Mr. Arvind Kumar Singhal as an    |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Independent Director<br>To appoint Mr. Vijay Rai as an Independent   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Director<br>To approve the remuneration of the Cost                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Greaves Cotton                   | AGM                           | Management                                  | Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India                  | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India                  | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. The Company has sufficient<br>cash to pay the dividends. No concern identified.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India                  | AGM                           | Management                                  | Reappointment of Mr. Lin Tai- Yang as<br>director                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India                  | AGM                           | Management                                  | Reappointment of Mr. Nainesh Jaisingh as<br>director                 | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India                  | AGM                           | Management                                  | Appointment of Auditors for a term of 1 year                         | FOR  | FOR                                | No concern identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|-----------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India             | AGM                           | Management                                  | Appointment of Prof. J. Ramachandran as<br>independent director for a period of 5 years | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India             | AGM                           | Management                                  | Appointment of Mr. V. S. Hariharan as<br>independent director for a period of 5 years   | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India             | AGM                           | Management                                  | Appointment of Mr. Keith WF Bradley as<br>independent director for a period of 5 years  | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Redington India             | AGM                           | Management                                  | To adopt the new set of Articles of<br>Association                                      | FOR  | FOR                                | No concern has been identified. Changes are being made in the articles to align them with the Companies Act 2013.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Mr. Anupam Puri as<br>Independent Director                               | FOR  | FOR                                | Company has 2 more terms for independent directors   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Dr. Bruce Carter as<br>Independent Director                              | FOR  | FOR                                | Company has 2 more terms for independent directors   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Mr. Sridar Iyengar as<br>Independent Director                            | FOR  | FOR                                | Company has time period to transition to new auditors. no<br>concern   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Reappointment of Auditors   | FOR  | FOR                                | Company has time period to transition to new auditors. no<br>concern   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Dr. Ashok S Ganguly as<br>Independent Director                           | FOR  | FOR                                | No concern has been identified with respect to appointment<br>of Mr. Ganguly.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Dr. J P Moreau as Independent<br>Director                                | FOR  | FOR                                | No concern has been identified with respect to the appointment of Mr. Moreau.  |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Ms. Kalpana Morparia as<br>Independent Director                          | FOR  | FOR                                | Company has 2 more terms for independent directors   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Appointment of Dr. Omkar Goswami as   | FOR  | FOR                                | Company has 2 more terms for independent directors   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. Ravi Bhoothalingam as                        | FOR  | FOR                                | Company has 2 more terms for independent directors   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Independent Director<br>Variation in terms of appointment of Mr. G V<br>Prasad          | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 152 of the Companies Act, 2013. No concern has   |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Variation in terms of appointment of Mr.<br>Satish Reddy                                | FOR  | FOR                                | been identified in this regard.<br>This is a standard resolution enabling compliance with<br>Section 152 of the Companies Act, 2013. No concern has            |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Remuneration of Cost Auditors   | FOR  | FOR                                | been identified in this regard.<br>This is an enabling resolution under Section 148 of the<br>Companies Act. No concern has been<br>Identified is this reaged. |
| Jul 2014 - Sep 2014                        | 31-Jul-14              | Dr Reddy's Labs             | AGM                           | Management                                  | Related Party transaction with Dr. Reddy's<br>Laboratories Inc., USA                    | FOR  | FOR                                | identified in this regard.<br>As the proposed transaction will occur with a wholly owned<br>subsidiary, no major concern has been identified.                  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 01-Aug-14<br>01-Aug-14 | Apar Inds.<br>Apar Inds.    | AGM<br>AGM                    | Management<br>Management                    | Declaration of Dividend<br>Appointment of Dr. N. D. Desai as Director                   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Appointment of Dr. N. K. Thingalaya as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Appointment of Shri F. B. Virani as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Appointment of Shri Suyash Saraogi as<br>Director                                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Appointment of Smt. Nina Kapasi as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.                  | AGM                           | Management                                  | Ratification of Borrowing limit   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Apar Inds.<br>Tech Mahindra | AGM<br>AGM                    | Management                                  | Creation of Charge<br>Adoption of Accounts  | FOR  | FOR<br>FOR                         | No concerns identified.<br>The auditor's qualification pertains to Satyam's fraud. No  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              |                             |                               | Management                                  |   |  |                                    | concerns identified.<br>This is a standard resolution. The Company has sufficent cash  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | to pay out dividends. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mr. Ulhas N. Yargop as<br>Director                                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | The Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years. No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mr. Anupam P. Puri as<br>Director  | FOR  | ABSTAIN                            | We do not have sufficient clarity on this, hence we abstain<br>from voting on this resolution.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mr. M. Damodaran as Director   | FOR  | ABSTAIN                            | We do not have sufficient clarity on this, hence we abstain<br>from voting on this resolution.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mr. Ravindra Kulkarni as<br>Director                                     | FOR  | ABSTAIN                            | We do not have sufficient clarity on this, hence we abstain<br>from voting on this resolution.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mr. T. N. Manoharan as<br>Director                                       | FOR  | ABSTAIN                            | We do not have sufficient clarity on this, hence we abstain<br>from voting on this resolution.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Appointment of Mrs. M. Rajyalakshmi Rao as<br>Director                                  | FOR  | ABSTAIN                            | We do not have sufficient clarity on this, hence we abstain  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Director<br>Payment of commission to NEDs   | FOR  | FOR                                | from voting on this resolution.<br>Past record of remuneration has been fair.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Approval for ESOP scheme  | FOR  | FOR                                | Past experience is that the board has been fair in this regard.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Approval of ESOP Scheme 2014 to subsidiaries<br>of the Company                          | FOR  | FOR                                | Past experience is that the board has been fair in this regard.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Tech Mahindra               | AGM                           | Management                                  | Approval for related party transactions   | FOR  | FOR                                | No concern has been identified. The transactions are with a wholly-owned subsidiary.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Berger Paints               | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Berger Paints               | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 01-Aug-14              | Berger Paints               | AGM                           | Management                                  | Appointment of Mr. Kuldip Singh Dhingra as  | FOR  | ABSTAIN                            | Inadequate disclosure regarding remuneration.  |
| L  | 1                      |                             | 1                             |   | Director  |  | 1                                  | I  |

| Quarter             | Meeting<br>Date | Company Name  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|---------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 01-Aug-14       | Berger Paints | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Bosch         | РВ                            | Management                                  | Alteration in the Object Clause of the<br>Memorandum of Association of the Company | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | No major concern has been identified. The Company has<br>sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Mr. Kishore Biyani as Director                                      | FOR  | FOR                                | No concern has been identified with respect to performance<br>or time commitments of Mr. Kishor Biyani.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Mr. Rakesh Biyani as Director                                       | FOR  | ABSTAIN                            | Rakesh Biyani serves as a director in 11 public companies, he<br>cannot be appointed as a<br>director of the Company unless he resigns from board of at<br>least 1 company. But we believe there is intent from him to<br>do the same but not sure of time frame so would like to  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | abstain.<br>No concerns identified.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Mr. S. Doreswamy as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Mr. Anil Harish as Director   | FOR  | ABSTAIN                            | Mr. Harish serves as a director in 14 public companies, he<br>cannot be appointed as a director of the<br>Company unless he resigns from board of at least 4<br>companies. But we believe there is intent from him to do the<br>same but not sure of time frame so would like to abstain.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Ms. Bala Deshpande as<br>Director                                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Appointment of Mr. V. K. Chopra as director  | FOR  | ABSTAIN                            | Mr. Chopra serves as a director in 13 public companies, he<br>cannot be appointed as a director of the Company<br>unless he resigns from board of at least 3 companies. But we<br>believe there is intent from him to do the same but not sure<br>of time frame so would like to abstain.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Revision in executive remuneration of Mr<br>.Kishor biyani                         | FOR  | AGAINST                            | The Company is taking shareholders' approval for payment<br>of remuneration to Mr. Kishor Biyani for period beginning<br>from January 1, 2013 till the end of term of appointment of<br>the director. The Company has stated that due to<br>inadequacy of profits, the managerial remuneration<br>paid/payable needs to be approved for the financial period<br>2013-14 onwards. Further, in the proposed remuneration<br>package the Company has stated that commission will be<br>payable to Mr. Kishore Biyani only in case of adequate<br>profits. However, for FY 13/14, despite having inadequate<br>profits, the Company has paid<br>commission of Rs.1.88 Cr to Mr. Kishor Biyani as a part of<br>minimum remuneration package, which is beyond the<br>proposed limits for which the Company is seeking<br>shareholder's approval. |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Revision in executive remuneration- Mr.<br>Rakesh Biyani                           | FOR  | AGAINST                            | The Company is taking shareholders' approval for payment<br>of remuneration to Mr. Rakesh Biyani for period beginning<br>from January 1, 2013 till the end of term of appointment of<br>the director. The Company has stated that due to<br>inadequacy of profits, the managerial remuneration<br>paid/payable needs to be approved for the financial period<br>2013-14 onwards. Further, in the proposed remuneration<br>package the Company has stated that commission will be<br>payable to Mr. Rakesh Biyani only in case of adequate<br>profits. However, for FY 13/14, despite having inadequate<br>profits, the Company has paid<br>commission of Rs.0.94 Cr to Mr. Rakesh Biyani as a part of<br>minimum remuneration package, which is beyond the<br>proposed limits for which the Company is seeking<br>shareholder's approval.  |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Revision in executive remuneration- Mr. Vijay<br>Biyani                            | FOR  | AGAINST                            | The Company is taking shareholders' approval for payment<br>of remuneration to Mr. Vijay Biyani for period beginning<br>from January 1, 2013 till the end of term of appointment of<br>the director. The Company has stated that due to<br>inadequacy of profits, the managerial remuneration<br>paid/payable needs to be approved for the financial period<br>2013-14 onwards. Further, in the proposed remuneration<br>package the Company has stated that commission will be<br>payable to Mr. Vijay Biyani only in case of adequate profits.<br>However, for FY 13/14, despite having inadequate profits,<br>the Company has paid commission of Rs.1.50 Cr to Mr. Vijay<br>Biyani as a part of minimum remuneration package, which is<br>beyond the proposed limits for which the Company is<br>seeking shareholder's approval.        |
| Jul 2014 - Sep 2014 | 02-Aug-14       | Future Retail | AGM                           | Management                                  | Re-appointment of Mr. Vijay Biyani as Whole<br>time Director of the Company        | FOR  | AGAINST                            | It should be noted that Mr. Vijay Biyani's remuneration has<br>grown at a CAGR of 19.31% in the last 3 years. During the<br>same period, the Company's net profits and total<br>shareholders' return have declined at a CAGR of 33.50% and<br>36.02% respectively. Additionally, Mr. Vijay Biyani's<br>remuneration as a percentage of net profits of the Company<br>is higher compared to directors at peer companies and other<br>executive directors on the Company's board.  |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 02-Aug-14              | Future Retail                        | AGM                           | Management                                  | Payment of commission to Non- executive<br>directors  | FOR  | AGAINST                            | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Since absence of such disclosures may lead to<br>conflict of interest situations. Further, during the period of<br>last 3 years, the Company's net profits and total<br>shareholders' return have declined however, the Company<br>has continued to pay commission to its Non-executive<br>directors. |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | Aurobindo Pharma                     | PB                            | Management                                  | Creation of Charge  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Appointment of Mr. R. K. Gupta as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Remuneration of Auditors  | FOR  | FOR                                | No major concern has been identified. The auditors of the<br>Bank are appointed by the Reserve Bank of India.  |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Appointment of Mr. Vikrant Kuthiala as<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Stock Split   | FOR  | FOR                                | This is a standard enabling resolutions which will increase<br>the liquidity of the<br>Bank's stock and increase participation of retail investors. No<br>concern has been identified.   |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Alteration in Memorandum of Association   | FOR  | FOR                                | This is a standard enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 02-Aug-14              | J & K Bank                           | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | This is a standard enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | Appointmen tof Mr. Brijmohan Lall Munjal as<br>Director   | FOR  | FOR                                | No concern has been identified with regards to the<br>appointment of Mr. Munjal.   |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Mr. Pradeep Dinodia as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Gen. (Retd.) V. P. Malik as<br>independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Mr. Ravi Nath as an Independent<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Dr. Anand C. Burman as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Dr. Pritam Singh as an Independent<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To appoint Mr. M. Damodaran as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To modify the terms of appointment of Mr.<br>Brijmohan Lall Munjal, Chairman and Whole-<br>time Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | To modify the terms of remuneration by way<br>of Commission to Non-Executive and<br>Independent Directors | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Hero Motocorp                        | AGM                           | Management                                  | Ratify the remuneration of the Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 05-Aug-14<br>05-Aug-14 | Crompton Greaves<br>Crompton Greaves | AGM<br>AGM                    | Management<br>Management                    | Declaration of Final dividend<br>Confirmation of Interim dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Cessation of directorship of Mr. S. M. Trehan   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 05-Aug-14<br>05-Aug-14 | Crompton Greaves<br>Crompton Greaves | AGM<br>AGM                    | Management<br>Management                    | Appointment of Mr. S. Apte as Director<br>Appointment of Mr. S. Labroo as Director                        | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Dr. C. Lewiner as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Mr. S. Prabhu as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Ms. M. Pudumjee as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Appointment of Dr. V. Von Massow as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 05-Aug-14              | Crompton Greaves                     | AGM                           | Management                                  | Creation of Charge  | FOR<br>FOR   | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 05-Aug-14<br>06-Aug-14 | Crompton Greaves<br>UltraTech Cem.   | AGM<br>AGM                    | Management<br>Management                    | Alteration in Articles of Association Adoption of Accounts  | FOR  | FOR<br>FOR                         | No concerns identified.<br>This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Appointment of Mr. D. D. Rathi as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Appointment of Auditors   | FOR  | ABSTAIN                            | Lack of clarity with regards to non-audit fee.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Appointment of Branch Auditors  | FOR  | FOR<br>FOR                         | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 06-Aug-14<br>06-Aug-14 | UltraTech Cem.<br>UltraTech Cem.     | AGM<br>AGM                    | Management<br>Management                    | Patyment of remuneration to Cost Auditors<br>Appointment of Mr. Arun Adhikari as                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. R. C. Bhargava as  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | UltraTech Cem.                       | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. G. M. Dave as  | FOR  | FOR                                | No concerns identified.  |
|  |                        | on area cem.                         |                               |   | Independent Director  |  |                                    |  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 06-Aug-14       | UltraTech Cem.   | AGM                           | Management                                  | Appointment of Mr. S. B. Mathur as<br>Independent Director           | FOR  | AGAINST                            | Since Mr. Mathur serves as a director in 13 public<br>companies, he cannot be appointed as a director of the<br>Company unless he resigns from board of at least 3<br>companies.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | UltraTech Cem.   | AGM                           | Management                                  | Appointment of Mr. S. Rajgopal as<br>Independent Director            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | /appointment of Sri.V.Sathyakumar as Director                        | FOR  | FOR<br>FOR                         | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Appointment of Auditors<br>Appointment of Sri.M.V.Subbiah as         |  |                                    | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Independent Director<br>Appointment of Sri.Basavaraju as Independent | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Appointment of Sri-Aditya Himatsingka as<br>Independent Director     | FOR  | ABSTAIN                            | Mr. Aditya Himatsingka is a Whole-time Director at Credit<br>Himatsingka Private Limited and Himatsingka Seide Limited<br>and therefore, holds two full-time positions. We strongly<br>believes that to fulfil his responsibilities as a Director with<br>due-diligence, an individual should not hold more than one<br>full-time position. Therefore, we abstain from voting.                              |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Appointment of Dr.Mukund Govind Rajan as<br>Independent Director     | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Alteration in Articles of Association                                | FOR  | ABSTAIN                            | The Company has not disclosed the new set of Articles of<br>Association that it proposes to substitute in place of the<br>existing Articles of Association. Even though the Company<br>states that it will bring the new Articles of Association in line<br>with the provisions of the Companies Act, 2013, we believe<br>that shareholders cannot take an informed decision without<br>proper disclosures. |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Lak. Mach. Works | AGM                           | Management                                  | Amendment in terms of appointment of Mr. R.<br>Rajendran             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard enabling resolution. No major concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr P H Kurian as Director                             | FOR  | FOR                                | No major concerns identified. We expect the director to<br>comply with the directorship requirements of companies act<br>over next one year.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of M/s Deloittee Haskins & Sells<br>as Auditors          | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr K Jacob Thomas as<br>Director                      | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Payment of remuneration to Cost Auditors                             | FOR  | FOR                                | This is an enabling resolution as per Rule 14 of The<br>Companies (Audit and Auditors) Rules, 2014. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr A K Purwar as Independen                           | FOR  | FOR                                | No major concerns identified. We expect the director to<br>comply with the directorship requirements of companies act<br>over next one year.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr Nimesh N Kampani as<br>Director                    | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr Robert Steinmetz as<br>Director                    | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Dr S Narayan as Director                              | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr Vikram S Mehta as Director                         | FOR  | FOR                                | No major concerns identified. We expect the director to<br>comply with the directorship requirements of companies act<br>over next one year.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Mr Akshay Chudasama as<br>Director                    | FOR  | ABSTAIN                            | The Company paid Rs. 20.25 Crore for legal services provided<br>by firm of Mr Akshay Chudasama. Since, we don't have<br>access to financial statements of the Mr.Chudasama's<br>company and hence, unable to come to conclusion that said<br>payments were non material in nature to establish<br>independence of the person.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Appointment of Ms Pallavi Shroff as Director                         | FOR  | ABSTAIN                            | The Company paid a sum of Rs. 4.57 Cr to firm of Ms Pallavi<br>Shroff. Since, we don't have access to financial statements<br>of the Ms Pallavi Shroff's company and hence, unable to<br>come to conclusion that said payments were non material in<br>nature to establish independence of the person.  |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Issue of securities to QIBs  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Private placement of non- convertible<br>debentures                  | FOR  | FOR                                | As the securities to be issued are non-convertible, interests<br>of common shareholders shall not be effected. Therefore, no<br>concern has been identified in this regard.   |
| Jul 2014 - Sep 2014 | 06-Aug-14       | Apollo Tyres     | AGM                           | Management                                  | Increase in the limits of FIIs                                       | FOR  | FOR                                | This is an enabling resolution. FII shareholding the Company<br>has steadily increased in the Company for last three years.<br>Therefore no concern has been identified in increasing limits<br>of FIIs Holding in the Company.   |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Huhtamaki PPL                        | EGM                           | Management                                  | To make inter-corporate investments in<br>securities of other Companies/ body<br>corporates of up to Rs. 1000 Crore. | FOR  | FOR                                | The Company has entered into a definitive agreements to<br>acquire 100% of Positive Packaging Industries Ltd, (Indian<br>business only) which is engaged in business of flexible<br>packaging for an Enterprise Value of ' 818.10 Crore. The<br>Company may consider acquiring securities of other bodies<br>corporate in future. As the Company has disclosed exact<br>amount and the purpose for which it is seeking approval, no<br>concern has been identified.<br>Important: Shareholders must take a note of implications on<br>the company by proposed investment. The company has<br>been historically almost debt free and the proposed<br>acquisition will add considerable debt in the books of<br>company. Simultaneously the turnover will double<br>immediately Shareholders may analyse impact on company's<br>financial position before taking a decision. |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Huhtamaki PPL                        | EGM                           | Management                                  | Preferential issue of 1,00,24,744 shares to<br>Huhtavefa BV (promoters) at a price of Rs.<br>134.08 per share        | FOR  | FOR                                | Paid up capital of Company as on June 30, 2014 consists of 6,26,87,190 equity shares. Further issue of 1,00,24,744 shares will lead to dilution of 13.78% of existing shareholders. Post Issue, promoter shareholding will increase from 63.78% to 68.77%. The increase amounts to 4.99% just below the trigger level under takeover regulations. We believe that existing shareholders should have first right to participate in any capital issue. Any other mode of capital issue should only be undertaken if the Company is in urgent need of funds. In this particular case, the Company has disclosed specific requirement of funds and as requirement is urgent and specified, no concerns are being raised.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Huhtamaki PPL                        | EGM                           | Management                                  | To approve Borrowing limit of up to Rs. 1,250<br>Crore   | FOR  | FOR                                | The Company has disclosed that it proposes to increase the<br>borrowing limits to enable issue of NCDs under resolution 4.<br>No concern has been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Huhtamaki PPL                        | EGM                           | Management                                  | To issue non-convertible debentures on private<br>placement basis up to Rs. 820 Crore.                               | FOR  | FOR                                | This is an enabling resolution. As the debentures to issued<br>are non-convertible in nature, interests of common<br>shareholders shall not be effected. Therefore, no concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Appointment of Mr. Shu Qing Yang as Director   | FOR  | ABSTAIN                            | Our repeated efforts to get in touch with company to seek<br>clarification regarding the nomination committee has been<br>not fruitful. In absence of information we would like to<br>abstain from voting.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Appointment of Dr. Ramachandra N Galla as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 06-Aug-14<br>06-Aug-14 | Amara Raja Batt.<br>Amara Raja Batt. | AGM<br>AGM                    | Management<br>Management                    | Appointment of Auditors<br>Ratify the remuneration of Cost Auditors  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Appointment of Mr. P Lakshmana Rao as  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Director<br>Appointment of Mr. Nagarjun Valluripalli as  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Director<br>Appointment of Mr. N Sri Vishnu Raju as  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Director<br>Appointment of Mr. T R Narayanaswamy as  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Director<br>Appointment of Mr. Raymond J Brown as<br>Director  | FOR  | ABSTAIN                            | Our repeated efforts to get in touch with company to seek<br>clarification regarding the nomination committee has been<br>not fruitful. In absence of information we would like to<br>abstain from voting.   |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Appointment of Mr. Vikramadithya Gourineni<br>as a Management Executive  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 06-Aug-14              | Amara Raja Batt.                     | AGM                           | Management                                  | Approval for Related party transaction   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 07-Aug-14              | Jet Airways                          | PB                            | Management                                  | Giving of Guarantee or Providing Security<br>Increasing the Borrowing limits to Rs. 25,000                           | FOR  | ABSTAIN                            | Lack of information about the JV.  |
| Jul 2014 - Sep 2014                        | 07-Aug-14              | Jet Airways                          | РВ                            | Management                                  | Crore  | FOR  | ABSTAIN                            | Company has not given details regarding use of funds.  |
| Jul 2014 - Sep 2014                        | 07-Aug-14              | Jet Airways                          | РВ                            | Management                                  | Creation of Charge   | FOR  | ABSTAIN                            | Company has not given details regarding use of funds.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Appointment of Mr. Kishore Biyani as Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Auditors.   |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Appointment of Mr. Shailesh Haribhakti as<br>Director  | FOR  | ABSTAIN                            | Mr. Haribhakti s a director in 12 public companies from<br>which he itends to resign but have lack of clarity of the time<br>frame.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Appointment of Dr. Darlie Koshy as Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                     | AGM                           | Management                                  | Appointment of Mr. Rakesh Biyani as Director   | FOR  | FOR                                | No concerns Identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Future Lifestyle                   | AGM                           | Management                                  | Payment of commission to NEDs  | FOR  | AGAINST                            | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Since absence of such disclosures may lead to<br>conflict of interest situations since company has not placed<br>an absolute cap on commission payable to the Non executive<br>directors. |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | IOCL                               | PB                            | Management                                  | Approval for borrowing limit   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | IOCL                               | PB                            | Management                                  | Creation of Charge   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | IOCL                               | РВ                            | Management                                  | lssue of non- convertible debentures on private<br>placement basis     | FOR  | FOR                                | The Company intends to raise funds by issue of secured/<br>unsecured, redeemable, non-convertible debentures.<br>As the debentures to be issued are not convertible into<br>equity shares (and thus, will not affect the common<br>shareholders), no concerns have been identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Cessation of directorship of Mr. Narayanan<br>Vaghul                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Cessation of directorship of Mr. A. K. Nanda.                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. M. M. Murugappan as<br>Independent Director         | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. Deepak S. Parekh as<br>Independent Director         | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. Nadir B. Godrej as<br>Independent Director          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. R. K. Kulkarni as<br>Independent Director           | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. Anupam Puri as<br>Independent Director              | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Dr. Vishakha N. Desai as<br>Independent Director        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | ppointment of Mr. Vikram Singh Mehta as<br>Independent Director        | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Vikram Singh Mehta.   |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. Bharat Doshi as Director                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Mr. S. B. Mainak as<br>Independent Director             | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Dr. Pawan Goenka as Director                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Appointment of Dr. Pawan Goenka as Whole time director                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Payment of remuneration to Cost Auditors                               | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Approval of ESOP scheme  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | M & M                              | AGM                           | Management                                  | Fixed deposit from members of the Company<br>and public.               | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        |                        | M & M                              | AGM                           | Management                                  | Issue of non- convertible debentures on private<br>placement basis     | FOR  | FUR                                | This is an enabling resolution. The debentures to be issued<br>are not convertible into equity shares (and thus the issue will<br>not affect the common shareholders). No concern has been<br>identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 08-Aug-14<br>08-Aug-14 | Triveni Turbine<br>Triveni Turbine | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of dividend                        | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appointment of Mr. Tarun Sawhney as Director                           | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine<br>Triveni Turbine | AGM<br>AGM                    | Management<br>Management                    | Appointment of Branch Auditors<br>Appointment of Dr. (Mrs.) Vasantha S | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 08-Aug-14<br>08-Aug-14 | Triveni Turbine                    | AGM                           | Management                                  | Bharucha as Director<br>Appointment of Lt Gen K.K. Hazari (Retd.) as   | FOR  | FOR                                | No concerns identified.  |
| 5012014 300 2014                           | 00 Aug 14              | inveni rurbine                     | Adm                           | Wanagement                                  | Director   | TOR  | TOR                                |  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appointment of Mr. Amal Ganguli as Director                            | FOR  | ABSTAIN                            | We are of the opinion that since Mr. Ganguli is a director in<br>12 public companies (including Triveni Turbines), he cannot<br>be appointed as a director of the Company unless he resigns<br>from board of at least two companies.   |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appoinment of Mr. Shekhar Datta as Director                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appointment of Mr. Arun Prabhakar Mote as<br>Whole time director       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 08-Aug-14              | Triveni Turbine                    | AGM                           | Management                                  | Appointment of Mr. Dhruv M. Sawhney as<br>Director                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 08-Aug-14<br>09-Aug-14 | Triveni Turbine<br>Adani Ports     | AGM<br>AGM                    | Management<br>Management                    | Alteration in Articles of Association<br>Adoption of Accounts          | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | To declare dividend on Preference Shares.                              | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | To declare dividend on Equity Shares.                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Mr. Rajesh S. Adani as Director                         | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Mr. D. T. Joseph as Director                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Mr. Arun Duggal as Director                             | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Prof. G. Raghuram as Diector                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Mr. G. K. Pillai as Director                            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                        | AGM                           | Management                                  | Appointment of Mr. Sanjay Lalbhai as Director                          | FOR  | FOR                                | No concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Appointment of Mr. A. K. Rakesh, IAS as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Appointmen tof Mr. Sudipta Bhattacharya as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Appointment of Mr. Sudipta Bhattacharya as<br>Whole time director                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Appointment of Dr. Malay Mahadevia as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Approval for borrowing limit   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Aug-14<br>09-Aug-14 | Adani Ports<br>Adani Ports     | AGM<br>AGM                    | Management<br>Management                    | Creation of Charge<br>Issue of securities  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | Issue of non- convertible debentures on private  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Adani Ports                    | AGM                           | Management                                  | placement basis<br>Alteration in articles of Associaton  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Declaration of Dividends   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.           |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concern has been identified regarding M/s Abarna &<br>Ananthan and M/s Kamath & Rau jointly being auditors of<br>the Company. |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Branch Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr Ananthakrishna as Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr T S Vishwanath, as<br>Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr S V Manjunath as Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr D Harshendra Kumar as<br>Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Dr H Ramamohan as Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr T R Chandrasekaran as<br>director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr Ashok Haranahalli as<br>Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mrs Usha Ganesh as Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Appointment of Mr Rammohan Rao Belle as<br>Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Karnataka Bank                 | AGM                           | Management                                  | Payment of veriable pay to Mr P Jayarama<br>Bhat, Managing Director and CEO                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Mr. Ameya A. Chandavarkar as<br>Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | Company has transition period for adhering to the new act  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Re-appointment of Mr. Mohan A.<br>Chandavarkar as MD   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Mr. Nandan M. Chandavarkar<br>as Jt. MD   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Mr. Ashok A. Chandavarkar as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Revision in remuneration of Mr. Ameya A.<br>Chandavarkar   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Alteration in terms of appointment of Dr.<br>Nagam H. Atthreya                                     | FOR  | FOR                                | Company can appoint independent directors for 2 terms<br>from current year   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of CA Girish C. Sharedalal as<br>Director  | FOR  | FOR                                | Company can appoint independent directors for 2 terms<br>from current year   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of CA Vinod G. Yennemadi as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Dr. Rahim H. Muljiani as<br>Director  | FOR  | FOR                                | Company can appoint independent directors for 2 terms<br>from current year   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Dr. Satish S. Ugrankar as<br>Director   | FOR  | FOR                                | Company can appoint independent directors for 2 terms<br>from current year   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Appointment of Ms. Nomita R. Chandavarkar<br>as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | FDC                            | AGM                           | Management                                  | Remuneration to Cost Auditors  | FOR  | FOR                                | No concern has been identified with respect to remuneration<br>of Cost Auditors.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Aug-14<br>09-Aug-14 | Orient Cement<br>Orient Cement | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Re-appointment of Mr. C. K. Birla as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | The Companies Act 2013 and the Rules thereunder provide a  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Appointment of Mr. Janat Shah as an  | FOR  | FOR                                | transition period of 3 years.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. Rabindranath<br>Jhunjhunwala as an Independent Director | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Appointment of Mr. Vinod Kumar Dhall as an   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. Rajeev Jhawar as an                                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Independent Director<br>Revision in remuneration of Managing                                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Director<br>Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| lul 2014 - See 2014                        | 09-Aug-14              | Orient Comant                  | AGM                           | Management                                  |  | FOR  | FOR                                | This is an enabling resolution under Section 180 of the  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGIVÍ                         | Management                                  | Approval for borrowing limit   | FUK  | FUK                                | Companies Act, 2013. No concern has been identified in this regard.  |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Orient Cement                  | AGM                           | Management                                  | Amendment to Articles of Association  | FOR  | FOR                                | The Company proposes to appoint Nominee Directors<br>representing financial institutions is the loan agreement with<br>such institutions contains such provision. This is an enabling<br>resolution. No concern has been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividends.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri A. V. Agarwal as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri R. S. Goenka as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | The Companies Act 2013 and the Rules thereunder provide a transition period of 3 years.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri Prashant Goenka as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri M.D. Mallya as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri K. N. Memani as Director  | FOR  | AGAINST                            | Mr. Memani did not attend any of the last three AGMs and<br>attended only 7 of the 12 board meetings held in the last<br>three years. Based on his attendance record, it seems that he<br>has not been able<br>to devote sufficient time to the Company's affairs.<br>Additionally, Since Mr. Memani is a director in more than 10<br>public companies, he cannot be appointed as a Director of<br>the Company unless he resigns from board to bring his<br>directorships in not more than 10 public companies. |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri Y. P. Trivedi as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appoinment of Shri S. B. Ganguly as Director  | FOR  | FOR                                | No concern has been identified regarding the appointment of Mr. Ganguly.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri A. K. Deb as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri Sajjan Bhajanka as<br>Director  | FOR  | AGAINST                            | Mr. Bhajanka holds two full-time positions. Additionally,<br>based on his attendance record, it seems that he has not<br>been able to devote<br>sufficient time to the Company's affairs.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Vaidya Suresh Chaturvedi as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri P. K. Khaitan as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Appointment of Shri Prashant Goenka as a<br>Whole-time Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | No concern has been identified. The proposed amendments<br>in the articles are being done to incorporate<br>regulatory changes and the provisions of the Companies Act<br>2013 in the articles.   |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | Emami                          | AGM                           | Management                                  | Related Party transaction   | FOR  | FOR                                | No concern has been identified. The transactions are with wholly-owned subsidiaries.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | ITD Cem                        | РВ                            | Management                                  | Change in Authorized Share Capital of the<br>Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Aug-14<br>09-Aug-14 | ITD Cem<br>ITD Cem             | PB<br>PB                      | Management<br>Management                    | Alteration of Memorandum of Articles<br>Alteration of Articles of Association   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 09-Aug-14              | ITD Cem                        | PB                            | Management                                  | Issue of Securities   | FOR  | FOR                                | Issue of securities we believe would have a positive impact<br>on financials.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 09-Aug-14<br>09-Aug-14 | ITD Cem                        | PB<br>PB                      | Management<br>Management                    | Creation of Charge<br>To borrow up to Rs. 1200 Crore over and above<br>the aggregate of paid up share capital and free<br>reserves of the Company | FOR  | FOR                                | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Adoption of accounts<br>Appointment of Mr. Gaurang Shetty as  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 11-Aug-14<br>11-Aug-14 | Jet Airways<br>Jet Airways     | AGM<br>AGM                    | Management<br>Management                    | Director<br>Appointment of Auditors   | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Appointment of Mr. James R. Hogan as a<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Appointment of Mr. James D. Rigney as a<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Appointment of Mr. Javed Akhtar as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Appointment of Mr. I. M. Kadri as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 11-Aug-14              | Jet Airways                    | AGM                           | Management                                  | Appointment of Mr. Aman Mehta as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | TD Power Sys.<br>TD Power Sys. | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Re-appointment of Mr. Hitoshi Matsuo as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | TD Power Sys.<br>TD Power Sys. | AGM<br>AGM                    | Management<br>Management                    | Appointment of Auditors<br>Appointment of Branch Auditors   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Appointment of Mr. Ravi Kanth Mantha as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Appointment of Ms. Nandita Lakshmanan as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Appointment of Mr. Nitin Bagamane as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Appointment of Dr. Arjun Kalyanpur as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | TD Power Sys.                  | AGM                           | Management                                  | Increase in FII investment limit  | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | TD Power Sys.<br>Kirloskar Oil | AGM<br>AGM                    | Management<br>Management                    | Approval for borrowing limit<br>Adoption of Accounts  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Re-appointment of Rahul C. Kirloskar as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Mr. U. V. Rao as Independent<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Mr. R. Srinivasan as<br>independent Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Mr. Pratap G. Pawar as<br>Independent Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Mr. M. Lakshminarayan as<br>Independent Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Dr. Naushad D. Forbes as<br>independent Director<br>Appointment of Mr. Mahesh R. Chhabria as | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Appointment of Ms. Gauri Kirloskar as Director<br>Change in the terms of appointment of Mr.                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Nihal Kulkarni  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Kirloskar Oil                  | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | Kirloskar Oil<br>Kirloskar Oil | AGM<br>AGM                    | Management<br>Management                    | Payment of commission to NEDs<br>Alteration in Articles of Association                                      | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a enabling resolution. No concern has been raised by<br>the Auditors   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Re-appointment of Dr. N.J. Singh as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | The Company has declared a dividend of Rs. 2 per share<br>(including an interim dividend of Rs. 0.80). No concern has<br>been identified. The Company has sufficient cash to pay the<br>dividend.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri Sharad Shrivastva as<br>Director  | FOR  | FOR                                | The company proposes to appoint Mr. Sharad Shrivastva as<br>Director liable to retire by rotation to fill the casual vacancy<br>caused by the resignation of Shri Rajesh Kandwal. Mr.<br>Shrivastva is a nominee of LIC. As the Company has proposed<br>to appoint Mr. Shrivastva as a director liable to retire by<br>rotation, we assume that he is being appointed as Non-<br>Executive Director (as per new provisions of the Companies<br>Act, 2013) as compared to Mr. Rajesh Kandwal who was<br>classified as an Independent Director. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Change in terms of appointment of Shri K.K.<br>Kaul   | FOR  | ABSTAIN                            | Mr. K.K. Kaul's remuneration package is opaque and provides<br>authority to board to set the remuneration as they deem fit.<br>No limits have been placed on salary increments, perquisites,<br>variable pay and allowances. Since such a remuneration<br>package may lead to conflict of interest situations, We<br>recommends that the resolution be split into two parts – one<br>for the appointment of director and second for approving<br>the remuneration package of the director. Shareholders may<br>vote FOR the appointment of director but should ask the<br>Company to MODIFY the remuneration package and place a<br>cap on each individual remuneration component or place an<br>absolute cap on overall remuneration. |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Approval for borrowing limit  | FOR  | FOR                                | The Company proposes to increase its borrowing limits from<br>Rs. 2000 Crore to Rs. 2500. The total borrowings of the<br>Company as on March 31, 2014, amounts to Rs. 1,064.22.<br>Although the Company has not stated any objective for<br>raising its borrowing limits, no concerns are being raised as<br>this is an enabling resolution under Section 180 of the<br>Companies Act, 2013.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Dr. S.S. Baijal as Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri Arun Bharat Ram as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri Pradeep Dinodia as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri Vimal Bhandari as<br>Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri Sunil Kant Munjal as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Appointment of Shri D. Sengupta as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Ratification of Remuneration to Cost Auditors   | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 148 of the Companies Act. The Company appointed<br>M/s. Bahadur Murao & Co., and M/s. J.P. Sarda & Associates<br>as Cost Auditors for the financial year 2014-15, and proposes<br>to pay a total remuneration up to Rs.3.35 lacs. No concern<br>has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | DCM Shriram                    | AGM                           | Management                                  | Invite and Accept deposits from the members   | FOR  | FOR                                | This is an enabling resolution. As the Company has not<br>defaulted in payment of its dues, no concerns are being<br>raised  |

| No. Support of the state of   | Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---|---------------------|-----------------|-----------------|-------------------------------|---|--|--|------------------------------------|--|
| number1940.1940.1970. <t< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>DCM Shriram</td><td>AGM</td><td>Management</td><td>Alteration in Articles of Association</td><td>FOR</td><td>FOR</td><td>appoint Managing Director &amp; CEO as Chairman of the Board.<br/>We believes that as a good governance practice, these<br/>positions should be kept separate so as to avoid</td></t<>  | Jul 2014 - Sep 2014 | 12-Aug-14       | DCM Shriram     | AGM                           | Management                                  | Alteration in Articles of Association  | FOR  | FOR                                | appoint Managing Director & CEO as Chairman of the Board.<br>We believes that as a good governance practice, these<br>positions should be kept separate so as to avoid   |
| JACH 19/24         JAck 1         With 19/24         JAck 14         JAck 14         With 19/24         JAck 14         With 19/24         JAck 14         With 19/24         JAck 14         With 19/24 <thjack 14<="" th=""> <thjack 14<="" th="">         With 19/24</thjack></thjack>  | Jul 2014 - Sep 2014 | 12-Aug-14       |                 | AGM                           | Management                                  | Payment of commission to NEDs  |  | FOR                                | No concern identified.   |
| No.14. 19 2014         U. No.14   | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  | Adoption of aCcounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Difference         Display  | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                |  |
| JAN 39. 19. 19. 19. 19. 19. 19. 19. 19. 19. 1   | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  |  | FOR  | FOR                                | No concerns identified.  |
| m. M. V. 1990         M. M. 1990         M. M. 1990         M. 1990 <td>Jul 2014 - Sep 2014</td> <td>12-Aug-14</td> <td>VST Inds.</td> <td>AGM</td> <td>Management</td> <td>Appointment of Auditors</td> <td>FOR</td> <td>FOR</td> <td>should not have tenure of over 10 years. However, the Companies Act 2013 and the Rules thereunder provide a</td>   | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | should not have tenure of over 10 years. However, the Companies Act 2013 and the Rules thereunder provide a  |
| pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu<pu< <t< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>VST Inds.</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td></td></t<>  | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  |  | FOR  | FOR                                |  |
| public biol16.444VirtualAddManagemeSelfman of All All All All All All All All All Al  | Jul 2014 - Sep 2014 | 12-Aug-14       | VST Inds.       | AGM                           | Management                                  | Appointment of Prof. Mubeen Rafat as   | FOR  | FOR                                | No concern has been identified regarding the appointment   |
| Jack         Disk         Star Calle         Addit         Management         Akots of Accounts         FPON         FON  | lul 2014 - Sep 2014 | 12-Aug-14       | VST Inds        | AGM                           | Management                                  |  | EOR  | FOR                                |  |
| Main Sec.         Main Sec. <t< td=""><td></td><td>-</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>   |                     | -               |                 |                               |   |  |  |                                    |  |
| Jul 2013- 59:00Jul 2014Jul 2014   | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                |  |
| Al 2041 - 192     Li Aug La     Still Cable     Addit     Management     Oppolitioner of the X-Spigs at Independent<br>Appointment of X-Spigs at Independent<br>Appointent of X-Spigs at Independent<br>A | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  |  | FOR  | FOR                                | attended only 2 out of 4 board meetings held during his<br>tenure. However, due to short duration under consideration,<br>we are not raising any concern with respect to his   |
| Market Park         Frage   | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | Auditors appointment is upto next AGM. so it is in line  |
| Hard Sep 2014     12 Aug 14     Spin Cubic     AGM     Management     Appaintment of NV WING Sum Fasking 1     FOR     FOR     Company (an appoint director) for 2 term       Hard 12 - Sep 2014     12 Aug 14     Sep Cubic     AGM     Menagement     Appaintment of NV WING Sum Fasking 1     FOR     FOR     No Engrang company (an appoint director) for 2 term       Hard 12 - Sep 2014     12 Aug 14     Sep Cubic     AGM     Management     Appointment of NV WING Sum Fasking 1     FOR     FOR     No Engrang company (an appoint director) for 2 term       Hard 12 - Sep 2014     12 Aug 14     Sep Cubic     AGM     Management     Institution of NV WING Sum Fasking 1     FOR     No Engrang fashing and the Sep Cubic of MV MING Num Fasking 1       Hard 12 - Sep 2014     12 Aug 14     Sep Cubic     AGM     Management     Institution of NV WING Sum Fasking 1     FOR     No Engrang fashing and the Sep Cubic of MV MING Num Fasking 1       Hard 21 - Sep 2014     12 Aug 14     Sep Cubic     AGM     Management     Institution of NV WING Sum Fasking 1     FOR     No Engrang fashing 1     No Engrang fashing 1     Monagement     Institution of NV WING Sum Fasking 1     FOR     No Engrang fashing 1   | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  |  | FOR  | FOR                                | Company can appoint directors for 2 terms  |
| Jul 2014. Sep 2014         12 Aug.34         Stil Cable         AGM         Management<br>degeodated Distances         FOR  | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  | Appointment of Mr.Vinod Kumar Bakshi as  | FOR  | FOR                                | Company can appoint directors for 2 terms  |
| Minute Step 2014         Living:         Stat Data         Adds         Management         Independent Decktor         Cont         Cont         Profounce or Independence of M. Similaritation approximation of M. Adds           Al 2014 - Sep 2014         12 Ang 14         Stit Colle         AGM         Management         Management         File         File         File         Besterment and package of Mr. Mallebras at M. Adds         File         File         Besterment and package of Mr. Mallebras.           Al 2014 - Sep 2014         12 Ang 14         Stil Colle         AGM         Management         Resification of Borowards         File  |                     |                 |                 |                               |   |  |  |                                    |  |
| Data Step 2004     Li 2x dig 14     Spit Cable     Audit     Management     Management     POR     FOR     FOR     FOR     For Members of the Company at their Extra Ordinary<br>Companies       al 2014 - Step 2014     12 Aug 14     Sti Cable     AdM     Management     Retification of Borrowing limits     POR     FOR     <  |                     |                 |                 |                               |   | Independent Director   |  |                                    | performance or independence of Mr.Sureshkumar Agarwal.   |
| La 2014. Sep 201412. Aug 14Still CableAGMManagementRatification of Dorowing limitsFOR <t< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>Siti Cable</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td></td></t<>  | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  |  | FOR  | FOR                                |  |
| Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Declaration of avidend     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Re-appointment of Mr. A K Hirjes     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Re-appointment of Mr. Jeh N Wadia as     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Jeh N Wadia as     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management <t< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>Siti Cable</td><td>AGM</td><td>Management</td><td>Ratification of Borrowing limits</td><td>FOR</td><td>FOR</td><td>General<br/>Meeting held on December 29, 2006 approved by way of an<br/>Ordinary Resolution under Section 293(1)(d) of the<br/>Companies<br/>Act, 1956 borrowing limits of up to Rs. 1,500 Crore. Section<br/>180(1) of the Companies Act requires the approval of<br/>borrowing limits by way of Special Resolution. This is a<br/>standard resolution enabling compliance with Section 180.</td></t<>  | Jul 2014 - Sep 2014 | 12-Aug-14       | Siti Cable      | AGM                           | Management                                  | Ratification of Borrowing limits   | FOR  | FOR                                | General<br>Meeting held on December 29, 2006 approved by way of an<br>Ordinary Resolution under Section 293(1)(d) of the<br>Companies<br>Act, 1956 borrowing limits of up to Rs. 1,500 Crore. Section<br>180(1) of the Companies Act requires the approval of<br>borrowing limits by way of Special Resolution. This is a<br>standard resolution enabling compliance with Section 180. |
| Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Declaration of avidend     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Re-appointment of Mr. A K Hirjes     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Re-appointment of Mr. Jeh N Wadia as     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Jeh N Wadia as     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Varun Berry as Vinoletime     FOR     FOR     No concerns identified.       Jul 2014 - Seg 2014     12-Aug-14     Britannia Inds.     AGM     Management <t< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>Britannia Inds.</td><td>AGM</td><td>Management</td><td>Adoption of accounts</td><td>FOR</td><td>FOR</td><td>No concerns identified.</td></t<>   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concerns identified.  |
| Ult 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Re-appointment of Mr. Jeh N Wadia as<br>Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Jeh N Wadia as<br>Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Wholetime<br>Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Managing<br>Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Managing Director of POR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Sanjian Kumar as Director       FOR       FOR   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Appointment of M/s. B S R & Co. LIP as indication of M/s. B S R & Co. LIP as unditors       No concern in bas been identified with respect to Mr. Varun Berry as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Managing Director of the Concerns identified.       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Managing Director of the Concerns identified.       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Management       Appointment of Mr. Ranjana Kuma as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-34       Britannia Inds.       AGM       Managem   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                | No concern has been identified with respect to Mr. A K Hirjee  |
| Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     Acidity     Management     Auditors     FOR     FOR     FOR     Independence of Mys. B S R 2c. LL B as auditors       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Yarun Berry as Wholetime<br>Director     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Yarun Berry as Wholetime<br>Director     FOR     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Yarun Berry as Managing     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Yarun Berry as Managing Director of the<br>Company     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Rajna Kuma as<br>Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Rajna Kuma as<br>Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia  | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Director       FOR       FOR       FOR       No concerns has been identified with respect to Mr. Varun Berry as Director         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Impointment of Mr. Varun Berry as Wholetime       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Impointment of Mr. Varun Berry as Managing       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       To revise the terms and conditions including remuneration relating to the appointment of Mr. Sanjaan Kumar as Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Ranjaan Kumar as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Kaip adrias director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12 Aug-14       Britannia Inds.       AGM <td< td=""><td>Jul 2014 - Sep 2014</td><td>12-Aug-14</td><td>Britannia Inds.</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td></td></td<>  | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                |  |
| Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       appointment of Mr. Varun Berry as Managing       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Director         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varun Berry as Managing Director of the Company       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Kanjana Kumar as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Varijit Deb as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Navijit Deb as Director       FOR       FOR       No concerns identified. <td>Jul 2014 - Sep 2014</td> <td>12-Aug-14</td> <td>Britannia Inds.</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No concern has been identified with respect to Mr. Varun</td>   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                | No concern has been identified with respect to Mr. Varun   |
| DirectorDirectorDirectorJul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Varun Berry as Managing<br>DirectorFORFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementManagementFORFORFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Narjana Kumar as<br>DirectorFORFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Rainana Kumar as<br>Appointment of Mr. Raina Kumar as<br>DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Narjana Kumar as<br>Appointment of Mr. Narjana Kumar as<br>DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Narjana Kumar as<br>Appointment of Mr. Narjani as<br>DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Narjani as<br>DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Narjani as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia I  | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                |  |
| LuiDirectorDirectorDirectorJul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Sanajana Kumar as<br>DirectorFORFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Sanajana Kumar as<br>DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Sanajana Kumar as<br>DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Keli Dadiseth as DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Night Deb as DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Night Deb as DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Night Deb as DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManagementAppointment of Mr. Sight Deb as DirectorFORFORNo concerns identified.Jul2014 - Sep 201412 - Aug - 14Britannia Inds.AGMManag  |                     |                 |                 |                               | -   |  |  |                                    |  |
| Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>prectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Keki Dadiseth as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Keki Dadiseth as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Navjit Deb as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORFORAGAINSTJul 2014 - Sep 201412-Aug-14<   |                     |                 |                 |                               |   | To revise the terms and conditions including<br>remuneration relating to the appointment of<br>Mr. Varun Berry as Managing Director of the |  |                                    |  |
| Init 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management<br>Director       Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Dr. Ajai Puri as director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Keki Dadiseth as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Avijit Deb as Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Nimesh N Kampani as<br>Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. S. S. Kelkar as<br>Independent Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mr. Sasser Munjee as Director       FOR       FOR       No concerns identified.   | Jul 2014 For 2014   | 12_1.00 14      | Britagnia Inda  | ACM                           | Managoreant                                 |  | FOR  | FOR                                | No concerns identified   |
| Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Keki Dadiseth as DirectorFORFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Avijit Deb as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nimesh N Kampani as<br>DirectorFORAGAINSTMr. Kampani's attendance at board meetings of the<br>Company has been low.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORAGAINSTSince Mr. Munjee is an director in nore than 10 public<br>companies.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTDirector of the<br>Companies.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTDirector of the 23 board meetings held in the<br>last three years.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGM <t< td=""><td></td><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td><td></td></t<>   |                     |                 |                 |                               | -   |  |  |                                    |  |
| Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nimesh N Kampani as<br>DirectorFORAGAINSTMr. Kampani's attendance at board meetings of the<br>Company has been low.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTCompanies, he cannot be appointed as a director of the<br>Companies, he cannot be appointed as a director of the<br>Companies hereigns from board of at least 2<br>companies.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTDr. kelkar attended 12 of the 23 board meetings held in the<br>last three years.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Company as<br>FORFORFOR<  |                     |                 |                 |                               |   |  |  |                                    |  |
| Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nimesh N Kampani as<br>DirectorFORAGAINSTMr. Kampani's attendance at board meetings of the<br>Company has been low.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTCompanies, he cannot be appointed as a director of the<br>Companies, he cannot be appointed as a director of the<br>Companies hereigns from board of at least 2<br>companies.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTDr. kelkar attended 12 of the 23 board meetings held in the<br>last three years.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Company as<br>FORFORFOR<  | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  | Appointment of Mr. Avijit Deb as Director  | FOR  | FOR                                | No concerns identified.  |
| Local Local Local Local DirectorDirectorCompany has been low.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. S. S. Kelkar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Nasser Munjee as DirectorFORAGAINSTSince Mr. Munjee is a director in more than 10 public<br>companies, he cannot be appointed as a director of the<br>Company has been low.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Dr. Vijay L Kelkar as DirectorFORAGAINSTDr. Kelkar attended 12 of the 23 board meetings held in the<br>last three years.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mr. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORNo concerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Mrs. Ranjana Kumar as<br>Independent DirectorFORFORKoncerns identified.Jul 2014 - Sep 201412-Aug-14Britannia Inds.AGMManagementAppointment of Cost AuditorsF  |                     |                 |                 |                               | -   | Appointment of Mr. Nimesh N Kampani as   |  |                                    | Mr. Kampani's attendance at board meetings of the  |
| Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Independent Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mr. Nasser Munjee as Director     FOR     AGAINST     Since Mr. Number is a director in more than 10 public company unless he resigns from board of at least 2 company unless he resigns from board of at least 2 companies.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Dr. Vijay L Kelkar as Director     FOR     AGAINST     Dr. Kelkar ateled 12 of the 23 board meetings held in the Independent Director       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mrs. Ranjana Kumar as Independent Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Mrs. Ranjana Kumar as Independent Director     FOR     FOR     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Appointment of Concerns identified.     No concerns identified.       Jul 2014 - Sep 2014     12-Aug-14     Britannia Inds.     AGM     Management     Remuneration to Cost Auditors     FOR     FOR     FOR     No concerns identified.  |                     |                 |                 |                               | -   |  |  |                                    |  |
| Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Dr. Vijay L Kelkar as Director       FOR       AGAINST       Dr. Kelkar attended 12 of the 23 board meetings held in the last three years.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Dr. Vijay L Kelkar as Director       FOR       AGAINST       Dr. Kelkar attended 12 of the 23 board meetings held in the last three years.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mrs. Ranjana Kumar as Independent Director       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Remuneration to Cost Auditors       FOR       FOR       This is an enabling resolution under Section 148 of the Companies Act, 2013. No concern has been identified in this   |                     |                 |                 |                               |   |  |  |                                    | Since Mr. Munjee is a director in more than 10 public<br>companies, he cannot be appointed as a director of the<br>Company unless he resigns from board of at least 2  |
| Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Appointment of Mrs. Ranjana Kumar as<br>Independent Director       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       12-Aug-14       Britannia Inds.       AGM       Management       Remuneration to Cost Auditors       FOR       FOR       This is an enabling resolution under Section 148 of the<br>Companies Act, 2013. No concern has been identified in this   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  | Appointment of Dr. Vijay L Kelkar as Director  | FOR  | AGAINST                            | Dr. Kelkar attended 12 of the 23 board meetings held in the  |
| Jul 2014 - Sep 2014 12-Aug-14 Britannia Inds. AGM Management Remuneration to Cost Auditors FOR FOR FOR Companies Act, 2013. No concern has been identified in this  | Jul 2014 - Sep 2014 |                 | Britannia Inds. | AGM                           | Management                                  | Appointment of Mrs. Ranjana Kumar as   | FOR  | FOR                                |  |
|   | Jul 2014 - Sep 2014 | 12-Aug-14       | Britannia Inds. | AGM                           | Management                                  |  | FOR  | FOR                                |  |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Britannia Inds.                  | AGM                           | Management                                  | Payment of commission to NEDs   | FOR  | AGAINST                            | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. The historical distribution of commission to<br>non-executive directors of the Company has been<br>disproportionate. The remuneration paid to the highest paid<br>NED is more than twice the remuneration paid to the<br>Managing Director of the Company. Since a non-executive<br>director works part-time for the Company, his remuneration<br>should not be more than a whole-time director. |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Britannia Inds.                  | AGM                           | Management                                  | Approval for borrowing limit  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180(1) of the Companies Act, 2013. No concern has<br>been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Britannia Inds.                  | AGM                           | Management                                  | Creation of charge  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180(1) of the Companies Act, 2013. No concern has<br>been identified in this regard.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | Graphite India<br>Graphite India | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Re-appointment of Mr. K K Bangur as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. Sanjiv Goenka as Director  | FOR  | ABSTAIN                            | Mr. Sanjiv Goenka has been associated with the Company<br>since last 12 years. Mr. Sanjiv Goenka is a Director in more<br>than 10 public companies, he cannot be appointed as a<br>director of the Company unless he resigns from board of at<br>least 3 companies. Further he did not attend any board<br>meetings held in previous year and attended total 8%<br>meetings in last three years.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. N S Damani as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. A V Lodha as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. P K Khaitan as Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Dr. R Srinivasan as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. N Venkataramani as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>12-Aug-14 | Graphite India<br>Graphite India | AGM<br>AGM                    | Management<br>Management                    | Increase in borrowing limit<br>Keeping the registers of the Company   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Aug-14              | Graphite India                   | AGM                           | Management                                  | Appointment of Mr. M B Gadgil as Executive<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Aug-14<br>13-Aug-14 | Graphite India<br>Jyothy Lab.    | AGM<br>AGM                    | Management                                  | Remuneration to Cost Auditors<br>Adoption of Accounts   | FOR  | FOR<br>FOR                         | No concerns identified.<br>This is a standard resolution. No concern has been identified  |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management<br>Management                    | Declaration of Dividend   | FOR  | FOR                                | in this regard.<br>No concern has been identified. The Company has sufficient   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              |                                  | AGM                           | Management                                  | Re-appointmen tof Mr. K. Ullas Kamath as  | FOR  | FOR                                | cash to pay the dividend.   |
| Jui 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | wanagement                                  | Director  | FOR  | FOR                                | No concerns identified. Provisions of the Companies Act 2013 state that auditors  |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Re-appointment of Mr. Ramachandran Panjan<br>Moothedath as MD and Chairman  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Re-appointment of Mr. Raghunandan<br>Sathyanarayan Rao as CEO   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment of Ms. Jyothy Ramchandran as<br>Whole time director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment of Mr. Nilesh Bansilal Mehta as<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment of Mr. Kiliyanat Puliasseri<br>Padmakumar as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment of Mr. Bipin Ratilal Shah as<br>Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Appointment fo Mr. Ramakrishnan<br>Lakshminarayanan as Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Approval for borrowing limit  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180(1) of the Companies Act, 2013. No concern has<br>been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180(1) of the Companies Act, 2013. No concern has<br>been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Consent for Adoption of Employee Stock<br>Option Scheme 2014-A and to create, offer,<br>issue and allot stock options to Mr. S.<br>Raghunandan                | FOR  | FOR                                | No concern has been identified. The Company has provided<br>adequate disclosures.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Consent for grant of stock options in excess of 1% of the issued capital to Mr. S. Raghunandan  | FOR  | FOR                                | No concern has been identified. The Company has provided<br>adequate disclosures.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Consent for Adoption of Employee Stock<br>Option Scheme 2014 and to create, offer, issue<br>and allot stock options to permanent<br>employees of the Company. | FOR  | FOR                                | No concern has been identified. The Company has provided<br>adequate disclosures.   |
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                      | AGM                           | Management                                  | Sale of stake in Jyothy Consumer Products<br>Marketing Limited to Associated Industries<br>Consumer Products Private Limited.                                 | FOR  | FOR                                | The Company has disclosed the name of the related parties<br>with whom the transactions are intended and relation with<br>the respective related parties. However, the Company has<br>not disclosed whether the Audit committee has reviewed<br>and approved the transactions No other major concern has<br>been identified in this regard  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 13-Aug-14              | Jyothy Lab.                        | AGM                           | Management                                  | Remuneration to Cost Auditors   | FOR  |                                    | This is a standard resolution under Section 148 of the<br>Companies Act, 2013 No cocnern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 13-Aug-14<br>14-Aug-14 | Balkrishna Inds<br>Tata Steel      | EGM<br>AGM                    | Management<br>Management                    | Scheme of Arragngement<br>Adoption of Accounts  | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Re-appointment of Mr. Cyrus P. Mistry as<br>Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Mr. Ishaat Hussain as Director   | FOR  | ABSTAIN                            | We are of the opinion that since Mr. Ishaat Hussain is a<br>director in more than 10 public companies, he cannot be<br>appointed as a director of the Company unless he resigns<br>from board of at least 4 companies.   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Auditors<br>Re-appointment of Mr. T. V. Narendran as   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Mr. T. V. Narendran as the<br>Managing Director, India & South East Asia   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Mr. Nusli N. Wadia as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Mr. Subodh Bhargava as an  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. Jacobus Schraven as an   | FOR  | FOR                                | No concerns identified.  |
|  |                        |                                    |                               |   | Independent Director<br>Appointment of Mrs. Mallika Srinivasan as an  |  |                                    |  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Appointment of Mr. O. P. Bhatt as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Tata Steel                         | AGM                           | Management                                  | Ratification of Cost Auditors' remuneration   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
|  |                        |                                    |                               |   |   |  | <u> </u>                           |  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Re-appointment of Mr. B. Bhat as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of M/s. N.M.Raiji & co   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Appointment of Mr. A.D. Cooper as an<br>Independent Director  | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Cooper as it for a period of one year and companies<br>act provides transition period for independent directors<br>associated with the company since a while.   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Appointment of Mr. Z.S. Dubash as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Appointment of Mr. S. Susman as an  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Independent Director<br>Appointment of Mr. B.N. Vakil as an   | FOR  | FOR                                | No concerns identified.  |
|  | -                      |                                    |                               |   | Independent Director<br>Appointment of Mr. H. Bhat as a Director of   |  |                                    |  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | the Company   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Trent                              | AGM                           | Management                                  | Re-appointment of Mr. Philip N. Auld as the<br>'Manager'  | FOR  |                                    | Mr. Auld's remuneration package is opaque and provides<br>authority to board to set the remuneration as they seem fit.<br>No limits have been placed on the variable pay / allowances<br>proposed for him. Such a remuneration package may lead to<br>conflict of interest situations. In addition to this, the<br>Company proposes to pay the entire remuneration, including<br>variable pay, to Mr. Auld even in case of inadequate profits.<br>Therefore we are against approving the remuneration<br>package of the manager. |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard resolution. The Auditors have not made<br>any qualification in their Report. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | The Board has recommended a dividend of Rs.15.00 per<br>equity share. The dividend payment will result in an outflow<br>of Rs.15.16 cr. No concern has been identified. The Company<br>has sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Re-appointment of Mr. B C S lyengar as<br>director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Appointment of Mr. V.P. Mahendra as MD  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | To Appoint of Mr. R Subramanian as an<br>Independent Director.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | To Appoint of Mr. M.K. Bannerjee as an  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Independent Director.<br>To Appoint of Mr. V.Ramachandran as an   | FOR  | FOR                                | No concerns Identified.  |
|  |                        |                                    |                               | -   | Independent Director.<br>To Appoint of Mr. K.K Rai as an Independent  |  |                                    |  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | VST Till. Tract.                   | AGM                           | Management                                  | Director.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Whirlpool India                    | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns Identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 14-Aug-14<br>14-Aug-14 | Whirlpool India<br>Whirlpool India | AGM                           | Management                                  | Re-appointment of Mr. Anil Berera as Director<br>Appoint M/s S. R. Batliboi & Co. LLP, Chartered<br>Accountants, as Auditors of the Company for a<br>term of three years. | FOR  |                                    | No concerns identified.<br>The current auditors, M/s S. R. Batliboi & Co. LLP, have been<br>associated with the Company for over 17 years. Provisions of<br>the Companies Act 2013 state that auditors should not have<br>tenure of over 10 years. But the Companies Act 2013 and the<br>Rules there under provide a transition period of 3 years,<br>hence No concern has been identified with respect to<br>reappointment of M/s. S. R. Batliboi & Co.   |
|  |                        |                                    |                               |   | 1   |  |                                    | · · · · · · · · · · · · · · · · · · ·  |
| Jul 2014 - Sep 2014                        | 14-Aug-14              | Whirlpool India                    | AGM                           | Management                                  | Appointment of Mr. Anand Narain Bhatia as   | FOR  | FOR                                | No concerns Identified.  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 14-Aug-14       | Whirlpool India  | AGM                           | Management                                  | Appointment of Mr. Simon J Scarff as Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 14-Aug-14       | Whirlpool India  | AGM                           | Management                                  | Appointment of Mr. Sanjiv Verma as Director   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 14-Aug-14       | Whirlpool India  | AGM                           | Management                                  | Appointment of Ms. Sonu Bhasin as Director  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 14-Aug-14       | Whirlpool India  | AGM                           | Management                                  | Revision in remuneration of Mr. Arvind Uppal  | FOR  | AGAINST                            | Mr. Arvind Uppal's remuneration package is opaque and<br>provides authority to board to set the remuneration as they<br>seem fit. No limits have been placed on perquisites and<br>variable pay. Since such a remuneration package may lead to<br>conflict of interest situations, we believe that the Company<br>should place a cap on each individual remuneration<br>component or place an absolute cap on overall<br>remuneration. |
| Jul 2014 - Sep 2014 | 14-Aug-14       | Whirlpool India  | AGM                           | Management                                  | Remuneration to Cost Auditors   | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 148 of the Companies Act, 2013. No concern has<br>been identified in this regard.  |
| Jul 2014 - Sep 2014 | 16-Aug-14       | Ipca Labs.       | РВ                            | Management                                  | Amendment in the Memorandum of<br>Association of the Company  | FOR  | FOR                                | this resolution is required to carry out day to day operations<br>of the business of the company   |
| Jul 2014 - Sep 2014 | 18-Aug-14       | LIC Housing Fin. | РВ                            | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling resolution under Section 180 of the<br>Companies Act, 2013. No major concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | This is a standard enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concern has been identified. The Company has sufficient<br>cash to pay the dividend.  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Re-appointment of Ms. Savita Singh as Director  | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Approval for Borrowing limit  | FOR  | FOR                                | No concern identified as this is enabling resolution.  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Issuance of non- convertible debentures as<br>private placement basis   | FOR  | FOR                                | This is an enabling resolution. Since the securities to be<br>issued are non-convertible in nature, there will be no<br>dilution to the existing shareholders. The issue made would<br>be within the borrowing limits of the Company.  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Alteration in Articles of Association   | FOR  | FOR                                | This is an enabling resolution. Since the amendment in<br>Articles of Association of the Company is resultant of<br>incorporation of Changes as per the Provisions of the<br>Companies Act & listing agreements, no concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Related Party transaction   | FOR  | FOR                                | No concern has been identified as the company dealing in<br>lending business for Housing finance, required fund to meet<br>business requirement  |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Appointment of Ms. Sunita Sharma as MD and CEO  | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Appointment of Mr. T.V. Rao as Independent<br>director  | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014 | 19-Aug-14       | LIC Housing Fin. | AGM                           | Management                                  | Appointment of Mr. S. B. Mainak as DIrector   | FOR  | FOR                                | No concern identified.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Adoption of financial Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | To declare a dividend of Rs. 6 per share  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Re-appointment of Shri Harsh V. Lodha as<br>Director, retiring by rotation  | FOR  | AGAINST                            | Mr. Harsha V. Lodha is a director in more than 10 public<br>companies, he cannot be appointed as a director of the<br>Company unless he resigns from board of at least 4<br>companies.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of M/s. H.P. Khandelwal & Co. as<br>Statutory Auditors of the Company for a period<br>of 1 year, and fix the remuneration | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Shri Vikram Swarup as<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Shri Anand Bordia as<br>Independent Director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Anand Bordia did not attend any of the last three AGMs,<br>he attended only 67% of the board meetings held in the last<br>three years. It seems Mr. Bordia has not been able to devote<br>sufficient time to the Company's affairs.  |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Shri B.B. Tandon as<br>Independent Director, for a period of 5 years   | FOR  | AGAINST                            | Mr. B.B. Tandon is a director in more than 10 public<br>companies, he cannot be appointed as a director of the<br>Company unless he resigns from board of at least 2<br>companies.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Shri D.N. Ghosh as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Dr. Deepak Nayyar as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | Although Mr. Deepak Nayyar attendance in last three years<br>board meetings is abysmal, his<br>attendance in last year board meeting shows a significant<br>improvement over the past years and his<br>commitment towards the Company.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Re-appointment of Mr. B. R. Nahar as<br>Mananging Director of the Company for a<br>period of 5 years, and fix his remuneration        | FOR  | FOR                                | No concern has been identified regarding the appointment of Mr. Nahar.   |
| Jul 2014 - Sep 2014 | 21-Aug-14       | Birla Corpn.     | AGM                           | Management                                  | Appointment of Shri Pracheta Majumdar as<br>Whole time Director- Chief Management<br>Advisor, from 1st April 2014 to 19th May, 2018   | FOR  | FOR                                | No concern has been identified regarding the appointment of Mr. Majumdar.  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Birla Corpn.                       | AGM                           | Management                                  | Approval for borrowing limit not exceeding<br>Rs.3000 crores  | FOR  | FOR                                | The Company has an existing borrowing limit of '1,000 crore<br>over and above the aggregate of the paid up capital of the<br>Company and its free reserves as per the last audited annual<br>accounts. At end of FY14, total borrowings stood at '1079.41<br>crore and therefore, the Company proposes to increase the<br>borrowing limit from '1,000 crore approved in Annual<br>General Meeting held on September 19, 2006 to '3,000 crore<br>over and above the aggregate of the paid up capital of the<br>Company and its free reserves as per the last audited annual<br>accounts. The Company has also stated its objective clearly<br>on increasing the borrowing limit. |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Birla Corpn.                       | AGM                           | Management                                  | Approval for Creation of Charge on borrowings   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Birla Corpn.                       | AGM                           | Management                                  | Remuneration to Cost Auditors   | FOR  | FOR                                | This is standard resolution under Section 148 of the<br>Companies Act, 2013. No concerns have been<br>identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Birla Corpn.                       | AGM                           | Management                                  | Approval for keeping records of the Company<br>at a place other than Registered Office  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Re-appointment of Mr. R. Gopalakrishnan as<br>director  | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Gopalakrishnan.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | To appoint M/s Deloitte Haskins & Sells LLP as<br>Auditors of the Company to hold office for a<br>period of three years, and fix the remuneration                         | FOR  | FOR                                | No concern identified   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Appointment of Mr. Nusli Wadia as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Appointment of Mr. Nasser Munjee as an<br>Independent Director for a period of 5 years  | FOR  | ABSTAIN                            | We are of the opinion that since Mr. Nasser Munjee is a<br>director in more than 10 public companies, he<br>cannot be appointed as a Director of the Company unless he<br>resigns from board of at least 2 public companies.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Appointment of Mr. Eknath Kshirsagar as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Appointment of Dr. Y. S. P. Thorat as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Appointment of Dr. Vijay Kelkar as an<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Re-appointment of Mr. R. Mukundan as<br>Managing Director   | FOR  | FOR                                | No concern identified   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Re-appointment of Mr. P. K. Ghose as an<br>Executive Director & CFO   | FOR  | FOR                                | No concern identified   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Ratification of Remuneration of Cost Auditor  | FOR  | FOR                                | No concern has been identified with respect to remuneration<br>of Cost Auditors.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Approve borrowing limits of the Company not<br>to exceed Rs.5,5000 Crores   | FOR  | FOR                                | No concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies<br>Act 2013.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | Creation of Charge up to an amount of Rs.<br>5,500 crores   | FOR  | FOR                                | No concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies<br>Act 2013.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | Tata Chemicals                     | AGM                           | Management                                  | To issue non-convertible debentures on a<br>private placement basis during a period of one<br>year for an amount not exceeding Rs.1,000<br>Crores                         | FOR  | FOR                                | This is an enabling Resolution. As the debentures cannot be<br>converted into equity shares, no concern has been<br>observed with respect to the interests of common<br>shareholders.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Adoption of Financial Accounts  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 21-Aug-14<br>21-Aug-14 | IL&FS Transport<br>IL&FS Transport | AGM<br>AGM                    | Management<br>Management                    | To confirm the payment of interim dividend<br>To declare dividend on Equity Shares  | FOR  | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Re-appointment of Mr. Ravi Parthasarathy as<br>Director   | FOR  | ABSTAIN                            | Since Mr. Parthasarathy is a Director in more than 10<br>Compaies, he cannot be appointed as a director of the<br>Company unless he resigns from the Board of at least 2<br>Companies.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Re-appointment of Mr. Hari Sankaran as<br>Director  | FOR  | ABSTAIN                            | Mr. Sankaran is a Director in more than 10 Compales, he<br>cannot be appointed as a director of the Company unless he<br>resigns from the Board of at least 2 Companies.  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Appointment of Deloitte Haskins & Sells LLP as<br>statutory auditors of the Company for a period<br>of 3 years, with ratification every year, and fix<br>the remuneration | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Appointment of Mr. Deepak Dasgupta as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Appointment of Mr. R C Sinha as Independent<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Appointment of Mr. H P Jamdar as<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Appointment of Mr. Deepak Satwalekar as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | IL&FS Transport                    | AGM                           | Management                                  | Issue of further Securities<br>Approval for borrowing power and Creation of   | FOR  | FOR                                | No concerns identified.<br>This is an enabling resolution under Section 180 of the  |
| Jul 2014 - Sep 2014                        | 21-Aug-14              | HPCL                               | РВ                            | Management                                  | Charge on the assets of the Company up to Rs.<br>30,000 Crores  | FOR  | FOR                                | Companies Act, 2013. No concerns have been identified.  |
| Jul 2014 - Sep 2014                        | 22-Aug-14              | UPL                                | AGM                           | Management                                  | Adoption of financial Accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Re-appointment of Mr. Jaidev Rajnikant Shroff<br>as director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Mrs. Sandra Rajnikant Shroff<br>as director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Mr. Pradeep Vedprakash<br>Goyal as an Independent Director                                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Dr. Venkata Krishna<br>Kameshwarrao Palavajjhala as an Independent<br>Director            | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Dr. Reena Ramachandran as<br>an Independent Director                                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Mr. Pradip Pranjivan Madhavji<br>as an Independent Director                               | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Mr. Vinod Rajindranath Sethi<br>as an Independent Director                                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Appointment of Mr. Suresh Prabhakar Prabhu<br>as an Independent Director                                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | To approve the remuneration of the Cost<br>Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | To increase the limit for investment by Foreign<br>Institutional Investors                               | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | To increase the limit for borrowing  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180 of the Companies Act,<br>2013. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | UPL              | AGM                           | Management                                  | Creation of Charge   | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180 of the Companies Act,<br>2013. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Declaration of Dividend on equity shares   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Make Independent Directors not liable to retire<br>by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Cessation of directorship of Mr. Mohan Raj   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Cessation of Directorship of Mr. S. Rajgopal   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Re-appointment of Mr. A. K. Jain as Director, to   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | retire by rotation<br>Cessation of directorship of Mr. S. N. Talwar                                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Re-appointment of Mr. S. N. Subrahmanian as<br>Director, to retire by rotation                           | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Re-appointment of Mr. A. K. Naik as Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointment of Mr. Subodh Bhargava as<br>Independent Director, up to March 29, 2017                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointment of Mr. M. M. Chitale as<br>Independent Director, up to 31st March 2019                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointment of Mr. M. Damodaran as<br>Independent Director, up to 31st March 2019                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointment of Mr. Vikram Singh Mehta as<br>Independent Director, up to 31st March 2019                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointmen tof Mr. Adil Zainulbhai as<br>Independent Director, up to 29th March 2019                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Aug-14       | Larsen & Toubro  | AGM                           | Management                                  | Appointment of M/s Sharp & Tannan as<br>Auditors, to hold office up to 29th March, 2019                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Re-appointment of Director Mr. Kamal Mitra,<br>retiring by rotation                                      | FOR  | FOR                                | No concern has been identified regarding Mr. Mitra's profile<br>and performance. However, Shareholders may note that the<br>Company has mentioned about the formulation of<br>Nomination and Remuneration Committee in the Notice but<br>has not disclosed the composition of the same.    |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Re-appointment of Director Mr. K R Lalpuria,<br>retiring by rotation                                     | FOR  |                                    | No concern has been identified regarding Mr. Lalpuria's<br>profile and performance. However, Shareholders may note<br>that the Company has mentioned about the formulation of<br>Nomination and Remuneration Committee in the Notice but<br>has not disclosed the composition of the same. |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointment of M/s. B K Shroff & Co as<br>Auditors, for a period of 5 years, and fix the<br>remuneration | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointment of Mr. P. N Shah as an<br>Independent Director, for a period of 5 years                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointment of Mr. R. Anand as an independent director, for a period of 5 years                          | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointmen tof Mr. Prem Malik as an<br>Independent director, for a period of 5 years                     | FOR  | FOR                                | No concern has been identified regarding reappointment of<br>Mr. Prem Malik  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointment of Mr. Sushil Kumar Jiwarajka as<br>an independent director, for a period of 5<br>years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointmen tof Mr. Dilip Thakkar as an<br>independent director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Thakkar is a director in 13 public companies, he cannot<br>be appointed as a director of the Company unless he resigns<br>from board of at least 3 company.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Appointment of Dr. (Mrs.) Vaijayanti Pandit as<br>an independent director, for a period of 5<br>years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Re-appointment of Mr. R. N. Gupta as a<br>director, liable to retire by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Ratification of remuneration to M/s. A G<br>Anikhindi & Co, Cost Auditors  | FOR  | FOR                                | This is standard resolution under Section 148 of the<br>Companies Act, 2013. The Company proposes to pay Rs. 2.50<br>Lakhs to M/s. A G Anikhindi & Co as Cost Auditors for FY14-<br>15. No concern has been identified in this regard.   |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Payment of commission to Non- Executive<br>directors, up to a maximum limit of 1% of the<br>Net Profits and not exceeding Rs. 1 Lakh per<br>director | FOR  | FOR                                | The Company proposes to pay commission to NEDs up to Rs.<br>1 lakh each. As the Company has placed an upper cap on the<br>maximum commission payable to each director, no concern<br>has been identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Increase in the remuneration of Mr. Anil Kumar<br>Jain, Chairman and Managing Director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 1,200<br>Crores   | FOR  | FOR                                | Current borrowing limit of the Company is Rs. 700 Crore<br>which was approved in the AGM held on 3rd September,<br>2005 by way of Ordinary Resolution. Long term borrowings<br>as on March 31, 2014 amounted to Rs. 404.10 Crore. The<br>Company proposes to increase the borrowing limits to Rs.<br>1200 Crore considering the expansion/ growth in the<br>business operations of the Company, in the coming years. No<br>major concern has been identified in this regard.   |
| Jul 2014 - Sep 2014 | 23-Aug-14       | Indo Count Inds. | AGM                           | Management                                  | Increase in Commission payable to M/s. Unic<br>Consultant  | FOR  | FOR                                | The Company proposes to pay a commission of 0.25% and 0.30% of total exports turnover of Home Textile Division for FY14-15 and FY15-16 respectively. This is a related party transaction. Export revenue constitute about 85% of total revenue. In 2013-14 Exports accounted for Rs.1,196 Core. At revised rate the additional amount payable will be Rs 60 lac in 2014-15 and Rs.1.20 Corer in 2015-16. No major concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Smt. Sangita Reddy as<br>Director   | FOR  | ABSTAIN                            | Limited info available on number of directorships  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of M/s. S.Viswanathan as<br>Auditors, for a period of 1 year   | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri.N. Vaghul as an<br>Independent Director  | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri.Deepak Vaidya as an<br>Independent Director  | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Rafeeque Ahamed as an<br>Independent Director   | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Payment of commission to Non Executive<br>Directors  | FOR  | FOR                                | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Since absence of such disclosures may lead to<br>conflict of interest situations, we would normally<br>recommend that shareholders vote against the resolution.<br>However, since the Company has been fair in remunerating<br>its directors in the last 5 years, we recommends voting FOR<br>the resolution provided that the Company places an absolute<br>cap on commission<br>payable to the directors. |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Rajkumar Menon as an<br>Independent Director  | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Vinayak Chatterjee as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Habibullah Badsha as an<br>Independent Director   | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. G. Venkatraman as an<br>Independent Director  | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Khairil Anuar Abdullah as<br>an Independent Director  | FOR  | FOR                                | Company has transition period  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Appointment of Shri. Sanjay Nayar as an<br>Independent Director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Re-designation of Smt. Preetha Reddy as<br>Executive Vice-Chairperson  | FOR  | FOR                                | No concern has been identified with respect to re-<br>designation of Ms. Preetha Reddy. However, shareholders<br>should note that she holds more than 10 directorships in<br>public<br>companies and have to bring down their directors to 10 so as<br>to comple with the law.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Re-designation of Smt. Suneeta Reddy as<br>Managing Director   | FOR  | FOR                                | to comply with the Law.<br>No concern has been identified with respect to re-<br>designation of Ms. Suneeta Reddy. However, shareholders<br>should note that she holds more than 10 directorships in<br>public companies and have to bring down their directors to<br>10 so as to comply with the Law.   |
|                     | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Re-appointment of Mrs. Shobana Kamineni as<br>Executive Vice- Chairperson  | FOR  | ABSTAIN                            | Limited info available on number of directorships  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Re-designation of Smt.Sangita Reddy as Joint<br>Managing Director   | FOR  | ABSTAIN                            | limited info available on number of directorships  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Maintenance of Register of Members and<br>other statutory registers at a place other than<br>the registered office of the Company   | FOR  | FOR                                | This is a standard enabling resolution. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Increase in the borrowing limits  | FOR  | FOR                                | These are standard enabling resolutions under Section 180 of<br>the Companies Act, 2013. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | These are standard enabling resolutions under Section 180 of<br>the Companies Act, 2013. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Acceptance of Unsecured/Secured Deposits<br>from the Public and Members   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard. The Company has not defaulted in<br>payment of its undisputed dues.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Issue of Non Convertible Debentures on a private placement basis  | FOR  | FOR                                | As the securities to be issued are non-convertible in nature,<br>interests of common shareholders shall not be<br>effected. Therefore, no concern has been identified.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Apollo Hospitals | AGM                           | Management                                  | Remuneration of the Cost Auditor  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 148 of the Companies Act, 2013.<br>No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Adoption of Financial Accounts for year ended<br>on 31st March, 2014  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | To declare the dividend on the equity shares  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Re-appointment of Director Mr. Pankaj Mital,<br>who retires by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of M/s. Price Waterhouse as<br>Statutory Auditors for a period of 3 years, and<br>fix the remuneration  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Ms. Noriyo Nakamura as Director, liable to retire by rotation  | FOR  | FOR                                | The Company has not constituted Nomination &<br>Remuneration committee. No other concerns have been<br>identified.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Ms. Geeta Mathur as<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Maj. Gen. Amarjit Singh as<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Mr. S.C. Tripathi as<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Mr. Arjun Puri as Independent<br>Director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Mr. Gautam Mukherjee s<br>independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Motherson Sumi   | AGM                           | Management                                  | Appointment of Mr. Pankaj Mittal as a Whole-<br>time Director designated as Chief Operating<br>Offi cer of the Company for a period of three<br>years w.e.f. April 1, 2014, and fix his<br>remuneration | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Adoption of Annual Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Declaration of Dividend on equity shares  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Re-appointment of Mr. Kiran S. Divi as Director of the Company, retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Appointment of M/s. P.V.R.K. Nageswara Rao<br>& Co. as Auditors for 3 years, and fix the<br>remuneration  | FOR  | FOR                                | Company has transition period for auditors   |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Re-appointment of Dr. Murali K. Divi as<br>Chairman and Managing Director, for 5 years<br>starting from 10th October, 2014  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Appointment of Shri. K.V.K. Seshavataram as<br>Independent Director, for a period of 5 years,<br>up to June 22, 2019.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Appointment of Smt. S. Sridevi as Shareholders<br>Directors, for 3 years up to June 22, 2017  | FOR  | FOR                                | The Company proposes to appoint Mrs. Sridevi for a term of<br>3 years. She is being appointed as "Small Shareholder<br>Director" under section 151 of The Companies Act 2013. The<br>Act provides a tenure of three<br>years only. |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Appointment of Dr. G. Suresh Kumar as<br>Independent Director, for 5 years, up to 31st<br>March, 2019   | FOR  | FOR                                | Company has transition period for directors  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Appointment of Shri. R. Ranga Rao as<br>Independent Director, for 5 years up to 31st<br>March, 2019   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Re-appointment of Shri. N.V. Ramana as<br>Executive Director, for 5 years starting from<br>26th December, 2014  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 25-Aug-14       | Divi's Lab.      | AGM                           | Management                                  | Adoption of new set of Articles of Association  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 26-Aug-14       | Tata Global      | AGM                           | Management                                  | Adoption of Annual Accounts   | FOR  | FOR                                | This is a standard resolution. No major concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 26-Aug-14       | Tata Global      | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | No concern has been identified. The Company has sufficient cash to pay the dividend.   |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Re-appointment of Mr. Cyrus P Mistry as<br>Director, retiring by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of M/s Lovelock & Lewes as<br>Statutory Auditors of the Company   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mr. Analjit Singh as an<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | ABSTAIN                            | Mr. Singh holds more than 10 directorships in public<br>companies and cannot be appointed as a director unless<br>resigns from directorship of one public company.  |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mr. V. Leeladhar as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mrs. Mallika Srinivasan as an<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mrs. Ranjana Kumar as an<br>Independent Director, for 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mr. Darius Pandole as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mrs. Ireena Vittal as<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mr. Harish Bhat as Non-<br>Executive Director, liable to retire by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Appointment of Mr. Ajoy Misra as Managing<br>Director for 5 years and fix his remuneration  | FOR  | FOR                                | No concern identified   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | To approve borrowing limits of the Company  | FOR  | FOR                                | This is an enabling resolutions to ensure compliance with<br>Section 180 of the Companies Act 2013. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | Creation of Charge  | FOR  | FOR                                | This is an enabling resolutions to ensure compliance with<br>Section 180 of the Companies Act 2013. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Tata Global                        | AGM                           | Management                                  | payment of commission to Non-executive<br>Directors of the Company  | FOR  | FOR                                | Although the Company has not disclosed commission<br>distribution criteria. However, historical trend of distribution<br>of commissions to non-executive directors of the Company<br>has been fair.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 26-Aug-14<br>26-Aug-14 | Ashoka Buildcon<br>Ashoka Buildcon | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of Dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Satish D. Parakh as<br>Director  | FOR  | ABSTAIN                            | Mr. Satish D. Parakh is a director in more than 10 public<br>companies (14), he cannot be appointed as a director of the<br>Company unless he resigns from board of at least 4<br>companies.  |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Milapraj Bhansali as a<br>Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | 6. Approval of Appointment of Mr. Milapraj<br>Bhansali as a Whole-time Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Michael Pinto as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Sharadchandra Abhyankar<br>as independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Albert Tauro as<br>Independent Director  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Appointment of Mr. Gyan Chand Daga as<br>Independent Director   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Aug-14              | Ashoka Buildcon                    | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No major concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Re-appointment of Mr. Mehernosh S. Kapadia  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | as Director, retiring by rotation<br>Appointment of Deloitte Haskins & Sells LLP<br>and PKF Sridhar & Santhanam as Statutory<br>Auditors for a period of 3 years, and fix the<br>remuneration | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Appointment of Ms. Ireena Vittal as a Director<br>of the Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Appointment of Ms. Ireena Vittal as an<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Appointment of Mr. Deepak Parekh as an<br>Independent Director of the Company, for a<br>period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Appointment of Mr. K. B. Dadiseth as an<br>Independent Director of the Company, for a<br>period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Appointment of Mr. Nadir B. Godrej as an<br>Independent Director of the Company   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Authority to borrow up to Rs. 5,000 Crores in excess of the paid-up capital and free reserves   | FOR  | FOR                                | The Company has an existing borrowing limit of `4,000<br>crores. At end of FY 14, total borrowings stood at `2,315.10<br>Crore and therefore, `1,684.90 Crore of borrowing limit is<br>still unutilized. The Company has sufficient unutilized<br>borrowing limit as on date. But since the Company has<br>provided an adequate justification for the increase in<br>borrowing limits, we believe that it is not a cause of concern |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Indian Hotels                      | AGM                           | Management                                  | Commission to Non- Executive Directors, not exceeding 1% of the Net Profit of the Company   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma                   | AGM                           | Management                                  | Adoption of financial accounts for year ended<br>31st March, 2014   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
|  |                        |                                    |                               |   | · ·   |  |                                    |   |

| No.No   | Quarter                                    | Meeting<br>Date        | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---|--|------------------------|------------------|-------------------------------|---|---|--|------------------------------------|--|
| Juli Paris         Original         Alor         Mangement         Alor         Mangement         Alor         Mangement         Alor         Mangement           120.14 1920         20.458         Schellske Mangement         Schellske Mangement <td< td=""><td>Jul 2014 - Sep 2014</td><td>27-Aug-14</td><td>Aurobindo Pharma</td><td>AGM</td><td>Management</td><td>and the second interim dividend of Rs.1.75, in aggregate Rs. 3 per equity share of Rs.1 each,</td><td>FOR</td><td>FOR</td><td></td></td<>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  | and the second interim dividend of Rs.1.75, in aggregate Rs. 3 per equity share of Rs.1 each,   | FOR  | FOR                                |  |
| Mail A 2010D 2010 <thd 2010<="" th="">D 2010D 2010D 2010D</thd>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Miller         North         Masses         Masses <thmasses< th="">         Masses         <thmasses< td="" th<=""><td>Jul 2014 - Sep 2014</td><td>27-Aug-14</td><td>Aurobindo Pharma</td><td>AGM</td><td>Management</td><td></td><td>FOR</td><td>FOR</td><td>No concerns identified.</td></thmasses<></thmasses<>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| March 197         Market         Market         Market         Market         Market         Market         Market         Market           M1207 - Sep 701         77.842         Auslick Branz  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  | LLP as Statutory Auditors for a period of 3 years, with ratification every year, and fix the  | FOR  | FOR                                | Company has transition period for auditors   |
| Alta Hard 2000         Print Mark         Answer Mark         Answer Mark         Answer Mark         Answer Mark         Answer Mark           Al 2004         27.4.4.4         Answer Mark         Answer Mark         Mark        <  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  |   | FOR  | FOR                                | Company has transition period for directors  |
| Mark B. 2000         Char B.         Main Bandward         Main Bage event Bandward Sectors         Char B.   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  |   | FOR  | ABSTAIN                            | Not enough information on directors attendance record  |
| Mobile Soc         Models         Analysis (Model Partonin         <  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  |   | FOR  | FOR                                | Company has transition period for directors  |
| JAC 2014         Line Class         ADDIT   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Aurobindo Pharma | AGM                           | Management                                  | Auditors M/s. Sagar & Associates for the  | FOR  | FOR                                | Companies Act, 2013. No concern has been identified in this  |
| Harther, and<br>Harther, and<br>  | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | ·   | FOR  | FOR                                |  |
| JAID 34. Social     Vince     Name     Prime interime branched single for<br>construction of the single for<br>constr | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | Declaration on Dividend   | FOR  | FOR                                |  |
| Jul 2014         Stop 20         27 Aug 14         10 CL         AdM         Management<br>Introduction in place of Divit 7.5<br>Introduction in place of Divit 7.5         FOR         FOR         No concerns intermined.           Jul 2014         Seg 2004         27 Aug 14         110 CL         AGM         Management<br>Common Mick the large bin status 2015 as a time statu of the<br>Common Mick the large bin status.         FOR         FOR         No concerns in tables it details in appending the appending the appending the appending the<br>Common Mick the large bin status.         FOR         No concerns its best itself in the appending the<br>discuss and the appending the appending the<br>common Mick the large bin status.         FOR         No concerns itself its.           Jul 2014         Seg 20         27 Aug 14         Otext 3 Mick Mick and   | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | who retires by rotation and is eligible for   | FOR  | FOR                                | No concerns identified.  |
| In 2014 - Sep 201     2 - Aug-14     IOCI     AGA     Managemet     Ta agood Stappin Single Contract on the Contract on theory on theored on theored on the Cont  | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | To appoint a Director in place of Shri V. S.<br>Okhde, who retires by rotation and is eligible  | FOR  | FOR                                | No concerns identified.  |
| Ind 2014 - Sep 2014I O C LAGMManagementCalamana of the Company, net lable to retrier<br>(or nation)FORFORFORFORModel for the Sep 1000000000000000000000000000000000000  | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | To appoint Shri Sanjiv Singh as Director of the   | FOR  | FOR                                |  |
| Jul 2014 - Sep 201427-Aug 2410 C LAGMManagement<br>Autorisor for the financial year-ending March<br>31, 2015FORFORMonomermidentified.Jul 2014 - Sep 201427-Aug 24Oberon ReatlyAGMManagementAdpoint of financial accountsFORFORThis is standard resturblish. The Company has ufficient<br>Call to any the dividend.Jul 2014 - Sep 201427-Aug 24Oberon ReatlyAGMManagementResponsiment of Diversion M-Na Boot<br>Resturbling Viruitation<br>Responsiment of Diversion M-Na Boot<br>Resturbling Viruitation<br>Resturbling Viruitation Resturbling Viruitation<br><td>Jul 2014 - Sep 2014</td> <td>27-Aug-14</td> <td>IOCL</td> <td>AGM</td> <td>Management</td> <td>Chairman of the Company, not liable to retire</td> <td>FOR</td> <td>FOR</td> <td></td>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | Chairman of the Company, not liable to retire   | FOR  | FOR                                |  |
| Mail 21-569 2014     27-Aug 14     Oberol fealty     AGM     Management     Adoption of francial accounts     POB     POB     PoB     PoB adoption of AGM     Mon any errors make beam adoption. No may errors make beam addition. No make make make beam addition. No make make make make beam addition. No may errors make beam addition. No make make beam addition. No may errors make beam addition. No may errors make beam addition. No make make beam additin the sector make beam additin the sector make beam addited   | Jul 2014 - Sep 2014                        | 27-Aug-14              | IOCL             | AGM                           | Management                                  | Auditors for the financial year ending March  | FOR  | FOR                                | No concerns identified.  |
| Lul 2014 - Sep 201427. Aug 44Oberol ReshtyAGMManagementDeclaration of divisendFORFORNo concern has been identified. The Company has sufficient<br>call to giv the divideid.Lul 2014 - Sep 201427. Aug 44Oberol ReshtyAGMManagementResponsitionent of Divisend Visias Detrol.<br>Palls & Call StatisticaFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detrol Visias Detrol.<br>Palls & Call StatisticaFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detrol Visias Detrol<br>Palls & Call StatisticaFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detrol VisiasFORAGAMLul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detrocity of a pariod of SyarsFORFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detrocity of a pariod of SyarsFORFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detro SyarsFORFORNo concerns identified.Lul 2014 - Sep 201227. Aug 44Oberol ReshtyAGMManagementAppointment of Missian Detro SyarsFORFORNo concerns identified.Lul 2014 - Sep 2012   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                | -  |
| Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Re-appointment of Director Mr. Walas Oberol, with Status Director, Mr. Walas Oberol, and Status Director, Mr. Walas Oberol, Realty       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Appointment of Mr. Walas Director, For a period of S years       FOR       AGAM ET       Monoconcerns identified.         Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Appointment of Mr. TP. Ostwal as Independent Director, For a period of S years       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Appointment of Mr. TP. Ostwal as Independent Director, For a period of S years       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Appointment of Mr. Yulas Oberol as MD, Julabe       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 Aug 14       Oberol Realty       AGM       Maragement       Appointment of Mr. Yulas Oberol as MD, Julabe       FOR       FO   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | No concern has been identified. The Company has sufficient   |
| Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M.P. Ray & Co. as Statutory<br>remuneration     FOR     FOR     No. Concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M.P. Ray & Co. as Statutory<br>remuneration     FOR     FOR     No. Concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M. T.P. Oxtwal as<br>Independent Director, for a period of Syears     FOR     FOR     No. Concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M. T.P. Oxtwal as<br>Independent Director, for a period of Syears     FOR     FOR     No. concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M. T.P. Oxtwal as<br>Independent Director, for a period of Syears     FOR     FOR     No. concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M. Vash Oberol as Jul 2014 Sep 2014     FOR     FOR     No. concerns identified.       Jul 2014 - Sep 2014     27-Aug-14     Oberol Realty     AGM     Management     Appointment of M. Vash Oberol Realty Sep 2014     FOR     FOR     No. concerns identified.       Jul 2014 - Sep 201  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                |  |
| Nul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appointment of Mr. Anii Harish as independent Director, for a period of S years         FOR         AGMICT           Jul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appointment of Mr. To, Ostuala is independent Director, for a period of S years         FOR         FOR         No concern has been identified with respect to respontment of Mr. T.P. Ostual as independent Director, for a period of S years         FOR         FOR         No concern has been identified.           Jul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appointment of Mr. To, Ostual as independent Director, for a period of S years         FOR         FOR         No concern has been identified.           Jul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appointment of Mr. Yas Oberoi as MD, Rible in the period of S years         FOR         FOR         No concern has been identified.           Jul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appointment of Mr. Yas Oberoi as MD, Rible in the period of S years         FOR         FOR         No concern has been identified.           Jul 2014 - Sep 2014         27 Aug-14         Obbroi Realty         AGM         Management         Appoint f  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Appointment of M/s P. Raj & Co as Statutory<br>Auditors for a period of 3 years, and fix the  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014       27 Aug - 14       Oberoi Realty       AGM       Management       Independent Director, for a period of 5 years       FOR       FOR       reappointment of Mr. TP. Ostwal         Jul 2014 - Sep 2014       27 Aug - 14       Oberoi Realty       AGM       Management       Appointment of Mr. Vinas Abernoi as MD, liable       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 - Aug - 14       Oberoi Realty       AGM       Management       Appointment of Mr. Vinas Abernoi as MD, liable       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27 - Aug - 14       Oberoi Realty       AGM       Management       Appointment of Mr. Vinas Abernoi as MD, liable       FOR       FOR       No concerns has been identified.         Jul 2014 - Sep 2014       27 - Aug - 14       Oberoi Realty       AGM       Management       Appoint or rowing up to Rs. 3,000 Crores       FOR       FOR       No concern has been identified. The resolution would enable compliance with Section 1800 the Companies Act 2013.         Jul 2014 - Sep 2014       27 - Aug - 14       Oberoi Realty       AGM       Management       Reation of charge to secure borrowings up to Rs. 3,000 Crores       FOR       FOR       No concern has been identified. The resolution would enable compliance with Section 1800 the Companies Act 2013.         Jul 2014 - Sep 2014       27 -   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Appointment of Mr. Anil Harish as   | FOR  | AGAINST                            | cannot be appointed as a director of the Company unless he<br>resign from at least 4 public companies where he is presently  |
| Jul 2014 - Sep 2014       Z7-Aug:14       Oberoi Realty       AGM       Management       Independent Director, for a period of 5 years       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27-Aug:14       Oberoi Realty       AGM       Management       Appointment of Mr. Vias Oberoi as MD, liable<br>to retice by rotation       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       27-Aug:14       Oberoi Realty       AGM       Management       Appointment of Mr. Saumil Daru as a Direvtor-<br>france up to May 9, 2019, and fix his<br>remuneration in the remuneration package payable to Mr.<br>Sumil Daru.       No concern has been identified.       No concern has been identified.         Jul 2014 - Sep 2014       27-Aug:14       Oberoi Realty       AGM       Management       Appointment of Mr. Sumil Daru as a Direvtor-<br>france up to May 9, 2019, and fix his<br>remuneration in the remuneration package payable to Mr.<br>Sumil Daru       No concern has been identified.       No concern has been identified.         Jul 2014 - Sep 2014       27-Aug:14       Oberoi Realty       AGM       Management       Ceration of charge to secure borrowings up to Rs. 3,000 Crores       FOR       FOR       No concern has been identified.       No concern has been identified.         Jul 2014 - Sep 2014       27-Aug:14       Oberoi Realty       AGM       Management       reation of charge to secure borrowings up to Rs. 3,  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                |  |
| Jul 2014 - Sep 2014       ZF-Aug-14       Oberoi Realty       AGM       Management       to retire by rotation       FOR       FOR       FOR       No concerns identified.         Jul 2014 - Sep 2014       Z7-Aug-14       Obberoi Realty       AGM       Management       Appointment of Mr. Samil Daru as a Direvtor-<br>iremuneration       FOR       FOR       POR       No concerns identified.       No concern has been identified with respect to profile of Mr.<br>Samil Daru.         Jul 2014 - Sep 2014       Z7-Aug-14       Obberoi Realty       AGM       Management       Appointment of Mr. Samil Daru as a Direvtor-<br>iremuneration       FOR       FOR       No concern has been identified with respect to profile of Mr.<br>Samil Daru.         Jul 2014 - Sep 2014       Z7-Aug-14       Obberoi Realty       AGM       Management       Approval for borrowing up to Rs. 3,000 Crores       FOR       FOR       No concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies Act 2013.         Jul 2014 - Sep 2014       Z7-Aug-14       Obberoi Realty       AGM       Management       Section of charge to secure borrowings up to<br>Rs. 3,000 Crores       FOR       FOR       No concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies Act 2013.         Jul 2014 - Sep 2014       Z7-Aug-14       Obberoi Realty       AGM       Management       sissue of Non- convertible debentures to rai  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 201427. Aug-14Oberoi RealtyAGMManagementAppointment of Mr. Saumil Daru as a Director<br>Finance up to My. 9, 2019, and fix his<br>remunerationFORFORSomSaumil Daru. However, Company should disclose minimum<br>remuneration in the remuneration package payable to Mr.<br>Saumil Daru.Jul 2014 - Sep 201427. Aug-14Oberoi RealtyAGMManagementAppoint for borrowing up to Rs. 3,000 CroresFORFORFORNo concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies Act 2013.Jul 2014 - Sep 201427. Aug-14Oberoi RealtyAGMManagementCreation of charge to secure borrowings up to<br>Rs. 3,000 CroresFORFORNo concern has been identified. The resolution would enable<br>compliance with Section 180 of the Companies Act 2013.Jul 2014 - Sep 201427. Aug-14Oberoi RealtyAGMManagementIssue of Non-convertible debentures to raise<br>up to Rs. 1,500 Crores onlyFORFORFORThis is an enabling Resolution. As the debentures cannot be<br>converted int equity shares, no concern has been observed<br>with respect to the interests of common shareholders.Jul 2014 - Sep 201427. Aug-14Oberoi RealtyAGMManagementContribution to charitable funds not exceeding<br>saverage net profits for the three immediately<br>preceding financial years, whichever is higher,<br>in any financial yearFORFORThe Company proposes to contribute up to not more than<br>Rs. 5.00 Crore to wards, charitable and other<br>fund. Since the proposed anount of specifing is not<br>excersive, we are not raiting any concers.Jul 2014 - Sep 2014 <td>Jul 2014 - Sep 2014</td> <td>27-Aug-14</td> <td>Oberoi Realty</td> <td>AGM</td> <td>Management</td> <td></td> <td>FOR</td> <td>FOR</td> <td>No concerns identified.</td>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Approval for borrowing up to Rs. 3,000 Crores       FOR       FOR       FOR       compliance with Section 180 of the Companies Act 2013.         Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Creation of charge to secure borrowings up to Rs. 3,000 Crores       FOR       FOR       FOR       No concern has been identified. The resolution would enable compliance with Section 180 of the Companies Act 2013.         Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Creation of charge to secure borrowings up to up to Rs. 3,000 Crores       FOR       FOR       FOR       This is an enabling Resolution. As the debentures cannot be converted into equity shares, no concern has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interests of common has been observed with respect to the interest of common has been observed with respect to the interests of common has been ob  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Finance up to May 9, 2019, and fix his  | FOR  | FOR                                | Saumil Daru. However, Company should disclose minimum<br>remuneration in the remuneration package payable to Mr.   |
| Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Rs. 3,000 Crores       FOR       FOR       FOR       compliance with Section 180 of the Companies Act 2013.         Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Rs. 3,000 Crores       FOR       FOR       FOR       FOR       This is an enabling Resolution. As the debentures cannot be converted into equity shares, no concern has been observed with respect to the interests of common shareholders.         Jul 2014 - Sep 2014       27-Aug-14       Oberoi Realty       AGM       Management       Issue of Non- convertible debentures to raise up to Rs. 1,500 Crores only       FOR       FOR       FOR       The Company proposes to contribute up to not more than Rs. 5.00 Crore to five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher, in any financial years       FOR       FOR       FOR       FOR the profits for the three immediately preceding financial years, whichever is higher, in any financial years, whichever is higher, in any financial years       FOR       FOR       FOR       FOR the proposed amount of spending is not exceeding financial years, whichever is higher, in any financial years, whichever is higher, in any financial years       FOR       FOR       FOR       FOR the proposed amount of spending is not exceeding financial years, whichever is hig   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Approval for borrowing up to Rs. 3,000 Crores   | FOR  | FOR                                |  |
| Jul 2014 - Sep 201427-Aug-14Oberoi RealtyAGMManagementIssue of Non-convertible depentures to raise<br>up to Rs. 1,500 Crores onlyFORFORconverted into equity shares, no concern has been observed<br>with respect to the interests of common shareholders.Jul 2014 - Sep 201427-Aug-14Oberoi RealtyAGMManagementContribution to charitable funds not exceeding<br>Rs. 5 Crores or five percent of the Company's<br>average net profits for the three immediately<br>preceding financial years, whichever is higher,<br>in any financial yearFORFORFORConverted into equity shares, no concern has been observed<br>with respect to the interests of common shareholders.Jul 2014 - Sep 201427-Aug-14Oberoi RealtyAGMManagementContribution to charitable funds not exceeding<br>Rs. 5 Crores or five percent of the Company's<br>average net profits for the three immediately<br>preceding financial years, whichever is higher,<br>in any financial yearFORFORFORThe Company proposes to contribute up to not more than<br>Rs. 5.00 Crore or five percent of the Company's<br>average net profits for the three immediately<br>preceding financial years, whichever is higher,<br>in any financial yearFORFORFORThe Company proposes to contribute que to not more than<br>Rs. 5.00 Crore towards charitable and other<br>fund. Since the proposed amount of spending is not<br>excessive, we are not raising any concern.Jul 2014 - Sep 201427-Aug-14Oberoi RealtyAGMManagementRatification of remuneration to M/s. Kishore<br>Bhatia & Associates, Cost AuditorsFORFORThis is a standard resolution under Section 148 of the<br>companies Act, 2013. No concern has been i  | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                |  |
| Jul 2014 - Sep 201427-Aug-14Oberoi RealtyAGMManagementContribution to charitable funds not exceeding<br>Rs. 5 Crores or five percent of the Company's<br>average net profits for the three immediately<br>preceding financial years, whichever is higher,<br>in any financial years,<br>whichever is higher,<br>   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  |   | FOR  | FOR                                | converted into equity shares, no concern has been observed   |
| Jul 2014 - Sep 2014     27-Aug-14     Oberoi Realty     AGM     Management     Ratification of remuneration to M/S. Nshore<br>Bhatia & Associates, Cost Auditors     FOR     FOR     Companies Act, 2013. No concern has been identified in this<br>regard.       Jul 2014 - Sep 2014     27-Aug-14     NTPC     AGM     Management     Adoption of Annual Accounts     FOR     FOR     No concerns identified.   | Jul 2014 - Sep 2014                        | 27-Aug-14              | Oberoi Realty    | AGM                           | Management                                  | Rs. 5 Crores or five percent of the Company's<br>average net profits for the three immediately<br>preceding financial years, whichever is higher, | FOR  | FOR                                | Rs. 5.00 Crore or five percent of the Company's average net<br>profits for the three immediately preceding financial years,<br>whichever is higher to bona fide charitable or other fund. In<br>case, the Company incurred loss in future, it will still<br>contribute Rs. 5.00 Crore towards charitable and other<br>fund. Since the proposed amount of spending is not |
|   | Jul 2014 - Sep 2014                        |                        | Oberoi Realty    |                               | Management                                  |   |  |                                    | Companies Act, 2013. No concern has been identified in this  |
| Jul 2014 - Sep 2014 27-Aug-14 NTPC AGM Management Declaration of dividend on equity shares FOR FOR No concerns identified.  | Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 27-Aug-14<br>27-Aug-14 |                  |                               |   |   |  |                                    |  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | Re-appointment of Shri I.J. Kapoor as Director,<br>retiring by rotation  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | To fix the remuneration of the Statutory<br>Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | Appointment of Shri S.C. Pandey as<br>Director(Projects), liable to retire by rotation,<br>on terms & conditions determined by the Govt.<br>of India   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | Appointment of Shri Kulamani Biswal as as<br>Director (Finance) and Chief Financial Officer<br>of the Company, liable to retire by rotation, on<br>terms & conditions determined by the Govt. of<br>India. | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | Appointment of Dr. Pradeep Kumar as<br>Govt.Nominee Director of the Company, not<br>liable to retire by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | To raise funds upto Rs 13,000 Crore through<br>issue of Bonds/Debentures on Private<br>Placement basis   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Aug-14              | NTPC                               | AGM                           | Management                                  | To ratify the remuneration of the Cost Auditors<br>for the financial year 2014-15  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 28-Aug-14<br>28-Aug-14 | Engineers India<br>Engineers India | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of final dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Engineers India                    | AGM                           | Management                                  | Re-appointment of Director Mr. Ram Singh,  | FOR  | FOR                                | No concerns identified.  |
|  | 28-Aug-14              |                                    |                               | Management                                  | retiring by rotation<br>Re-appointment of director Ms. Veena Swarup,   | FOR  | FOR                                |  |
| Jul 2014 - Sep 2014                        | -                      | Engineers India                    | AGM                           |   | retiring by rotation   |  |                                    | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Engineers India                    | AGM                           | Management                                  | Fix the remuneration of auditors of FY 2014-15   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Adoption of Annual Accounts  | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Declaration of Dividend on Equity Shares   | FOR  | FOR                                | The Company has declared a dividend of Rs. 5.50 per equity<br>share. This is a standard resolution. The Company has<br>sufficient cash to pay the dividends. No concern has been<br>identified.                            |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Re-appointment of Mr. Peter Mueller as a Director of the Company, retiring by rotation   | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | To appoint auditors and fix their remuneration   | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Appointment of Mr. Richard van der Merwe as<br>the Vice Chairman & Managing Director of the<br>Company for a period of five years with effect<br>from February 1, 2014                                     | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Appointment of Dr. Vijay Mallya as an<br>Independent Director of the Company to hold<br>office upto March 31, 2019   | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Appointment of Mr. Sharad M. Kulkarni as an<br>Independent Director of the Company to hold<br>office upto March 31, 2019   | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Appointment of Mr. A.K.R. Nedungadi as an<br>Independent Director of the Company to hold<br>office upto March 31, 2019   | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Appointment of Mr. Vimal Bhandari as as an<br>Independent Director of the Company to hold<br>office upto March 31, 2019  | FOR  | FOR                                | No concern identified  |
| Jul 2014 - Sep 2014                        | 28-Aug-14              | Bayer Crop Sci.                    | AGM                           | Management                                  | Approval for payment of remuneration to the<br>Cost Auditors of the Company, M/s. N. I.<br>Mehta & Co., Cost Accountants   | FOR  | FOR                                | The Company proposes to pay Rs. 5.30 Lakhs to M/s. N.I.<br>Mehta & Co. as Cost Auditors. This is an enabling resolution<br>under Section 148 of the Companies Act, 2013. No concern<br>has been identified in this regard. |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Adoption of financial accounts for the year<br>ended 31st March, 2014  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Declaration of Final dividend for FY 2013-14   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Re-appointment of Director Shri A.K. Mehra,  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | who retires by rotation<br>Appointment of Statutory Auditors for 2014-15<br>and fix the remuneration   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | and fix the remuneration<br>Approval for remuneration of M/s. Ujwal P.<br>Loya & Co. as Cost Auditors of the Company for   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | FY2014-15<br>Appointment of Ms. Sunanda Prasad as a Non-<br>Offi cial Part-time Director of the Company, for<br>a period of three years w.e.f. 18.11.2013  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Appointment of Dr. A. K. Lomas as a Non-Offi<br>cial Part-time Director of the Company, for a<br>period of three years w.e.f. 18.11.2013   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Appointment of Mr. G. S. Grover as a Non-Offi<br>cial Part-time Director of the Company, for a<br>period of three years w.e.f. 18.11.2013  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | MOIL                               | AGM                           | Management                                  | Appointment of Mr. J. P. Dange as a Non-Offi<br>cial Part-time Director of the Company, for a<br>period of three years w.e.f. 18.11.2013   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                       | AGM                           | Management                                  | Appointment of Financial accounts  | FOR  | FOR                                | This is a standard resolution. No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Re-appointment of Director Mr. Gautam<br>Dalmia, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Appointment of M/s. S.S. Kothari Mehta & Co.,<br>as Stautory Auditors for a period of 1 year and<br>fix the remuneration                             | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Appointment of Mr. N. Gopalaswamy as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Appointment of Mr. V.S. Jain as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Appointment of Mr. P.K. Khaitan as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Revision in minimum remuneration to Mr. Jai H<br>Dalmia, Managing Director   | FOR  | FOR                                | The Company proposes to pay `1,57,49,457/- as minimum<br>remuneration Mr. Jai H. Dalmia. The Company had earlier<br>taken approval for minimum remuneration for a period of 3<br>years. The Company has now sought approval for the<br>remaining period of 2 years of the 5 years term of Mr.<br>Dalmia. No concern has been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 30-Aug-14              | Dalmia Bhar.                   | AGM                           | Management                                  | Revision in minimum remuneration to Mr. Y.H.<br>Dalmia, Managing Director  | FOR  | FOR                                | The Company proposes to pay `1,57,49,457/- as minimum<br>remuneration Mr. Y. H. Dalmia. The Company had earlier<br>taken approval for minimum remuneration for a period of 3<br>years. The Company has now sought approval for the<br>remaining period of 2 years of the 5 years term of Mr.<br>Dalmia. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | NTPC                           | РВ                            | Management                                  | Increase in borrowing limit of the Company from Rs 1,00,000 Crore to Rs 1,50,000 Crore.  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | NTPC                           | РВ                            | Management                                  | Creation of Mortgage and/or charge over the<br>movable and immovable properties of the<br>Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Dalmia Bhar.                   | РВ                            | Management                                  | Inter- corporate loans, guarantees etc shall not exceed t 1,200 crores at any point of time  | FOR  | ABSTAIN                            | The Company has not disclosed details on contribution made<br>by other shareholders on pro- rata basis, in case of a partially<br>owned subsidiary, associate or joint venture, or otherwise.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Dalmia Bhar.                   | РВ                            | Management                                  | Issue of securities not exceeding an aggregate mount of Rs. 12,000 Million   | FOR  | AGAINST                            | The Company has not disclosed any specific reason, and has<br>also added an option for issue of warrants (in which only<br>25% of the money comes into the Company in the near<br>future, rest 75% may or may not come into the Company) for<br>raising equity capital, which indicates that there is no urgent<br>requirement for capital at the Company. Issue of securities<br>pursuant to this resolution may result in dilution of<br>approximately 17% on a post issue basis. Additionally, it is an<br>omnibus resolution where the Board of Directors is being<br>given the discretion to decide the mode and the terms of the<br>proposed issue. |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 01-Sep-14<br>01-Sep-14 | Bharti Airtel<br>Bharti Airtel | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Re-appointment of Director Ms. Chua Sock<br>Koong, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Re-appointment of Director Mr. Rajan Bharti<br>Mittal, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of M/s. S. R. Batliboi & Associates<br>LLP as Statutory Auditors for a period of 3<br>years, and fix the remuneration                    | FOR  | FOR                                | M/s. S. R. Batiliboi & Associates LLP have been Auditors of the<br>Company for last 7 years. The Company has<br>proposed to appoint them for a further period of 3 years.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Sheikh Faisal Thani Al-Thani as<br>a Director liable to retire by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Mr. Bernardus Johannes Maria<br>Verwaayen as an Independent Director for a<br>period from December 27, 2013 upto<br>December 26, 2018 | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Mr. Vegulaparanan Kasi<br>Viswanathan as an Independent Director from<br>January 14, 2014 upto January 13, 2019                       | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Mr. Dinesh Kumar Mittal as an<br>Independent Director from March 13, 2014<br>upto March 12, 2019                                      | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Mr. Manish Santoshkumar<br>Kejriwal as an Independent Director  | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 01-Sep-14              | Bharti Airtel                  | AGM                           | Management                                  | Appointment of Ms. Obiageli Katryn Ezekwesili<br>as an Independent Director for a period from<br>September 26, 2012 upto September 25, 2015          | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 01-Sep-14       | Bharti Airtel    | AGM                           | Management                                  | Appointment of Mr. Ajay Lal as an Independent<br>Director to hold office upto January 22, 2015  | FOR  | FOR                                | The Company has a policy for independent directors. As per<br>the policy -the maximum tenure is two terms of<br>five years each and the second term shall be approved by<br>shareholders by way of special resolution. No concern has<br>been identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Bharti Airtel    | AGM                           | Management                                  | Ratification of remuneration to be paid to M/s.<br>R. J. Goel & Co. for FY 2014-15  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Adoption of Annual Accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Declaration of dividend on Equity Shares  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Re-appointment of Mr. Ishaat Hussain as<br>Director of the Company, retiring by rotation.   | FOR  | ABSTAIN                            | Mr. Hussain is directors in more than 10 public companies,<br>he cannot be appointed as a Director of the Company unless<br>he resigns from board of at least 4 companies.  |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Re-appointment of Mr. Sanjay Johri as<br>Director of the Company, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Appointment of Deloitte Haskins & Sells LLP,<br>Chartered Accountatnts as Statutory Auditors<br>of the Company and to fix their remuneration            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Appointment of Mr. Nani Javeri as an<br>Independent Director of the Company with<br>effect from 1st September, 2014 up to 31st<br>August, 2019          | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Appointment of Mr. R.N. Mukhija as an<br>Independent Director of the Company with<br>effect from 1st September, 2014 up to 4th<br>February, 2019        | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Appointment of Mr. Debendranath Sarangi as<br>an Independent Director of the Company with<br>effect from 1st September, 2014 up to 31st<br>August, 2019 | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Appointment of Mr. Bahram Navroz Vakil as an<br>Independent Director of the Company with<br>effect from 1st September, 2014 up to 31st<br>August, 2019  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 500<br>Crores  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 01-Sep-14       | Voltas           | AGM                           | Management                                  | Ratification of Cost Auditor's Remuneration   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 02-Sep-14       | ING Vysya Bank   | PB                            | Management                                  | Approval for borrowing up to Rs. 20,000 Crores  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 02-Sep-14       | ING Vysya Bank   | РВ                            | Management                                  | Issue of Debt Securities through private<br>placement upto Rs. 700 crore  | FOR  | FOR                                | This is an enabling resolution. The debentures/ other debt<br>securities to be issued are not convertible into equity shares<br>(and thus the issue will not affect the common<br>shareholders). As the proposed issue is within the overall<br>borrowing of the Company, no concern has been identified. |
| Jul 2014 - Sep 2014 | 02-Sep-14       | TVS Motor Co.    | РВ                            | Management                                  | Approval for borrowing limit up to Rs. 1500<br>Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 02-Sep-14       | TVS Motor Co.    | PB                            | Management                                  | Creation of charge on assets of the Company,<br>in respect of the borrowings  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | the global consolidated accounts are not fully audited by one<br>auditor and subsidiaries may have different auditors   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of director Mr. M.K. Hamied,  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Re-appointment of director Mr. S.<br>Radhakrishnan, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointment of M/s. R.G.N. Price & Co as<br>Statutory auditors for a period of 1 year and fix<br>the remuneration                                       | FOR  | FOR                                | Company has transition period for change in auditors  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointment of Dr. H.R. Manchanda as an<br>independent Director for a period of 5 years   | FOR  | FOR                                | Company gets 2 terms for appointing independent directors   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointment of Mr. V.C. Kotwal as an<br>indepndent Director for a period of 5 years   | FOR  | FOR                                | Company gets 2 terms for appointing independent directors   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointment of Mr. Ashok Sinha as an<br>independent director for a period of 5 years<br>Appointment of Dr. Peter Mugyenyi as                            | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Director for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointmen tof Mr. Adil Zainulbhai as an<br>independent director for a period of 5 years<br>Revision in remuneration of Mr. Subhanu                     | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Zainulbhai.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Saxena, MD and CEO  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | Appointment of Mr. Rajesh Garg as as<br>"Executive Director and Global Chief Financial<br>Officer for a period of 5 years and fix the<br>remuneration   | FOR  | FOR                                | The Company has not placed cap on the perquisites payable<br>to Mr. Rajesh Garg in form of insurance and club<br>membership. No other concern has been identified.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Cipla            | AGM                           | Management                                  | ratification of remuneration to Mr. D.H. Zaveri,<br>Cost Auditors   | FOR  | FOR                                | This is a standard resolution under Section 148 of the<br>Companies Act, 2013. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | To confirm the paymen to finterim dividend<br>and todeclare final dividend on equity shares   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | Re-appointment of director Shri Harpreet<br>Singh, retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | Re-appointment of director Shri Yash Vardhan,<br>retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | Ratification of remuneration to Auditors<br>Appointment of Shri Arvind Bhatnagar as  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 03-Sep-14       | Container Corpn. | AGM                           | Management                                  | director, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is standard resolution. No major concern has been<br>raised by the Auditors in this regard.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Declaration of dividend and confirmation of<br>interim dividend  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Re-appointment of director Mr. S. K.<br>Chaturvedi, retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Re-appointment of director Mr. B. P. Kalyani , retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of M/s. S R B C & Co. LLP as<br>Statutory Auditors of the Company for a period<br>of 3 years, and fix the remuneration | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mr. S. M. Thakore as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mr. P. G. Pawar as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mrs. Lalita D. Gupte as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mr. P. H. Ravikumar as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mr. Naresh Narad as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Dr. Tridibesh Mukherjee as an<br>Independent Director for a period of 5 years                                       | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Appointment of Mr. Vimal Bhandari as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Re-appointment of Mr. Amit B. Kalyani as<br>Executive Director and fix the remuneration  | FOR  | FOR                                | No major concerns identified. Director has one year<br>transition period to resign from other public companies and<br>retain directorship with Bharat Forge.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Creation of charge of an amount not exceeding<br>(Rupees Thirty Thousand millions.   | FOR  | FOR                                | This is a standard resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Approval for borrowing limit not to exceed Rs.<br>15,000 millions  | FOR  | FOR                                | This is a standard resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Payment of commission to Non Whole time<br>Directors up to an aggregate of 1% of the net<br>profit                                 | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | To approve the remuneration of the Cost<br>Auditors M/s. Dhananjay V. Joshi & Associates   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Related party Transactions of the Company<br>with Kalyani Carpenter Special Steels Limited<br>up to Rs. 20,000 millions anually    | FOR  | FOR                                | The company has disclosed the annual estimated monetary<br>value of the transaction with each related party along with<br>other necessary disclosures. Further, the Company has<br>disclosed that the Audit committee has reviewed and<br>approved the transactions. No concern has been identified in<br>this regard. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Related party Transactions of the Company<br>with Kalyani Steels Limited up to an annual<br>amount of Rs. 20,000 Million annually  | FOR  | FOR                                | The company has disclosed the annual estimated monetary<br>value of the transaction with each related party along with<br>other necessary disclosures. Further, the Company has<br>disclosed that the Audit committee has reviewed and<br>approved the transactions. No concern has been identified in<br>this regard. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Bharat Forge     | AGM                           | Management                                  | Related party Transactions of the Company<br>with Bharat Forge International Limited for a<br>limit of Rs.30,000 Millions annually | FOR  | FOR                                | The company has disclosed the annual estimated monetary<br>value of the transaction with each related party along with<br>other necessary disclosures. Further, the Company has<br>disclosed that the Audit committee has reviewed and<br>approved the transactions. No concern has been identified in<br>this regard. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | The Company has proposed to pay a dividend of Rs. 0.25 per<br>share of face value Rs. 1 each. No concern has been<br>identified. The Company has sufficient cash to pay the<br>dividend.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Re-appointment of Director Shri Akshay<br>Poddar, retiring by rotation   | FOR  | FOR                                | No concern has been identified regarding Mr. Poddar's<br>profile and performance. However, Shareholders may note<br>that the Company has mentioned about the formulation of<br>Nomination and Remuneration Committee but has not<br>disclosed the composition of the same.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Appointment of Messrs. K. N. Gutgutia & Co. as<br>Statutory Auditors , for a period of 3 years                                     | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Appointment of Shri Sandeep Fuller as an<br>Executive director, for a period of 3 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail     | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors<br>M/s. DGM & Associates   | FOR  | ABSTAIN                            | The Company has not disclosed the remuneration payable to the Cost Auditors.   |

| Quarter             | Meeting<br>Date | Company Name  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|---------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Grant of ESOPs to permanent employees of the<br>Company  | FOR  | ABSTAIN                            | The Company has not disclosed the composition of the<br>Compensation Committee, which will administer the ESOP<br>scheme.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Issue of securities not exceeding Rs. 300 Crores   | FOR  | AGAINST                            | The proposed issue (Upto Rs300 Cr) would have a negative<br>dilution effect of 15.69% on public shareholding if it's not a<br>rights issue. Company should explore debt options before<br>raising equity.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Increase in the Authorised capital and<br>subsequent change in Clause 5 of the MoA   | FOR  | AGAINST                            | The proposed issue (Upto Rs300 Cr) would have a negative<br>dilution effect of 15.69% on public shareholding if it's not a<br>rights issue. Company should explore debt options before<br>raising equity.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Appointment of Shri A. C. Chakrabortti as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | ppointmen tof Shri D. R. Kaarthikeyan as an<br>Independent Director, for a period of 5 years   | FOR  | AGAINST                            | Since Mr. Kaarthikeyan is a director in 12 public companies,<br>he cannot be appointed as a Director of the Company unless<br>he resigns from board of at least 2 public companies.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Appointment of Shri Hemant Kanoria as an<br>Independent Director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Kanoria attended only 17% of the Board meetings held<br>last year. His average attendance at the board meetings held<br>in last 3 years is only 31%.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Appointment of Shri Sunil Mitra as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | To approve the remuneration paid to EDs in<br>excess of prescribed limit, be the remuneration<br>to be paid in normal course                               | FOR  | FOR                                | The Company made inadequate profits in FY 13/14 owing to<br>the delay in release of wagon orders by the Indian Railways<br>and accordingly, the recorded profits have become<br>inadequate<br>for payment of remuneration to the Executive Directors in<br>terms of the provisions of the Companies Act, 1956 and<br>Companies Act, 2013 as against their approved terms and<br>conditions by the Members of the Company Under such<br>financial position. Since, this is a onetime scenario and<br>excess remuneration does not include any variable pay, we<br>vote FOR the resolution. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Alteration in the Articles of Association  | FOR  | FOR                                | In terms of the provisions of the Companies Act, 2013, the<br>Independent Directors shall not be liable to retire by rotation<br>and two-third of the remaining Directors shall be liable to<br>retire by rotation at every Annual General Meeting.<br>Therefore, the Company has proposed to alter the Articles of<br>Association of the Company to make all other Executive<br>Director(s) / Managing Director(s) liable to retire by rotation<br>excepting the Chairman. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Appointment of Shri Ramesh Maheshwari as<br>the Executive Director and Executive Vice<br>Chairman of the Company for a period of 3<br>years                | FOR  | FOR                                | Pursuant to alteration in the Articles of Association of the<br>Company to make all other Executive Director(s) / Managing<br>Director(s) liable to retire by rotation excepting the<br>Chairman, the Company has proposed to alter Mr.<br>Maheshwar's terms of appointment i.e. from not liable to<br>retire by rotation to liable to retire by rotation keeping all<br>other terms and conditions remaining unchanged.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Appointment of Shri D. H. Kela as the Executive<br>Director and Executive Vice Chairman of the<br>Company for a period of 3 years                          | FOR  | FOR                                | Pursuant to alteration in the Articles of Association of the<br>Company to make all other Executive Director(s) / Managing<br>Director(s) liable to retire by rotation excepting the<br>Chairman, the Company has proposed to alter Mr. Kela's<br>terms of appointment i.e. from not liable to retire by<br>rotation to liable to retire by rotation, keeping all other<br>terms and conditions remaining unchanged.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Texmaco Rail  | AGM                           | Management                                  | Approval for providing copies of documents<br>upon request on payment of fee of Rs. 10/-<br>per page   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Re-appointment of Director Mr. R.C. Bhargava<br>, retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Re-appointment of director Mr. Kazuhiko<br>Ayabe, retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Appointmen tof M/s Price Waterhouse as the<br>Statutory auditors for a period of 1 year, and<br>fix the remuneration                                       | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Appointment of Mr. Toshiaki Hasuike as<br>Director, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Appointment of Mr. Masayuki Kamiya as<br>Whole-time Director, and fix the remuneration   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Appointment of Mr. Shigetoshi Torii as Whole-<br>time Director for a period of 3 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Increase in remuneration of Mr. Toshiaki<br>Hasuike, Joint Managing Director   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Authorize Board of Directors to increase the<br>remuneration of Mr. Kenichi Ayukawa,<br>Managing Director and Chief Executive Officer<br>from time to time | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki | AGM                           | Management                                  | Authorize the Board of Directors to increase<br>the remuneration of Mr. Toshiaki Hasuike,<br>Joint Managing Director from time to time                     | FOR  | FOR                                | No concerns Identified.   |

| Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|-----------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Authorize the Board of Directors to increase<br>the remuneration of Mr. Kazuhiko Ayabe,<br>Director and Managing Executive Officer<br>(Supply Chain) from time to time | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Payment of commission to non-executive<br>directors not exceeding 1% of the Net Profits or<br>Rs. 3 Crores, whichever is less in one financial<br>year                 | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Appointment of Mr. Amal Ganguli as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No major concerns identified. Director has one year period to<br>resign from 2 companies and retain directorship with MSIL.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Appointment of Mr. D.S. Brar as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Appointment of Mr. R.P. Singh as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Maruti Suzuki   | AGM                           | Management                                  | Appointment of Ms. Pallavi Shroff as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts but<br>drew attention in consolidated accounts regarding<br>unaudited financial statements of a Joint Venture (Somany<br>Keraben Private Limited) certified by Management, wherein<br>the Company's share of losses aggregate to "86.52 Lacs have<br>been used in consolidated accounts. As the amount is not<br>material, no concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | The Company has declared a dividend of `1.50 per equity<br>share. This is a standard resolution. The Company has<br>sufficient cash to pay the dividends. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Re-appointment of director Mr. G. L. Sultania , retiring by rotation   | FOR  | FOR                                | Mr. Sultania had attended one of the last three AGM's but<br>considering his attendances in board/committees meetings<br>we are not raising any concerns.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Not to fill vacancy caused by retirement of Mr.<br>R. L. Gaggar as Director  | FOR  | FOR                                | No concern has been identified. The Board would stay<br>compliant with the listing agreement post the retirement of<br>Mr. Gaggar. The Chairman of the Board is a promoter<br>executive director. Therefore, as per the listing agreement, at<br>least 50% of the board members must be independent. The<br>Board of the Company currently has ten members with two<br>promoter executive director, two non-executive directors<br>and six independent directors (including Mr. Gaggar).<br>Post the retirement of Mr. Gaggar, according to provisions of<br>Companies Act 2013, the Company would have 5<br>independent director and 4 non-independent directors and<br>therefore would still comply with the listing agreement. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of auditors for a term of 3 year   | FOR  | FOR                                | No concerns has been identified regarding reappointment of<br>auditors for a period of 3 years, as new company act 2013<br>provides transition period of 3 years.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Re-appointment of Mr. Shreekant Somany as the Chairman & Managing Director   | FOR  | FOR                                | No concerns has been identified regarding reappointment of<br>Mr. Shreekant Somany as Chairman and MD   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Re-appointment of Mr. Abhishek Somany as the Managing Director   | FOR  | FOR                                | No concerns has been identified regarding reappointment of<br>Mr. Abhishek Somany as MD   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Mr. Siddharath Bindra as an ID<br>for a term of 5 years   | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Mr. Bindra, as an Independent director for a term of 5 years.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Mr. Narayan Anand as an non-<br>executive director, liable to retire by rotation  | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Mr. Narayan, as Nominee Director of M/s Latinia Ltd which is<br>a Mauritius based Private Equity firm to whom the Company<br>has allotted 43,47,826 equity shares on preferential<br>allotment basis on 19th February, 2014.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Mr. R. K. Daga as an ID for a term of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Mr. Salil Singhal as an ID for a term of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Dr. Y. K. Alagh as an ID for a<br>term of 5 years   | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Dr. Alagh, as an Independent director for a term of 5 years.<br>Dr. Alagh has been associated with the Company since 2009,<br>hence his total association with the Company less than 10<br>years. Further, the Company has not disclosed profile of Dr.<br>Alagh, which is non-in compliance of clause 49 of listing<br>agreement. As good governance practice and to comply with<br>law the profile of directors seeking appointment/re-<br>appointment should be disclosed by the Company.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | Appointment of Mr. Ravinder Nath as an ID for<br>a term of 5 years   | FOR  | FOR                                | No concerns Identified.   |

| Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|-----------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 04-Sep-14       | Somany Ceramics | AGM                           | Management                                  | To approve payment of Remuneration to Cost<br>Auditor for the financial year ending 31st<br>March, 2015                     | FOR  | FOR                                | The Board on recommendation of Audit Committee, has<br>approved the appointment and remuneration of M/s N. D.<br>Birla & Co., Cost Auditors to conduct the audit of the Cost<br>records of the Company for the financial year ending 31st<br>March, 2015 on the remuneration of '75,000 plus Service<br>Tax and out of pocket expenses. In accordance with the<br>Provisions of Section 148 of the Companies Act, 2013 read<br>with the Companies (Audit and Auditors) Rules, 2014 the<br>remuneration payable to the Cost Auditors has to be ratified<br>by the shareholders of the Company. No concern has been<br>identified. |
| Jul 2014 - Sep 2014 | 04-Sep-14       | BPCL            | PB                            | Management                                  | Approval for borrowing limit and creation of<br>charge  | FOR  | FOR                                | borrowing limit set at 2X networth - is not a concern  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | BPCL            | РВ                            | Management                                  | Private placement of non- convertible<br>debentures   | FOR  | FOR                                | This is an enabling resolution. The debentures/ other debt<br>securities to be issued are not convertible into equity shares<br>(and thus the issue will not affect the common<br>shareholders). As the proposed issue is within the overall<br>approved borrowing of the Company, no concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Re-appointment of director Dr. Shailendra<br>Chouksey , retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Re-appointment of director Dr. Raghupati<br>Singhania, retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of M/s. Lodha & Co. as suditors<br>for a period of 3 years, and fix the<br>remuneration                         | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Ratification of remuneration to M/s. R.J. Goel<br>& Co. , Cost auditors   | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of Mr. K.N. Memani as an<br>Independent Director. for a period of 5 years                                       | FOR  | FOR                                | Mr. Memani holds directorship position in more than 10 companies.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of Mr.B.V.Bhargava as an<br>Independent Director, for a period of 5 years                                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of Mr.NG. Khaitan as an<br>Independent Director. for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of Mr.Pradeep Dinodia as an Independent Director , for a period of 5 years                                      | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Appointment of Mr.Ravi Jhunjhunwala as an<br>Independent Director, for a period of 5 years                                  | FOR  | AGAINST                            | Mr. Jhunjhunwala holds directorship position in more than<br>10 companies. Additionally, Mr. Jhunjhunwala did not attend<br>any AGM in last two years. He attended only 2 out of 5 board<br>meetings in FY13-14 and 5 out of 9 board meetings in last<br>two years<br>after his appointment.   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 3,000<br>Crores  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | Creation of charge up to Rs. 3,000 Crores   | FOR  | FOR                                | No concerns Identified.<br>This is an enabling resolution under Sections 73 to 76 of the   |
| Jul 2014 - Sep 2014 | 04-Sep-14       | JK Lakshmi Cem. | AGM                           | Management                                  | To accept deposits from public and/or<br>members of the Company   | FOR  | FOR                                | Companies Act, 2013. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | HPCL            | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 05-Sep-14       | HPCL            | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 05-Sep-14       | HPCL            | AGM                           | Management                                  | Re-appointment of Director Dr. Subhash<br>Chandra Khuntia, retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | HPCL            | AGM                           | Management                                  | Re-appointment of director Shri Pushp Kumar<br>Joshi, retiring by rotation<br>Ratification of remuneration to M/s. R.       | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | HPCL            | AGM                           | Management                                  | Nanabhoy & Company & Mr. Rohit J. Vora,<br>Cost Auditors  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | UltraTech Cem.  | РВ                            | Management                                  | Adoption of new Articles of Association of the<br>Company   | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | UltraTech Cem.  | РВ                            | Management                                  | Approval for borrowing limit not to exceed Rs.<br>2,000 Crores  | FOR  | FOR                                | This is a standard resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014 | 05-Sep-14       | UltraTech Cem.  | РВ                            | Management                                  | Creation of charge on assets of the Company   | FOR  | FOR                                | This is a standard resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014 | 05-Sep-14       | UltraTech Cem.  | РВ                            | Management                                  | Issuance of Non-Converlible Debentures on<br>Private Placement basis of an amount not<br>exceeding Rs. 5,000 crores         | FOR  | FOR                                | This is an enabling resolution. As the debentures to be issued<br>are not convertible into equity shares (and thus the issue will<br>not affect the common shareholders) no concern has been<br>identified.  |
| Jul 2014 - Sep 2014 | 05-Sep-14       | UltraTech Cem.  | РВ                            | Management                                  | Payment of commission not exceeding an<br>aggregate of 1% of the Net Profits, to Non-<br>Executive Directors of the Company | FOR  | ABSTAIN                            | Inadequate disclosures.  |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Dish TV                        | РВ                            | Management                                  | Approval for borrowing limit up to Rs. 3,000<br>crores over and above the paid-up share<br>capital and free reserves of the Company          | FOR  | FOR                                | This is an enabling resolution to comply with the provision of<br>the section 180(1)(c) of the Companies Act, 2013, which<br>requires shareholder's approval, by special resolution, for<br>borrowing over and above the Paid up capital and free<br>reserves of the Company. The members of the Company at<br>AGM held on 03rd August 2009, consented by passing an<br>Ordinary Resolution, to borrow up to '3,000 Crore, which is<br>valid only up till September 11, 2014. However, to comply<br>with the new law, the Company proposes the ratification of<br>limits. No concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Dish TV                        | PB                            | Management                                  | Creation of charge on the assets of the<br>Company, not exceeding an amount of Rs.<br>3,000 Crores   | FOR  | FOR                                | This is an enabling resolution to comply with the provisions<br>of the section 180(1) (a) of the Companies Act, 2013, which<br>requires shareholder's approval, by special resolution, to<br>mortgage, hypothecate and/or create charge. The members<br>of the Company at AGM held on 16 December 2010,<br>consented by passing an Ordinary Resolutions, to create<br>charge/mortgage on Company properties up to `3,000<br>Crores. However, Members' approval is being sought<br>pursuant to Section 180 of the Companies Act, 2013 to<br>comply with the present law. No concern has been identified<br>in this regard. |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Dish TV                        | РВ                            | Management                                  | Private placement of non- convertible debentures not exceeding Rs. 500 Crores  | FOR  | FOR                                | This is an enabling resolution and since the securities to be<br>issued are non- convertible in nature, they will cause no<br>dilution to the existing shareholders.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Dish TV                        | РВ                            | Management                                  | Inter- corporate investment / giving any loan<br>or guarantee/ providing security not exceeding<br>Rs. 500 crores                            | FOR  | ABSTAIN                            | There is limited information on the purpose of this resolution. Therefore we would like to abstain  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concern has been identified. The Company has sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Re-appointment of director Mrs. Rajashree<br>Birla, retiring by rotation   | FOR  | AGAINST                            | Mrs. Rajashree Birla did not attend any of the last three<br>AGMs and attended only 4 of the 15 board meetings held in<br>the last three years.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Re-appointment of Director Mr. D.D. Rathi, retiring by rotation  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointment of M/s. Deloitte Haskins & Sells<br>LLP as Statutory Auditors of the Company for a<br>period of 1 year, and fix the remuneration | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointment of M/s. Vidyarthi & Sons, as<br>Branch Auditors of the Company for a period<br>of 1 year, and fix the remuneration               | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointmen tof Mr. Cyril Shroff as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointmen tof Mr. B. V. Bhargava as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointment of Dr. Thomas M Connelly as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointmen tof Mr. M. L. Apte as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointment of Mr. R. C. Bhargava as an<br>Independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Appointment of Mr. Adesh Kumar Gupta asa<br>Whole time director of a period 5 years, and fix<br>the remuneration                             | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Ratification of remuneration to M/s. R.<br>Nanabhoy & Co, Cost Auditors  | FOR  | FOR                                | This is a standard resolution under Section 148 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Approval for borrowing up to Rs. 1000 Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Grasim Inds                    | AGM                           | Management                                  | Creation of charge on the assets of the<br>Company   | FOR  | FOR                                | This is an enabling resolution under Section 180 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 06-Sep-14<br>06-Sep-14 | Grasim Inds<br>Savita Oil Tech | AGM<br>AGM                    | Management<br>Management                    | Alteration in Articles of Association<br>Adoption of financial accounts  | FOR  | ABSTAIN<br>FOR                     | Inadequate disclosures.<br>This is a standard resolution. No concern has been identified.   |
| 501 2014 - 3ch 2014                        | 00 3ch-14              |                                | AGINI                         | wanagement                                  |  |  | 101                                |   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | The Company has declared a dividend of '17.50 per equity<br>share of '10 each. The total outflow due to payment of<br>proposed dividend would be approximately '29.89 Crores<br>(including the dividend tax). The Company has sufficient cash<br>to pay proposed dividend. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Re-appointment of Director Mr. C. V.<br>Alexander, retiring by rotation  | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Alexander as an Executive director of the Company.   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Appointment of G. M. Kapadia & Co. as<br>Statutory Auditors for a period of 3 years, and<br>fix the remuneration                             | FOR  | FOR                                | Company has transition period for appointment of auditors   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Appointmen tof Mr. Sanjeev R. Pandit as an<br>Indepednent Director, for a period of 5 years  | FOR  | FOR                                | Company gets 2 periods for appointment of directors   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Appointment of Mr. Ninad B. Karpe as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | Company gets 2 periods for appointment of directors   |
| Jul 2014 - Sep 2014                        | 06-Sep-14              | Savita Oil Tech                | AGM                           | Management                                  | Appointment of Shri Harit A. Nagpal as an Independent Director, for a period of 5 years  | FOR  | FOR                                | Company gets 2 periods for appointment of directors   |

| Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|-----------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 06-Sep-14       | Savita Oil Tech | AGM                           | Management                                  | Appointmen tof Mr. C. V. Alexander as a Whole<br>time director, for a period of 1 year, and fix the<br>remuneration     | FOR  | FOR                                | The Company proposes to appoint Mr. Alexander for a period of 1 year, starting from 1st Oct, 2014. No concern has been identified regarding the appointment of Mr. Alexander as a whole time director. The Company mentions in the remuneration proposed for Mr. Alexander, a bonus component as per the rules of the Company. However, Mr. Alexander has not received any bonus/ variable pay since last 5 years, whereas, his promoter counterpart Mr. G. N. Mehra (Chiarman & MD) has received a commission of '1.32 crores in the last financial year, and has been receiving such commissions for the last 5 years. We recommend that the shareholders should ask the Company to disclose the reason for non payment of any variable pay to Mr. Alexander, when Mr. Mehra is receiving it (especially when the Company states that it has always benefited by his foresight and guidance in managing the affairs of the Company). No other concern has been identified. |
| Jul 2014 - Sep 2014 | 06-Sep-14       | Savita Oil Tech | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors<br>M/s. Sevekari, Khare & Associates                                      | FOR  | FOR                                | The Company prposes to pay a sum of Rs. 2,30,000/- to<br>Sevekari, Khare & Associates, the Cost Auditors of the<br>Company. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 08-Sep-14       | Titagarh Wagons | РВ                            | Management                                  | Alteration in Main object clause in<br>Memorandum of Association of the Company   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 08-Sep-14       | Titagarh Wagons | РВ                            | Management                                  | Creation of charge not exceeding Rs.900 Crores  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 08-Sep-14       | Titagarh Wagons | РВ                            | Management                                  | Approval for borrowing limit f Rs.500 Crores<br>over and above the paid- up capital and free<br>reserves of the Company | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 08-Sep-14       | Titagarh Wagons | PB                            | Management                                  | Inter-corporate loans, guarantees or securities<br>not exceeding Rs.1,000 Crores  | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Mr. Anil Baijal as an<br>independent director, for a period of 5 years                                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Mr. Arun Duggal as an<br>independent director, for a period of 5 years                                   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Arun Duggal.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Mr. Serajul Haq Khan as an independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Mr. Sunal B. Mathur as an independent director, for a period of 5 years                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Mr. Pillappakkam B.<br>Ramanujam as an independent director, for a<br>period of 5 years                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of MR. Sahibzada Rehman as an independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | ITC             | РВ                            | Management                                  | Appointment of Ms. Meera Shankar as an<br>independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Adoption of financial accounts<br>Re-appointment of director Mr Dattatraya P.   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Mhaiskar, retiring by rotation<br>Appointment of M/s. S. R. Batliboi & Co. LLP as                                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | statutory auditors for a period of 3 years, and<br>fix the remuneration   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mrs. Deepali V. Mhaiskar as a director, liable to retire by rotation                                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mr. Sunil H. Talati as an<br>independent director, for a period of 5 years                               | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mr. Bhalchandra K. Khare as<br>an independnet director, for a period of 5<br>years                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mr. Govind G. Desai as an<br>independent director for a period of 5 years                                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mr. Chandrashekhar S. Kaptan<br>as an independent director, for a period of 5<br>years                   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Appointment of Mr. Vinod R. Sethi as an<br>independent director, for a period of 5 years                                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Related party transactions not exceeding Rs.<br>3,450 Crores  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 09-Sep-14       | IRB Infra.Devl. | AGM                           | Management                                  | Entering into contracts/ arrangements with<br>related parties   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 10-Sep-14       | ACC             | EGM                           | Management                                  | Appointment of Mr. Sekhsaria as an<br>independent director, for a period of 5 years                                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 10-Sep-14       | ACC             | EGM                           | Management                                  | Appointment of Mr. Shailesh Haribhakti as an<br>independent director, for a period of 5 years                           | FOR  | AGAINST                            | Mr. Haribhakti holds directorship positions in 12 (more than<br>10) public companies, including ACC Ltd. He cannot be<br>appointed as a director of the Company unless he resigns<br>from the Board of at least 2 public companies.  |
| Jul 2014 - Sep 2014 | 10-Sep-14       | ACC             | EGM                           | Management                                  | Appointment of MR. Sushil K. Roongta as an independent director for a period of 5 years                                 | FOR  | AGAINST                            | Mr. Roongta has (9 out of 15) 60% attendance in the Board meetings held in the last 3 years.   |
| Jul 2014 - Sep 2014 | 10-Sep-14       | ACC             | EGM                           | Management                                  | Appointment of Mr. Ashwin Dani as an independent director, for a period of 5 years                                      | FOR  | FOR                                | No concern has been identified regarding the appointment of the appointment of MR. Dani.   |

| Quarter                                    | Meeting<br>Date        | Company Name             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 10-Sep-14              | ACC                      | EGM                           | Management                                  | Appointment of Mr. Farrokh Kavarana as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of the appointment of Mr. Kavarana.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | ACC                      | EGM                           | Management                                  | Appointment of MR. Arunkumar Gandhi as an<br>independent director for a period of 5 years  | FOR  | FOR                                | No concern has been identified regarding the appointment of the appointment of Mr. Gandhi.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | ACC                      | EGM                           | Management                                  | Appointment of Ms. Falguni Nayar as an<br>independnet director, for a period of 5 years  | FOR  | FOR                                | No concern has been identified regarding the appointment of the appointment of Mr. Nayar.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | ACC                      | EGM                           | Management                                  | Appointment of Mr. Harish Badami as a<br>director  | FOR  | FOR                                | No concern has been identified regarding the appointment of Mr. Badami as a director of the Company  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | ACC                      | EGM                           | Management                                  | Appointment of Mr. Harish Badami as CEO &<br>MD of the Company for a period of 5 years,<br>and fix the remuneration  | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Badami as a director of the Company and the MD and<br>CEO of the Company, or the remuneration proposed for him.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | To confirm the payment of interim dividend<br>and declaration of final dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Re-appointment of director Mr. Anurag<br>Surana, retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of director Mr. Raj Kaul, retiring<br>by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of M/S S. S. Kothari & Co. as<br>statutory auditors of the Company and fix the<br>remuneration   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of Mr. N. K. Seshadri as an<br>independent director, for a period of 3 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of Mrs. Ramni Nirula as an<br>independent director, for a period of 3 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of Mr. B. K. Raizada as an independent director, for a period of 3 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of Dr. V. S. Sohoni as an independent director, for a period of 3 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Appointment of Mr. Praveen K. Lahiri as an independent director for a period of 3 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Payment of commission to NEDs not exceeding<br>1% of the net profits in aggregate, for a period<br>of 5 years  | FOR  | FOR                                | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Further, this remuneration will be distributed<br>amongst all or some of the directors in accordance with<br>direction given by board. Since absence of such disclosures<br>may lead to conflict of interest situations, we would<br>normally recommend that shareholders vote against the<br>resolution. However, since the Company has been fair in<br>remunerating its directors in the last 5 years, we recommend<br>voting FOR the resolution provided that the Company places<br>an absolute cap on<br>commission payable to the directors. |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | P I Inds.                | AGM                           | Management                                  | Ratification of Remuneration to Cost Auditors  | FOR  | FOR                                | No concern has been identified with respect to remuneration<br>of Cost Auditors.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of director Dr. A. K Dubey,  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 10-Sep-14<br>10-Sep-14 | Coal India<br>Coal India | AGM<br>AGM                    | Management<br>Management                    | retiring by rotation<br>Appointment of Dr. R.N. Trivedi as an<br>independent director, for a period of 2 years or<br>until further orders from Govt. of India,<br>whichever is earlier | FOR  | FOR                                | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Appointment of Shri Alok Perti as an<br>independent director for a period of 2 years or<br>until further orders from Govt. of India,<br>whichever is earlier                           | FOR  | ABSTAIN                            | Mr. Perti served as a Non-Executive Non Independent<br>Director at Coal India Ltd. from January<br>27, 2010 to September 1, 2011. Mr. Perti had been<br>appointed as Additional director on Oct'31st, 2013 in the<br>capacity of an independent director without observing any<br>cooling off period of at least 3 years.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Appointment of Shri C. Balakrishnan as an<br>independent director, for a period of 2 years,<br>or until further orders from Govt. of India,<br>whichever is earlier                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Appointment of Dr Noor Mohammad as an<br>independnet director for a period of 2 years, or<br>until further orders from Govt. of India,<br>whichever is earlier                         | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Appointment of Shri Shri Prakash as an<br>independnet director, for a period of 3 years,<br>or until further orders from Govt. of India,<br>whichever is earlier                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Appointment of Prof. Indranil Manna, as an<br>independent director for a period of 3 years, or<br>until further orders from Govt. of India,<br>whichever is earlier                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 10-Sep-14              | Coal India               | AGM                           | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 11-Sep-14<br>11-Sep-14 | AIA Engg.<br>AIA Engg.   | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| 201 2014 - Seh 2014                        | 11-3ep-14              | AIA Eligg.               | AGIVÍ                         | wanagement                                  |  | FUN  | ruri                               | no concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Re-appointment of director Dr. S. Srikumar , retiring by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Appointment of M/s. Talati & Talati as statutory auditors and fix the remuneration  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Appointment of Mr. Dileep C. Choksi as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Appointment of Mr. Sanjay S. Majmudar as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Appointment of Mr. Rajendra S. Shah as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 500<br>Crores over and above the aggregate of the<br>paid up Share Capital and free reserves of the<br>Company during any Financial Year | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Payment of commission to NEDs up to 0.25%<br>of the Net Profits per annum for a period of 5<br>years  | FOR  | ABSTAIN                            | The Company proposes to pay commission to non-executive<br>directors. However, in FY 2013/14 the Company has paid<br>commission to Mr. Majumdar only. We believe that the<br>remuneration policy followed by the Company should be<br>similar for all non-executive directors and if not the same<br>should be justified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Ratification of remuneration to M/s. Kiran J.<br>Mehta & Co., Cost Auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | AIA Engg.    | AGM                           | Management                                  | Re-appointment of Powertec Engineering Pvt.<br>Ltd, to hold office of profit in the Company   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 11-Sep-14<br>11-Sep-14 | NBCC<br>NBCC | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | NBCC         | AGM                           | Management                                  | Approve the remuneration of Statutory   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | NBCC         | AGM                           | Management                                  | auditors<br>Appointement of Shri S K Chaudhary as<br>Directors (Projects)   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | NBCC         | AGM                           | Management                                  | Appointment of Smt Jhanja Tripathy as director  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Adoption of financial accounts  | FOR  |                                    | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts. The<br>auditors have mentioned as under<br>"We did not audit total assets of RS.23,207.80 lacs as at<br>March 31, 2014, total revenues of Rs. 19,396.55 lacs and net<br>cash inflows amounting to Rs. 688.47 lacs for the year then<br>ended, included in the accompanying financial statements in<br>respect of branches not visited by us, whose financial<br>statements and other financial information have been<br>audited by other auditors and whose reports have been<br>furnished to us. "<br>As these are audited by other Auditors, it is not a matter of<br>concern. |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | The Company has declared a dividend of ` 1.00 per equity<br>share. This is a standard resolution. The Company has<br>sufficient cash to pay the dividends. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Re-appointment of director Sri Prem Kumar<br>Bhajanka, retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointmen tof M/s. Singhi & Co. as statutory<br>auditors for a period of 5 years, and fix the<br>remuneration  | FOR  | FOR                                | The Company Proposes to appoint M/s. Singhi & Co.,<br>Chartered Accountants, as statutory auditors of the<br>Company in place of M/s. S. R. Batliboi & Co. LLP, the retiring<br>Statutory Auditors,<br>who have expressed their unwillingness to be reappointed.<br>No concern has been idneitified in relation to appointment<br>of M/s. Singhi & Co., as statutory auditors of the Compay.   |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | To approve the payment of commission to non-<br>executive directors, up to 1% of the net profits  | FOR  | FOK                                | The Company has not placed an absolute cap on the<br>commissions payable to the non-executive directors nor has<br>it disclosed the criteria to be used to distribute such<br>commissions. Further, the board and Nomination Committee<br>has absolute power to vary the commission with in the limit<br>of 1% of net profits of the Company. Absence of criteria to<br>decide individual commissions may lead to conflict of<br>interest situations, we recommend voting FOR the resolution<br>only if the Company places an absolute cap on commission<br>payable to the directors.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointmen tof Sri Mangi Lal Jain as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointment of Sri Manindra Nath Banerjee as<br>an independent director, for a period of 5<br>years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointment of Sri Santanu Ray as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Mr. Santanu Ray, as an Independent director for a term of 5<br>years.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointment of Sri Samarendra Mitra as an<br>independnet director, for a period of 5 years  | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Mr. Samarendra Mitra, as an Independent director for a term<br>of 5 years.   |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Century Ply. | AGM                           | Management                                  | Appointment of Sri Asit Pal as an indepndent<br>director, for a period of 5 years   | FOR  | FOR                                | Mr. Asit Pal did not attended any of the last two AGM's but<br>considering his attendances in board/committees meetings<br>we are not raising any concerns.  |

| Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|-----------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Appointmen tof Sri Sajan Kumar Bansal as an<br>independnet director, for a period of 5 years                                      | FOR  | FOR                                | No concern has been identified in relation to appointment of<br>Mrs. Mamta Binani, as an Independent director for a term of<br>5 years.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | To adopt new Articles of Association of the<br>Company  | FOR  | FOR                                | This is an enabling resolution to comply with the provision of the Companies Act, 2013.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Creation of charge not exceeding Rs.2,000<br>Crores   | FOR  | FOR                                | This is an enabling resolution no concern identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Approval for borrowing limit up to Rs.2000<br>Crores  | FOR  | FOR                                | This is an enabling resolution no concern identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Office of profit to be held by Sri Rajesh Kumar<br>Agarwal at a gross monthly remuneration not<br>exceeding '2,50,000 per month.  | FOR  | FOR                                | The Company proposes to appoint Mr. Rajesh Kumar<br>Agarwal, son of Mr. Hari Prasad Agarwal(promoter and<br>member of audit Committee), to hold office of Vice -<br>President (Administration, Purchase, I.T.) from 1st Oct, 2014<br>with a yearly remuneration of up to `30.00 Lakhs. The<br>appointment has been approved by audit committee on<br>24th July 2014. No other concern has been identified. |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Office of profit to Sri Abhishek Rathi, subject to<br>a gross monthly remuneration not exceeding<br>Rs.2,50,000 per month.        | FOR  | FOR                                | The Company proposes to appoint Mr. Abhishek Rathi, Son-<br>in-law of Mr. Ajay Baldawa, to hold office of Senior Manager<br>from 1st Oct, 2014 with a yearly remuneration of up to `<br>30.00 Lakhs. The appointment has been approved by audit<br>committee on 24th July 2014. No other concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Century Ply.    | AGM                           | Management                                  | Office of profit to Sri Surender Kumar Gupta,<br>subject to a gross monthly remuneration not<br>exceeding Rs. 2,50,000 per month. | FOR  | FOR                                | The Company proposes to appoint Mr. Abhishek Rathi, Son-<br>in-law of Mr. Ajay Baldawa, to hold office of Senior Manager<br>from 1st Oct, 2014 with a yearly remuneration of up to<br>30.00 Lakhs. The appointment has been approved by audit<br>committee on 24th July 2014. No other concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concerns have been raised<br>by the Auditors.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | This is a standard resolution. The Company has proposed a<br>dividend of Rs. 1.20 per share. The Company has sufficient<br>cash to pay the dividends. However, Current Ratio is less<br>than 1.00. No other concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Re-appointment of director Shri. S.C.Panda, retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment of M/s. R.Subramanian And<br>Company as statutory auditors for a period of<br>year and fix the remuneration           | FOR  | FOR                                | No concerns identified. There is 3 years transition period, by which company should comply with new companies act.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment of Shri.K.K.Pathak as director,<br>liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment of Shri.T.S.KrishnaMurthy as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment ofShri.Thomas Paul Diamond as<br>an independent director, for a period of 5<br>years                                  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment of Shri.V.Nadanasabapathy as an<br>independent director, for a period of 5 years                                      | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Appointment of Shri.G.R.Sundaravadivel as an<br>independent director, for a period of 5 years                                     | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 15,000<br>Crores   | FOR  | FOR                                | No concerns identified. This is enabling resolution.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Revision in remuneration of<br>Shri.R.Varadarajan, MD of the Company  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Issue of non- convertible debentures not<br>exceeding Rs. 500 Crores and commercial<br>papers not exceeding Rs. 250 Crores        | FOR  | FOR                                | This is an enabling resolution. As the debentures to be issued<br>are not convertible in nature, interests of common<br>shareholders shall not be effected. Therefore, no concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Repco Home Fin  | AGM                           | Management                                  | Increase in FII investment limit  | FOR  | FOR                                | No major concerns identified. This is only an enabling<br>resolution and doesnot impact the existing shareholders<br>interest.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No major concerns have been raised by the Auditors.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Declaration of dividend   | FOR  |                                    | This is a standard resolution. The Company has proposed a<br>dividend of Rs. 4 per share. The Company has sufficient cash<br>to pay the dividends. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Re-appointment of director Mr. D. N. Davar, retirng by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of M/s S. R. Batliboi & Co. as<br>auditors for a period of 3 years, and fix the<br>remuneration                       | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of Mr. S. Talukdar as an<br>independent director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of Mr. S. Datta as an<br>independent director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of Mr. Sudipta Mukherjee as a<br>whole time director, for a period of 5 years at a<br>remuneration fixed              | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of Mr. D. N. Davar as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 11-Sep-14       | Titagarh Wagons | AGM                           | Management                                  | Appointment of MR. Manoj Mohanka as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|----------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Titagarh Wagons                  | AGM                           | Management                                  | Appointment of Mr. S. C. Das as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Titagarh Wagons                  | AGM                           | Management                                  | Related party transactions with Cimmco Ltd.<br>and Titagarh Papers Ltd   | FOR  | FOR                                | The Company has disclosed details of the intended<br>transactions along with the nature of business and related<br>monetary value. No concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Titagarh Wagons                  | AGM                           | Management                                  | Approval of ESOP not exceeding 5,00,000<br>Shares  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Titagarh Wagons                  | AGM                           | Management                                  | To approve the extension of ESOP scheme to<br>employees of subisidiaries   | FOR  | FOR                                | As the Company proposes to extend the ESOP Scheme as<br>mentioned in resolution 13 without further allotting option,<br>no concern has been identified.  |
| Jul 2014 - Sep 2014                        | 11-Sep-14              | Titagarh Wagons                  | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | This is a standard resolution under Section 148 of the<br>Companies Act, 2013. The Company proposes to pay Rs. 1<br>Lakh (plus Taxes) as remuneration to M/S. Radhakrishnan &<br>Co. as Cost Auditors. No concern has been identified in this<br>regard. |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM<br>AGM                    | Management                                  | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Re-appointment of director Shri K.K. Gupta,  | FOR  | FOR                                | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGIM                          | Management                                  | retiring by rotation   | FOR  | FUR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Appointment of M/s Deloitte Haskins & Sells as<br>auditors for a period of 1 year, and fix the<br>remuneration                     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Appointment of Shri Gyanesh Bharti as a<br>director, liable to retire by rotation  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Appointment of Shri S. S. Rao as an<br>independent director for a period of 3 years  | FOR  | ABSTAIN                            | Mr. Rao is a director in more than 10 public companies, he<br>cannot be appointed as a director of the Company unless he<br>resigns from board of at least 3 companies.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Appointment of Shri Santosh Kumar Bajpai as<br>an independent director, for a period of 3<br>years                                 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Appointment of Prof. V. Ranganathan as an<br>independent director for a period of 3 yeasr  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Indraprastha Gas                 | AGM                           | Management                                  | Payment of commission to NEDs not exceeding<br>0.5% of the Net profits in aggregate  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Sundaram Finance                 | РВ                            | Management                                  | Appointment of Sri P N Venkatachalam as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Sundaram Finance                 | РВ                            | Management                                  | Appointment of Sri S Prasad as an Independent<br>Director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Sundaram Finance                 | РВ                            | Management                                  | Appointment of Sri Aroon Raman as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 12-Sep-14<br>12-Sep-14 | Ingersoll-Rand<br>Ingersoll-Rand | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial saccounts<br>Declaration of dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Re-appointment of director Mr. Venkatesh   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Valluri, retiring by rotation<br>Appointment of M/s. Price Waterhouse & Co.<br>for a period of 3 years and fix the<br>remuneration | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Ratification in remuneration to M/s. Ashish<br>Bhavsar & Associates, Cost auditors   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Payment of commission of not exceeding an aggregate of 1% of the Net profits   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Appointment of Mr. Hemraj C. Asher as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 12-Sep-14              | Ingersoll-Rand                   | AGM                           | Management                                  | Appointment ofMr. Darius C. Shroff as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. The auditors have not raised<br>any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | The Company has proposed to pay a dividend of `3 per share of face value `10 each. No concern has been identified.   |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Re-appointment of director Shri K. C. Jain, retiring by rotation   | FOR  | FOR                                | No concern has been identified regarding Mr. Jain's profile<br>and performance. However, the Company has not disclosed<br>composition of the Nomination and Remuneration<br>Committee and meetings held during the year.                                 |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Appointment of M/s. Jain Pramod Jain & Co. as<br>statutory auditors for a period of 1 year and fix<br>the remuneration             | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Appointment of Shri K.K. Mudgil as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Appointment of Shri Amal Ganguli as an<br>independent director, for a period of 5 years  | FOR  | AGAINST                            | Since Mr. Ganguli is a director in 12 public companies<br>(including directorship at Mangalam Cement Ltd), he cannot<br>be appointed as an independent director of the Company<br>unless he resigns from board of at least 2 companies.                  |
| Jul 2014 - Sep 2014                        | 13-Sep-14              | Mangalam Cement                  | AGM                           | Management                                  | Appointment of Smt. Aruna Makhan as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Appointment of Shri N. G. Khaitan as an<br>independent director, for a period of 5 years                                  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Appointment of Shri Gaurav Goel as an<br>independent director, for a period of 5 years                                    | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Re-appointment of Smt Vidula Jalan as Whole-<br>time Director, for a period of 3 years, and fix<br>the remuneration       | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Ratification of remuneration to M/s J. K. Kabra<br>& Co , Cost Auditors   | FOR  | FOR                                | The Company has recommended re-appointment of M/s. J.<br>K. Kabra & Co., Cost Accountants as a Cost Auditors of the<br>Company on a remuneration of '85,000/- plus service tax<br>as applicable. This is a standard resolution under Section148<br>of the Companies Act, 2013. No concern has been identified<br>in this regard.            |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Approval for borrowing limit up to Rs.1,000<br>Crores, over and above the paid- up capital and<br>free reserves           | FOR  | FOR                                | The Company is seeking approval to borrow monies subject<br>to a limit of '1000 crore in addition to the aggregate of the<br>Company's paid-up share capital and its free reserves in<br>accordance with the provisions of Section 180(1)(c) of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.               |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Mangalam Cement  | AGM                           | Management                                  | Creation of charge not exceeding Rs.1,000<br>Crores   | FOR  | FOR                                | The Company has proposed to secure aforesaid borrowings<br>by way of mortgage/charge on immoveable properties<br>and/or hypothecation of the moveable properties of the<br>Company both present and future in line with the provision<br>of Section 180(1)(a) of the Companies Act, 2013. No concern<br>has been identified in this regard. |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Re-appointment of director Shri Vipul Shah,<br>retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of M/s. Jayantilal Thakkar & Co<br>as a statutory auditor for a period of 1 year,<br>and fix the remuneration | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointmen tof Shri Sachin Nath Chaturvedi<br>as an independent director, for a period of 5<br>years                      | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of Shri Khurshed Doongaji as an independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of Shri Ashok Saraf as an independent director, for a period of 5 years                                       | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of Shri Laxmidas Merchant as an independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns have been identified regarding appointment of<br>Mr. Laxmidas Merchant as<br>Independent Directors for 5 years.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of Shri Sanjay Asher as an independent director, for a period of 5 years                                      | FOR  | FOR                                | No major concerns identified. Management has conveyed<br>that Mr. Asher would resign from boards of other 6<br>companies over next one year and retain directorship at<br>Balkrishna Industries Ltd.  |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Appointment of Shri Rajiv A Poddar as Joint<br>Managing Director for a period of 5 years, and<br>fix the remuneration     | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Approval for borrowing limit not exceeding Rs.<br>5,000 Crores  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 13-Sep-14       | Balkrishna Inds  | AGM                           | Management                                  | Creation of charge not exceeding Rs. 5,000<br>Crores  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. The auditors have not raised any concerns with respect to the Company's accounts.  |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | The Company has proposed to pay a dividend of `1 per share<br>of face value `10 each. No concern has been identified. The<br>company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Re-appointment of director Mr. Vishal Sood, retiring by rotation  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Appointment of M/s Deloitte Haskins & sells as<br>auditors for a period of 5 years, and fix the<br>remuneration           | FOR  | FOR                                | The current Auditors, M/s. Deloitte Haskins & Sells LLP have<br>been associated with the Company for 3 years. No concern<br>has been identified regarding Auditors appointment for a<br>further period of 5 years.  |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Appointment of Mr. S. M. Dutta as an<br>independent director for a period of 5 years                                      | FOR  | AGAINST                            | We are of the opinion that since Mr. Datta is a director in 13<br>public companies (including directorship at Speciality<br>Restaurants Ltd), he cannot be appointed as an independent<br>director of the Company unless he resigns from board of at<br>least 3 companies.  |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Appointment of MR. Jyotin Mehta as an independent director, for a period of 5 years                                       | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Appointment of MR. T. S. Bhattacharya as an independent director, for a period of 5 years                                 | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 15-Sep-14       | Speciality Rest. | AGM                           | Management                                  | Appointment of Mr. Dushyant Mehta as an<br>independent director for a period of 5 years                                   | FOR  | FOR                                | No concerns Identified.   |

| Quarter                                    | Meeting<br>Date | Company Name                 | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|-----------------|------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 15-Sep-14       | Speciality Rest.             | AGM                           | Management                                  | Amendment in articles of association   | FOR  | FOR                                | In terms of Article 108 of the existing AoA, the MD/ Whole<br>Time Director of the Company shall not be liable to retire by<br>rotation and shall not be included in calculating the total no.<br>of directors of whom one third shall retire from office under<br>the Article. Further in terms of Article 138€ of the existing<br>AoA, the MD/ Whole Time Director of the Company shall not<br>be liable to retire by rotation as long as office is held as MD/<br>Whole Time Director. However, in order to give effect to the<br>provisions of the Section 152 (6) of the Companies Act, 2013<br>the Company has proposed to amend the existing AoA of the<br>Company for incorporation of necessary. No concern has<br>been identified. |
| Jul 2014 - Sep 2014                        | 15-Sep-14       | Persistent Sys               | PB                            | Management                                  | Increase in aggregate FII investment limit   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 16-Sep-14       | Oriental Bank                | EGM                           | Management                                  | Issue of securities to raise up to Rs. 1500 Crore  | FOR  | ABSTAIN                            | Abstained  |
| Jul 2014 - Sep 2014                        | 16-Sep-14       | Oriental Bank                | EGM                           | Management                                  | Election of 3 shareholder directors<br>To add a clause of 'discount up to 5% on the  | FOR  | ABSTAIN                            | Abstained  |
| Jul 2014 - Sep 2014                        | 16-Sep-14       | Oriental Bank                | EGM                           | Management                                  | floor price' in an approval for issue of securities<br>through QIP   | FOR  | ABSTAIN                            | Abstained  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Kotak Mah. Bank              | РВ                            | Management                                  | Issue of non- convertible debentures on private<br>placement basis up to Rs. 5,000 Crores  | FOR  | FOR                                | As the debentures to be issued are non-convertible in nature,<br>interests of common shareholders shall not be effected.<br>Therefore, no concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Siemens                      | РВ                            | Management                                  | Related party transaction with Siemens Postal<br>and Parcel Logistics Technologies Private<br>Limited , up to Rs.8,572 Million               | FOR  | AGAINST                            | The Company has not disclosed whether independent<br>fairness opinion has been obtained on the valuation of the<br>Company's Metal Technologies businesses being sold nor has<br>it disclosed as to how it has arrived at the valuation. Since<br>absence of such disclosures prevent shareholders from<br>judging the fairness of the sale, we vote AGAINST the<br>resolution.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.   |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | The Company has declared dividend of Rs. 4 per share<br>including an interim dividend of Rs. 2 per share for the year<br>FY13-14. No concern has been identified. The Company has<br>sufficient cash to pay the dividend.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Re-appointment of director Mr. R.G. Agarwal,<br>retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Re-appointment of director Mr. M.K. Dhanuka ,  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | retiring by rotation<br>Appointmen tof M/s Dinesh Mehta & Co., as<br>statutory auditors for a period of 3 years, and<br>fix the remuneration | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Re-appointment of Mr. M.K. Dhanuka as<br>Managing Director, for a period of 5 years, and<br>fix the remuneration                             | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointment of Mr. Priya Brat as an<br>Independent Director of the Company, for a<br>period of 5 years                                       | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointment of Mr. Subhash Chandra Lakhotia<br>as an Independent Director, for a period of 5<br>years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointment of Mr. Vinod Jain as an<br>Independent Director of , for a period of 5<br>years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointment of Mr. Indresh Narain as an Independent Director , for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointmen tof Ms. Asha Mundra as an<br>Independent Director , for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Appointment of Mr. Om Prakash Khetan as an<br>Independent Director , for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Approval for Related Party Agreement with<br>M/s Dhanuka Marketing Company   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | Dhanuka Agritech             | AGM                           | Management                                  | Related Party Transactions to grant license to<br>use the Registered office premise of the<br>Company, at a monthly rent of Rs. 2,000/-      | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concerns identified.<br>The Company has only 2 independent directors and 8 non-   |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Re-appointment of Director Shri Prabhat Singh,<br>retiring by rotation   | FOR  | ABSTAIN                            | independent directors, making i non- compliant with the<br>listing agreement.<br>The Company has only 2 independent directors and 8 non-   |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Re-appointment of director Shri P. K. Singh,<br>retiring by rotation   | FOR  | ABSTAIN                            | independent directors, making it non- compliant with the listing agreement.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Fixing the remuneration of the statutory<br>auditors of the Company  | FOR  | FOR                                | No concerns identified.  |
|  | 47.6            | GAIL (India)                 | AGM                           | Management                                  | Related party transaction with RGPPL for 25<br>years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 17-Sep-14       |                              |                               |   |  |  |                                    |  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 17-Sep-14       | GAIL (India)                 | AGM                           | Management                                  | Appointment of Dr. Ashutosh Karnatak as a<br>Director (projecs), liable to retire by rotation,<br>and fix the remuneration                   | FOR  | ABSTAIN                            | The Company has only 2 independent directors and 8 non-<br>independent directors, making it non- compliant with the<br>listing agreement.  |
|  |                 | GAIL (India)<br>GAIL (India) | AGM<br>AGM                    | Management<br>Management                    | Director (projecs), liable to retire by rotation,  | FOR  | ABSTAIN                            | independent directors, making it non- compliant with the   |

| Quarter                                    | Meeting<br>Date        | Company Name         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 17-Sep-14              | GAIL (India)         | AGM                           | Management                                  | Issuance of Non- Convertible debentures up to<br>Rs. 2,000 Crores, on private placement basis                                    | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | Re-appointment of director Shri Ajeet Kumar<br>Agarwal, retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | To fix the remuneration of the statutory<br>auditors   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | To issue and allot non- convertible dentures on<br>private placement basis to raise up to ` 35,000<br>Crores                     | FOR  | FOR                                | This is an enabling resolution. The debentures/ other debt<br>securities to be issued are not convertible into<br>equity shares (and thus the issue will not affect the common<br>shareholders). As the proposed issue is within the overall<br>approved borrowing of the Company, no concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Rural Elec.Corp.     | AGM                           | Management                                  | To approve related party transactions with<br>wholly- owned subsidiaries and Associate<br>companies                              | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. C.R. Muralidharan as an independent director, for a period of 2 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Re-appointment of director Mr. O. Bangaru<br>Raju, retiring by rotation  | FOR  | ABSTAIN                            | Mr. Raju is a MD, GMR Tambaram-Tindivanam Expressways<br>Pvt. Ltd. And GMR Highways Pvt. Ltd. and therefore, holds<br>two full-time positions. We strongly believes that to fulfil<br>his/her responsibilities as a<br>director with due-diligence, an individual should not hold<br>more than one full-time position.  |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Re-appointment of director Mr. Srinivas<br>Bommidala, retiring by rotation   | FOR  | ABSTAIN                            | Mr. Bommidala attended 2 of the last three AGMs, he<br>attended on average only 48% of the Board meetings held in<br>the last three years, and only 38% of the Board meetings<br>held last year. Based on his<br>attendance record, we believe that Mr. Bommidala has not<br>been able to devote sufficient time to the Company's affairs   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of M/s. S.R. Batliboi & Associates<br>LLP as a statutory auditor for a period of 1<br>year, and fix the remuneration | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Dr. Prakash G. Apte as a<br>director, for a period of 2 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. R.S.S.L.N. Bhaskarudu as<br>an independent diirector, for a period of 2<br>years                              | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. N.C. Sarabeswaran as an independent director, for a period of 2 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. S. Sandilya as an independent director, for a period of 2 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. S. Rajagopal as an independent director, for a period of 2 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Appointment of Mr. V. Santhana Raman as an independnet director, for a period of 2 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | To increase the number of Directors from 15 to 16.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | GMR Infra.           | AGM                           | Management                                  | Issue of securities not exceeding Rs.2,500<br>Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Hero Motocorp        | РВ                            | Management                                  | Increase in FII investment limit   | FOR  | FOR                                | This is an enabling resolution. The Company is seeking<br>shareholders' approval to increase the Fil investment limit in<br>the Company. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | Hero Motocorp        | РВ                            | Management                                  | To approve Employees Incentive Scheme 2014<br>and issue not more than 49,90,000 equity<br>shares                                 | FOR  | AGAINST                            | The Company is seeking shareholders' approval for grant of<br>options to the employees of the Company and its holding<br>Company or subsidiaries in a single resolution. Clause 6.3 of<br>SEBI (Employees Stock Option Scheme and Employee Stock<br>Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines, 1999")<br>states that approval of shareholders for grant of options to<br>employees of subsidiary or holding company shall be<br>obtained via separate resolutions by the Company. |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 18-Sep-14<br>18-Sep-14 | BEML Ltd<br>BEML Ltd | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 18-Sep-14              | BEML Ltd             | AGM                           | Management                                  | Re-appointment of director Shri P.R. Naik, retiring by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent and 8 non-independent<br>directors. It has an executive<br>Chairman and therefore, board composition is not in<br>accordance with the listing agreement. The Company has<br>been non-compliant with the listing agreement since 9th<br>November 2013 and reappointment of executive & non-<br>executive directors would keep the board non-compliant  |

| Quarter             | Meeting<br>Date | Company Name  | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|---------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 18-Sep-14       | BEML Ltd      | AGM                           | Management                                  | Re-appointment of director Shri Rajnish<br>Kumar, retiring by rotation   | FOR  | ABSTAIN                            | The Company has 3 independent and 8 non-independent<br>directors. It has an executive Chairman and therefore, board<br>composition is not in accordance with the listing agreement.<br>The Company has been non-compliant with the listing<br>agreement since 9th November 2013 and reappointment of<br>executive & non-executive directors would keep the board<br>non-compliant. Additionally, Mr. Kumar did not attend any<br>of the last three AGMs, attended 3 of the 9 board meetings<br>held in the last two years. Based on his attendance<br>record, we believe that he has not been able to devote<br>sufficient time to the Company's affairs. |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BEML Ltd      | AGM                           | Management                                  | Re-appointment of director Shri C. N. Durgesh, retiring by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent and 8 non-independent<br>directors. It has an executive Chairman and therefore, board<br>composition is not in accordance with the listing agreement.<br>The Company has been non-compliant with the listing<br>agreement since 9 th November 2013 and reappointment of<br>executive & non-executive directors would keep the board<br>non-compliant  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BEML Ltd      | AGM                           | Management                                  | To fix the remuneration of the Auditors for the<br>year 2014-15  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BEML Ltd      | AGM                           | Management                                  | (a) Appointment of Shri Pradeep Swaminathan<br>as Director finance from 1st Oct (b)<br>Appointment of Shri Aniruddh Kumar as<br>Director (Rail & Metro), from 18th April, 2014 | FOR  | ABSTAIN                            | The Company has 3 independent and 8 non-independent<br>directors (considering both of them). It has an executive<br>Chairman and therefore, board composition is not in<br>accordance with the listing agreement. The Company has<br>been non-compliant with the listing agreement since 9th<br>November 2013 and appointment of new executive directors<br>would keep the board non-compliant.   |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Re-appointment of director Mr. S. P. Hathoo , retiring by rotation   | FOR  | ABSTAIN                            | Since this is a Government appointee and not company's, we would like to abstain  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | To fix the remuneration of statutory auditors  | FOR  | FOR                                | As the auditors are appointed by Comptroller and Auditor<br>General of India there is no concern.   |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Appointment of Mr. P. H. Kurian as director,<br>liable to retire by rotation   | FOR  | ABSTAIN                            | Since this is a Government appointee and not company's, we would like to abstain  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Appointment of Mr. P. Balasubramanian as director- Finance, liable to retire by rotation   | FOR  | ABSTAIN                            | Since this is a Government appointee and not company's, we would like to abstain  |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Appointment of Prof. J. R. Varma as an independent director, for a period of 1 year  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | /appointment of Mr. B. Chakrabarti as an independent director, for a period of 1 year  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 18-Sep-14       | BPCL          | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concern has been identified. The Company has sufficient<br>cash to pay the dividend.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Re-appointment of director Shri A K Banerjee,<br>retiring by rotation  | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Fix the remuneration of Statutory auditors   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Appointment of Shri Tapas Kumar Sengupta as<br>director, liable to retire by rotation  | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Appointment of Shri D K Sarraf as a director,<br>not liable to retire by rotation  | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Appointment of Dr. Subhash C. Khuntia as<br>director, liable to retire by rotation   | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Appointment of Mr. Ashok Varma as a director,<br>liable to retire by rotation  | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Appointment of Shri Desh Deepak Misra as a director, liable to retire by rotation  | FOR  | ABSTAIN                            | Company has to comply with number of independent<br>directors on board but since Government appoints directors,<br>we would like to abstain from the voting   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | ONGC          | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | This is a standard resolution under Section 148 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Ranbaxy Labs. | EGM                           | Management                                  | Scheme of Arrangement between Ranbaxy<br>Labs & Sun Pharma Industries  | FOR  | FOR                                | in favour   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore | AGM                           | Management                                  | Declaration of dividend on preference shares   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore | AGM                           | Management                                  | Declaration of dividend on equity shares   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore | AGM                           | Management                                  | Re-appointment of director Mr. P.<br>Venkateswaran, retiring by rotation   | FOR  | FOR                                | No concerns identified.   |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Appointment of M/s Ford, Rhodes, Parks & Co.<br>as statutory auditors for a period of 3 years,<br>and fix the remuneration | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Appointment of Mr. P. Murari as an<br>independnet director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Appointmentof Mr. K. Bharathan as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Appointment of MR. Ashok Kr. Rout as an independent director, for a period of 5 years                                      | FOR  | AGAINST                            | Since Mr. Rout was granted options, We consider him not to be independent.   |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Approval for borrowing limit up to Rs.4,000<br>Crores above the paid-up capital and free<br>reserves                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Creation of charge to secure borrowings<br>Revision in remuneration of Mr. P.  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Venkateswaran, Dy. MD  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Revision in remuneration of MR. C. P.<br>Gpoalkrishnan, Dy. MD   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Approval for ESOP scheme not exceeding<br>21,75,825 shares   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Extension of ESOP scheme to employees of<br>subsidiaries of the Company  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | Issue of securities not exceeding Rs.400 Million   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Aban Offshore    | AGM                           | Management                                  | USD<br>Issue of securities through QIP not exceeding   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Rs.250 Crores<br>Adoption of financial accounts  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Re-appointment of director Shri R. Krishnan,<br>retiring by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Re-appointment of director Shri W.V.K.   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Krishna Shankar, retiring by rotation<br>To fix the remuneration of the Auditors for the                                   | FOR  | FOR                                | No concerns identified.  |
|                     |                 |                  | -                             |   | year 2014-15   |  |                                    |  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Appointment of Mr. Atul Sobti as director,<br>liable to retire by rotation   | FOR  | ABSTAIN                            | The Company has 1 independent and 7 non-independent<br>directors. It has an executive<br>Chairman and therefore, board composition is not in<br>accordance with the listing agreement. The Company has<br>been non-compliant with the listing agreement since 25th<br>June 2011. |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Appointment of Shri S. K. Bahri as a director  | FOR  | ABSTAIN                            | The Company has 1 independent and 7 non-independent<br>directors. It has an executive<br>Chairman and therefore, board composition is not in<br>accordance with the listing agreement. The Company has<br>been non-compliant with the listing agreement since 25th<br>June 2011. |
| Jul 2014 - Sep 2014 | 19-Sep-14       | BHEL             | AGM                           | Management                                  | Appointment of Ms. Harinder Hira as an<br>independent director   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Ranbaxy Labs.    | ССМ                           | Management                                  | Scheme of Arrangement between Ranbaxy<br>Laboratories Limited and Sun Pharmaceutical<br>Industries Limited                 | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 19-Sep-14       | Amara Raja Batt. | PB                            | Management                                  | Approval for related party transaction with M/s<br>Amara Raja Infra Pvt. Ltd. for Rs.40.30 Crores                          | FOR  | ABSTAIN                            | Company had already taken some land a month back from<br>promoter owned entity and has again is seeking approval for<br>taking further land within one month. We are not able to<br>arrive at a conclusion whether their is conflict of interest or<br>genuine need.             |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Re-appointment of director Shri Sunil Kumar<br>Sharma, retiring by rotation  | FOR  | ABSTAIN                            | Mr. Sharma holds directorship in more than 10 public companies, and holds two full time positions.   |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Re-appointment o director Shri D.P. Goyal,<br>retiring by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Re-appointment of director Shri G.P. Gaur,<br>retiring by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Appointment of M/s. R. Nagpal Associates as<br>statutory auditors for a period of 3 years, and<br>fix the remuneration     | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Ratification of the remuneration of Cost   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Auditors M/s. Kabra & Associates<br>APPOINTMENT OF SHRI R.N. BHARDWAJ AS AN<br>INDEPENDENT DIRECTOR, for a period of 3     | FOR  | ABSTAIN                            | Mr. Bhardwaj is a director in more than 10 public companies.   |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | years<br>APPOINTMENT OF SHRI B.B. TANDON AS AN<br>INDEPENDENT DIRECTOR, for a period of 3<br>years                         | FOR  | ABSTAIN                            | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | APPOINTMENT OF SHRI A.K. GOSWAMI AS AN<br>INDEPENDENT DIRECTOR , for a period of 3<br>years                                | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | Years<br>APPOINTMENT OF SHRI S.C. BHARGAVA AS AN<br>INDEPENDENT DIRECTOR, for a period of 3<br>years                       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | APPOINTMENT OF SHRI S.S. GUPTA AS AN<br>INDEPENDENT DIRECTOR , for a period of 3<br>years                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | APPOINTMENT OF DR. J.N. GUPTA AS AN<br>INDEPENDENT DIRECTOR, for a period of 3<br>years                                    | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | RE-APPOINTMENT OF SHRI SUNIL KUMAR<br>SHARMA AS VICE-CHAIRMAN & CHIEF<br>EXECUTIVE OFFICER                                 | FOR  | ABSTAIN                            | Mr. Sharma holds directorship in more than 10 public<br>companies, and holds two full time positions. Further, the<br>Company proposes to fix his remuneration of Mr. Sharma in<br>future. This provides the Board with excessive discretion.                                    |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | APPOINTMENT OF SHRI S.D. NAILWAL AS A<br>DIRECTOR, liable to retire by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | APPOINTMENT OF MS. SUNITA JOSHI AS A<br>DIRECTOR, liable to retire by rotation  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 20-Sep-14       | JP Power Ven.    | AGM                           | Management                                  | RE-APPOINTMENT OF SHRI SUREN JAIN AS<br>MANAGING DIRECTOR & CHIEF FINANCIAL<br>OFFICER, for a period of 5 years   | FOR  | ABSTAIN                            | Mr. Jain is a director in more than 10 public companies, he<br>cannot be appointed as a director of the Company unless he<br>resigns from board of at least 2 companies. Therefore, we<br>abstain from voting  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Jain Irrigation  | РВ                            | Management                                  | Creation of charge to secure borrowings   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Declaration of Dividend   | FOR  | FOR                                | The Company has declared (a) interim dividend of Rs. 5.50<br>per equity share; (b) special dividend of Rs. 25.00 per equity<br>share in celebration of its 25th year since incorporation; and<br>(c) a final dividend of Rs. 1.50 per equity share. The Payment<br>of final and special dividend will lead to cash outflow of Rs.<br>65.55 Crore (inclusive of dividend tax) from the Company.<br>The Company has sufficient cash to pay dividend. |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Re-appointment of director Mr. Pranabh D.<br>Mody, retiring by rotation   | FOR  | FOR                                | Mr. Pranabh D. Mody attended only 53% of board meetings<br>in last three years. However, his attendance in FY13-14 was<br>more than 83%, therefore no concern is being raised.   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Re-appointment of director Mr. Krishna J.<br>Jhaveri, retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of M/s. S. R. Batliboi & Co. LLP,<br>Chartered Accountants, as statutory auditors<br>for a period of 3 years, and fix the<br>remuneration             | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Amendment to Articles of Association  | FOR  | AGAINST                            | The Company proposes to alter its articles so as to appoint<br>same person as Chairman as well as Managing Director of<br>the Company and to appoint an alternate director in absence<br>of original director. Although no concern has been identified<br>with respect to appointment of alternate director, to avoid<br>concentration of power, positions of the Chairman and<br>Managing Director should be separated.                           |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Anjan Lahiri as a whole<br>time director and CEO from August 19, 2013<br>and who holds office up to the date of this<br>Annual General Meeting | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Deepak V. Harlalka as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Payment of Remuneration to Mr. Rajiv C.<br>Mody, as Chairman & Managing Director  | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Payment of Remuneration to Mr. Krishna J.<br>Jhaveri, as Whole Time Director  | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Payment of Remuneration to Dr. G. Venkatesh<br>as Whole Time Director   | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Payment of Remuneration to Ms. Neeta S.<br>Revankar as Whole Time Director & CFO  | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Payment of Remuneration to Mr. Anjan Lahiri<br>as Whole Time Director & CEO   | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Bansi S. Mehta as an<br>Independent Director for a term of 5 years   | FOR  | AGAINST                            | Mr. Mehta holds more than 10 directorships in public<br>companies. He cannot be appointed as director unless he<br>resigns from 4 public companies.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Prof. J. Ramachandran as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Bharat V. Patel as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Dr. Ashok Jhunjhunwala as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Sanjay M. Shah as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concerns identified.<br>Mr. Karnik attended only 4 out of 6 board meetings in FY13-   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Appointment of Mr. Kiran S. Karnik as an<br>Independent Director for a period of 5 years<br>Payment of Commission to Non-Executive                                | FOR  | AGAINST                            | 14. He attended only 9 out of 17 board meetings in last three years.   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sasken Comm.Tec. | AGM                           | Management                                  | Directors up to an aggregate of 1% of the Net<br>Profits  | FOR  | ABSTAIN                            | Inadequate disclosures.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sundram Fasten.  | AGM                           | Management                                  | Adoption of financial accounts<br>Re-appointment of director Ms Arathi Krishna,   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sundram Fasten.  | AGM                           | Management                                  | retiring by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sundram Fasten.  | AGM                           | Management                                  | Appointment of M/s Sundaram & Srinivasan<br>as statutory auditors for a period of 3 years,<br>and fix the remuneration  | FOR  | FOR                                | No concerns identified. Company has three years transition<br>period to comply with the provisions of the new companies<br>act regarding the tenure of the auditors.   |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sundram Fasten.  | AGM                           | Management                                  | Appointment of Sri R Ramakrishnan as an independent director for a period of 3 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 22-Sep-14       | Sundram Fasten.  | AGM                           | Management                                  | Appointment of Sri M Raghupathy as an<br>independent director, for a period of 3 years  | FOR  | FOR                                | Mr. Raghupathy has been associated with the Company for<br>last 6 years. The Company proposes to appoint him for a<br>period of 3 years. No concern has been identified in this<br>regard. No concern has been identified with respect to his<br>independence or performance.  |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|----------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Appointment of Sri C V Karthik Narayanan for a<br>period of 4 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Appointment of , Sri V Narayanan as an<br>independent director, for a period of 4 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Appointment of Sri R Srinivasan as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Approval of borrowing limit up to Rs. 1,000<br>Crores, over and above paid-up capital & Free<br>reserve  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Sundram Fasten.                  | AGM                           | Management                                  | Creation of charge to secure borrowings  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | Declaration of Dividend  | FOR  | FOR                                | The Company has declared a dividend of Rs.1.20 per Equity<br>Share. The Cash outflow due to payment of dividend will be<br>Rs.11.33 Crore inclusive of dividend tax of Rs.1.64 Crore. The<br>Company has sufficient cash to pay the dividend. No concern<br>has been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint a Director in place of Shri Niraj<br>Agarwal who retires by rotation and being<br>eligible, offers himself for re-appointment   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To fix remuneration of Auditors  | FOR  | FOR                                | As the Auditors of the Company are appointed by<br>Comptroller and Auditor General of India, an independent<br>third party, no concern has been identified in this regard.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | Alteration of Articles of Association  | FOR  | FOR                                | This is an enabling resolution. The Company proposes to<br>alter its articles so as to not count the Independent Directors<br>in determining the number of retiring directors as required<br>under provisions of Companies Act, 2013. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. Malay Mukherjee as Director,<br>liable to retire by rotation  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. S.Ravi as independent director<br>for a term of 3 years, not liable to retire by<br>rotation  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. Vivek Nair as Independent<br>Director for a term of 3 years, not liable to<br>retire by rotation  | FOR  | AGAINST                            | Mr. Nair attended only 1 board meeting in FY13-14. He<br>attended 3 out of 18 board meetings in last three years.<br>Hence we believe that Mr. Nair has not been able to devote<br>sufficient time to Company's affairs.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. V.P.Singh as Independent<br>Director for a term of 3 years, not liable to<br>retire by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. S.Sridhar as Independent<br>Director for a term of 3 years, not liable to<br>retire by rotation   | FOR  | ABSTAIN                            | Mr. S. Sridhar is director in more than 10 companies. We are<br>unable to get information whether he will resign from other<br>companies and retain directorship in TFCI.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To appoint Mr. Surender Kumar Sangar as<br>Managing Director for a term of 3 years from<br>August 7, 2014 or till age of 60 which ever is<br>earlier and whose period shall be liable to<br>retire by rotation after he ceased to be MD. | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To approve the borrowing limit of Rs. 3,000<br>Crore   | FOR  | FOR                                | This is an enabling resolution under section 180 of the<br>Companies Act 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | To approve creation of Charge to secure<br>borrowings up to Rs. 3,000 Crore  | FOR  | FOR                                | This is an enabling resolution under section 180 of the<br>Companies Act 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 22-Sep-14              | Tour. Fin. Corp.                 | AGM                           | Management                                  | Issue of Non-convertible debentures upto an<br>amount not exceeding Rs.600 crore   | FOR  | FOR                                | This is a standard resolution under section 180 of the<br>Companies Act, 2013. As the debentures are non-convertible<br>in nature, interests of common shareholders shall not be<br>effected. Therefore no concern has been identified in this<br>regard.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 24-Sep-14<br>24-Sep-14 | Hindalco Inds.<br>Hindalco Inds. | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14<br>24-Sep-14 | Hindalco Inds.                   | AGM                           | Management                                  | Reappointment of director Smt. Rajashree   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Hindalco Inds.                   | AGM                           | Management                                  | Birla, retiring by rotation<br>Re-appointment of director Mr. A.K. Agarwala  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Hindalco Inds.                   | AGM                           | Management                                  | , retiring by rotation<br>Appointmen tof Messrs Singhi & Company as<br>statutory auditors for a period of 3 years, and<br>fix the remuneration   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Hindalco Inds.                   | AGM                           | Management                                  | To appoint Mr. M.M. Bhagat as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Hindalco Inds.                   | AGM                           | Management                                  | To appoint Mr. Ram Charan as an independent<br>director, for a period of 5 years   | FOR  | AGAINST                            | Mr. Ram Charan did not attend any of the last three AGMs,<br>attended only 20% of the Board meetings held last year, 11%<br>of the Board meetings held in last three years. Based on his<br>attendance record,<br>Mr. Ram Charan has not been able to devote sufficient time<br>to the Company's affairs and recommends that shareholders<br>vote AGAINST the resolution. |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Hindalco Inds.                   | AGM                           | Management                                  | To appoint Mr. K. N. Bhandari as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
|  |                        |                                  |                               |   |  |  |                                    |   |

| Quarter             | Meeting<br>Date | Company Name   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|----------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To appoint Mr. N.J. Jhaveri as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To appoint Mr. Jagdish Khattar as an<br>independent director for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To ratify the remuneration of the Cost Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To adopt new Articles of Association of the<br>Company   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To amend the appointment of Mr. D.<br>Bhattacharya, MD, to make him a director<br>liable to retire by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To amend the appointment of Mr. Satish Pai to make him a director liable to retire by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To approve the payment of remuneration by<br>way of commission in addition to sitting fees to<br>Non-Executive Directors of the Company at a<br>rate not exceeding 1% per annum of the net<br>profits of the Company for the financial year<br>ending 31st March,2015 and thereafter for all<br>subsequent financial years | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | Issue of Non-Convertible Debentures on a<br>private placement basis not exceeding Rs.6,000<br>Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To approve transactions with Birla Nifty Pty Ltd<br>and Birla Mt Gordon Pty Ltd  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To approve the transactions with Utkal<br>Alumina International Limited for purchase of<br>alumina   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | To approve the transactions with Utkal<br>Alumina International Limited for issuance of<br>Corporate Guarantees  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | Approval for borrowing limit up to Rs.20,000<br>Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Hindalco Inds. | AGM                           | Management                                  | Creation of charge   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Adoption of financial accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.<br>Mr. Pramod Agarwal did not attend any of the last three                           |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Re-appointment of director Mr. Pramod<br>Agarwal, retiring by rotation   | FOR  | AGAINST                            | AGMs, attended 3 of the 13 board meetings held in the last three years.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Appointment of Messrs. Deloitte Haskins and<br>Sells LLP as a uditors for a period of 3 years,<br>and fix the remuneration   | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years. |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | To appoint Mr. R A Shah as an independent director of the Company for a term of 5 years  | FOR  | AGAINST                            | Mr. R. A. Shah holds directorship positions in more than 10 public companies.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | To appoint Mr. B S Mehta as an independent director of the Company for a term of 5 years   | FOR  | AGAINST                            | Mr. B. S. Mehta holds directorship positions in more than 10 public companies.  |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | To appoint Mr. A K Gupta as an independent director of the Company for a term of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Appointment of Mr. Shailyamanyu Singh as a<br>Non-Executive Director of the Company, liable<br>to retire by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Appointment of Mr. Shailyamanyu Singh as a<br>Non-Executive Director of the Company  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | P & G Hygiene  | AGM                           | Management                                  | Payment of Remuneration to the Cost Auditor<br>for the Financial Year 2014-15  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of Shri Manoj M. Chheda, who   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | retires by rotation and being eligible, seeks<br>reappointment   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Re-appointment of Shri Kirit R. Mehta, who<br>retires by rotation and being eligible, seeks<br>reappointment.  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Appointment of M/s. Gokhale & Sathe,<br>Chartered Accountants as statutory auditors<br>for a period of 3 years, and fix remuneration   | FOR  | FOR                                | Company has transition period for changing auditors   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Revision in remuneration of Wholetime<br>Directors of the Company with effect from 1st<br>April, 2014  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Appointment of Shri Bhavesh R. Vora as an<br>independent director for a 5 years  | FOR  | FOR                                | Company has 2 terms for independent directors   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Appointment of Shri P. A. Sethi as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | Company has 2 terms for independent directors   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Appointment of Shri K. V. S. Shyam Sunder as<br>an independent director, for a period of 5<br>years  | FOR  | FOR                                | Company has 2 terms for independent directors   |
| Jul 2014 - Sep 2014 | 24-Sep-14       | Aarti Inds.    | AGM                           | Management                                  | Appointment of Shri Ramdas M. Gandhi as an independent director, for a period of 3 years   | FOR  | FOR                                | Company has 2 terms for independent directors   |

| Quarter                                    | Meeting<br>Date        | Company Name                    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|---------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Appointment of Shri Vijay H. Patil as an<br>independent director, for a period of 3 years   | FOR  | FOR                                | Company has 2 terms for independent directors   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Appointment of Shri Laxmichand K. Jain as an independent director, for a period of 3 years  | FOR  | FOR                                | Company has 2 terms for independent directors   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Ratify the remuneration of Ms. Ketki D.<br>Visariya, Cost Auditors  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Approval for borrowing limit up to 2,000<br>Crores  | FOR  | ABSTAIN                            | borrowing limit is being set as a part of regular business<br>requirements. Company has a reasonable size but we are<br>unable to conclude the reason for a high borrowing limit  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Issue of NCDs up to Rs.200 Crores on private placement basis  | FOR  | FOR                                | This is an enabling resolution. As the debentures to be issued<br>are not convertible into equity shares (and thus the issue will<br>not affect the common shareholders) no concern has been<br>identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Aarti Inds.                     | AGM                           | Management                                  | Adoption of a new set of Articles of<br>Association   | FOR  | ABSTAIN                            | do not have adequate information  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Adoption of financial accounts  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Re-appointment of director Mr. Shailendra Jit<br>Singh , retiring by rotation   | FOR  | AGAINST                            | Mr. Singh did not attend any of the last two AGMs, attended<br>3 of the 20 board meetings held in the last two years.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Appointment of M/s. S. R. Batliboi &<br>Associates LLP as statutory auditors for a<br>period of 5 years, and fix the remuneration | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To Appoint Mr. B. Anand as an Independent<br>Director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Anand attended one of the last two AGMs and attended<br>8 of the 25 board meetings held in the last two years.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To Appoint Mr. Malcolm Monteiro as an<br>Independent Director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Monteiro attended one of the last two AGMs and<br>attended 8 of the 25 board meetings held in the last two<br>years.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To Appoint Mr. Sanjay Bahadur as an<br>Independent Director , for a period of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To appoint Smt. Anita Mani as a Woman<br>Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To appoint Smt. Anita Mani (DIN: 02698418) as<br>a Woman Director, up to 1% of the Net profit                                     | FOR  | FOR                                | The Company has not placed an absolute cap on the<br>commission payable to the non-executive directors nor<br>has it disclosed the criteria to be used to distribute such<br>commission. Since absence of such disclosures may<br>lead to conflict of interest situations, we would normally<br>recommend that shareholders vote against the<br>resolution. However, since the Company has been fair in<br>remunerating its directors in FY 14, we vote FOR the<br>resolution provided that the Company places an absolute<br>cap on commission payable to the directors. |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To approve Employee Stock Option Scheme,<br>2014 (ESOS) and allot up to 3.50 Lakhs equity<br>shares                               | FOR  | AGAINST                            | The Company is seeking shareholders' approval for grant of<br>options to the employees of the Company and its holding<br>Company or subsidiaries in a single resolution. Clause 6.3 of<br>SEBI (Employees Stock Option Scheme and Employee Stock<br>Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines, 1999")<br>states that approval of shareholders for grant of options to<br>employees of subsidiary or holding company shall be<br>obtained via separate resolution by the Company.  |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Alteration in remuneration of Mr. V. Krishnan,<br>Whole-time Director   | FOR  | ABSTAIN                            | Inadequate disclosures.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | To appoint Mr. Ramani Iyer as a Whole-time<br>Director , for a period of 5 years  | FOR  | ABSTAIN                            | Inadequate disclosures.   |
| Jul 2014 - Sep 2014                        | 24-Sep-14              | Just Dial                       | AGM                           | Management                                  | Increase FII investment limit to 75% of paid- up capital  | FOR  | FOR                                | The Company is seeking shareholders' approval to increase<br>the FII investment limit in the Company.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | Adoption of accounts<br>To reappoint Mr. Shahzaad Siraj Dalal as a  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Sep-14<br>25-Sep-14 | Den Networks Den Networks       | AGM<br>AGM                    | Management<br>Management                    | To appoint Mr. Ankur Ambika Sahu as a Non-<br>Executive Nominee Director, liable to retire by                                     | FOR  | ABSTAIN<br>FOR                     | inadequate information No concerns Identified.  |
|  |                        |                                 |                               |   | rotation<br>To reappoint M/s Deloitte Haskins & Sells as  |  |                                    |   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | auditors for a term of 1 year.  | FOR  | FOR                                | Company has transition period to change auditors  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | To appoint M/s Ajay Kumar Singh & Co as Cost<br>Auditors and to fix their remuneration  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | To approve adoption of new set of Articles.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | To appoint Mr. Ajaya Chand as Independent<br>Director for a term of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Den Networks                    | AGM                           | Management                                  | To appoint Mr. Robindra Sharma as<br>Independent Director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Sep-14<br>25-Sep-14 | Den Networks<br>Bharat Electron | AGM<br>AGM                    | Management<br>Management                    | To appoint Mr. Atul Sharma as Independent<br>Director for a term of 5 years<br>Adoption of accounts                               | FOR  | AGAINST<br>FOR                     | Inadequate attendance record<br>No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Sep-14<br>25-Sep-14 | Bharat Electron                 | AGM                           | Management                                  | Declaration of dividend   | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                      | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|-----------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | Re-appointment of Mr. M L Shanmukh as a<br>director, liable to retire by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent directors and 9 non-<br>independent directors. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The Company has been non- compliant for<br>more than 180 days. reappointment of executive directors<br>would keep the board non-compliant. |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | Re-appointment of Mr. P C Jain as a director,<br>liable to retire by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent directors and 9 non-<br>independent directors. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The Company has been non- compliant for<br>more than 180 days. reappointment of executive directors<br>would keep the board non-compliant. |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | Appointment of Lt Gen C A Krishnan as a<br>director, liable to retire by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent directors and 9 non-<br>independent directors. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The as an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The Company has been non- compliant for<br>more than 180 days. reappointment of executive directors<br>would keep the board non-compliant. |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | Appointment of Mr. Mr. P R Acharya as a<br>director, liable to retire by rotation  | FOR  | ABSTAIN                            | The Company has 3 independent directors and 9 non-<br>independent directors. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The Company has been non- compliant for<br>more than 180 days. reappointment of executive directors<br>would keep the board non-compliant.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | Appointment of Mr. Manmohan Handa as a<br>director, liable to retire by rotation   | FOR  | ABSTAIN                            | The Company has 3 independent directors and 9 non-<br>independent directors. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. It has an executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The San executive Chairman and<br>therefore, board composition is not in accordance with the<br>listing agreement. The Company has been non- compliant for<br>more than 180 days. reappointment of executive directors<br>would keep the board non-compliant.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Bharat Electron                   | AGM                           | Management                                  | To ratify the remuneration to M/s PSV &<br>Associates, Bangalore, Cost Auditor of the<br>Company                           | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 25-Sep-14<br>25-Sep-14 | Prestige Estates Prestige Estates | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR  | FOR                                | No concerns Identified.<br>This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | Re-appointment of director Mr. Irfan Razack,<br>retiring by rotation   | FOR  | ABSTAIN                            | Mr. Irfan is a director in more than 20 companies, he cannot<br>be appointed unless he resigns from the Board of at least 5<br>companies. We are not sure of the time frame of resignation<br>hence we will abstain.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | Appointment of M/s. Deloitte Haskins & Sells<br>as statutory auditors for a period of 3 years,<br>and fix the remuneration | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | To appoint Mr. B. G. Koshy as an Independent<br>Director of the Company, for a period of 5<br>years                        | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | To appoint Mr. Jagdeesh K. Reddy as an<br>independent director of the Company for a<br>term of 5 years                     | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | To appoint Mr. Noor Ahmed Jaffer as an<br>independent director of the Company for a<br>term of 5 years                     | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates                  | AGM                           | Management                                  | To appoint Dr. Pangal Ranganath Nayak as an<br>independent director of the Company for a<br>term of 5 years                | FOR  | FOR                                | No concerns Identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates               | AGM                           | Management                                  | Alteration of Articles of Association of<br>Company w. r. t. Election of Chairman  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates               | AGM                           | Management                                  | To re-appoint Mr. Irfan Razack as Chairman<br>and Managing Director of the Company for a<br>term of 5 years  | FOR  | ABSTAIN                            | Mr. Irfan is a director in more than 20 companies, he cannot<br>be appointed unless he resigns from the Board of at least 5<br>companies.We are not sure of the time frame of resignation<br>hence we will abstain.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates               | AGM                           | Management                                  | To re-appoint Mr. Rezwan Razack as Joint<br>Managing Director of the Company for a term<br>of 5 years  | FOR  | ABSTAIN                            | Mr. Rezwan is a director in more than 20 companies, he<br>cannot be appointed unless he resigns from the Board of at<br>least 2 companies. We are not sure of the time frame of<br>resignation hence we will abstain. |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates               | AGM                           | Management                                  | To re-appoint Mr. Noaman Razack as Whole-<br>time Director of the Company for a term of 5<br>years   | FOR  | ABSTAIN                            | Mr. Noaman is a director in more than 20 companies, he<br>cannot be appointed unless he resigns from the Board of at<br>least 1 company. We are not sure of the time frame of<br>resignation hence we will abstain.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | Prestige Estates               | AGM                           | Management                                  | To approve payment of remuneration to the Cost Auditor for the financial year 2014 - 2015  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | This is a standard resolution. No concern has been identified<br>in this regard.  |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To declare dividend on equity shares   | FOR  | FOR                                | No concern has been identified. The Company has sufficient<br>cash to pay the dividend.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint a Director in place of Mr. K. M.<br>Sheth, who retires by rotation and being<br>eligible, offers himself for reappointment.                     | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint M/s. Kalyaniwalla & Mistry as<br>Auditors for a term of 3 years.  | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.           |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint Mr. Cyrus Guzder as Independent<br>Director for a term of 5 years, not liable to<br>retire by rotation.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint Mr. Keki Mistry as Independent<br>director for a term of 5 years  | FOR  | AGAINST                            | Mr Mistry is a director in 14 public companies, he cannot be<br>appointed as a director of the Company unless he resigns<br>from board of at least 4 companies.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint Mr. Vineet Nayyar as Independent<br>Director for a term of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint Mr. Berjis Desai as Independent director for a term of 5 years.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To appoint Dr. Rajiv B. Lall as Independent<br>Director of the Company for a term of five<br>years   | FOR  | AGAINST                            | Mr. Lall attended only 50% of the board meetings held in last<br>2 years. Further, he did not attend any of the AGMs held in<br>last 2 years.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | Appointment of Mr. Tapas lcot as Director of the Company liable to retire by rotation.   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | 1. Appointment of Mr. Tapas lcot as<br>Wholetime Director designated as 'Executive<br>Director' for a period of 5 years commencing<br>from August 12, 2014 | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | Approval and adoption of the revised Articles<br>of Association of the Company.  | FOR  | ABSTAIN                            | Inadequate disclosures.   |
| Jul 2014 - Sep 2014                        | 25-Sep-14              | GE Shipping Co                 | AGM                           | Management                                  | To approve borrowing limits of Rs. 6,000 Crore   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 26-Sep-14<br>26-Sep-14 | Idea Cellular<br>Idea Cellular | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Re-appointment of director Mr. Kumar<br>Mangalam Birla, retiring by rotation   | FOR  | FOR                                | Shareholders should note that the Company has not<br>constituted a Nomination Committee. No other concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Re-appointment of director Mr. Sanjeev Aga , retiring by rotation  | FOR  | FOR                                | Shareholders should note that the Company has not<br>constituted a Nomination Committee. No other concern has<br>been identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of M/s. Deloitte Haskins & Sells<br>LLP as a Statutory auditor for a period of 3<br>years, and fix the remuneration                            | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Ratification of Remuneration of Cost Auditors  | FOR  | FOR                                | This is a standard enabling resolution under Section 148 of<br>the Companies Act, 2013. No concern has been<br>identified in this regard.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mr. Gian Prakash Gupta as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Ms. Tarjani Vakil as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mrs. Madhabi Puri Buch as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mr. Arun Thiagarajan as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mr. R.C. Bhargava as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mr. Mohan Gyani as an<br>Independent Director, for a period of 5 years  | FOR  | AGAINST                            | Mr. Mohan Gyani did not attend any AGM in last three years.<br>Mr. Gyani attended 1 out of 4 Board meetings in FY13-14<br>and 4 out of 12 board meetings in last three years.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Appointment of Mr. P. Murari as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                  | AGM                           | Management                                  | Adoption of new Articles of Association  | FOR  | ABSTAIN                            | Inadequate disclosures.   |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                      | AGM                           | Management                                  | Approval for the payment of commission to the Non-Executive Directors  | FOR  |                                    | The Company intends to pay commission to its NEDs till<br>perpetuity without further taking shareholders' approval.<br>Commission payable to directors should be approved by the<br>shareholders at regular intervals and as good governance, it<br>should be ratified every year. |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                      | AGM                           | Management                                  | To approve the borrowing limit of ` 25,000<br>Crore over and above the aggregate of the paid-<br>up share capital and free reserves of the<br>Company.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Idea Cellular                      | AGM                           | Management                                  | To approve creation of security on the<br>properties of the Company  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To appoint Dr. Yoqendra Narain as an<br>Independent Director to hold office for a term<br>up to two consecutive years from the date of<br>coming into effect of this resolution  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To appoint Shri D. j. Kakalia as an Independent<br>Director to hold office for a term up to three<br>consecutive years from the date of coming<br>into effect of this resolution   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To appoint Ms. Rashna Khan as an<br>Independent Director to hold office for a term<br>up to three consecutive years from the date of<br>coming into effect of this resolution  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To appoint Shri Sateesh Seth as a Director<br>liable to retire by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To approve issue, offer and allot equity<br>shares/fully convertible debentures/partly<br>convertible debentures/non-convertible<br>debentures with warrants/ any other securities<br>(other than warrants), which are convertible<br>into or exchangeable with equity shares on<br>such date as may be determined by the Board<br>but not later than 60 months from the date of<br>allotment (collectively referred to as "QIP<br>Securities"), to the Qualified Institutional<br>Buyers (QIBs) | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | PB                            | Management                                  | To create, offer, invite to subscribe, issue and<br>allot from time to time, in one or more<br>tranches and/or in one or more series,<br>Secured/Unsecured/ Redeemable Non-<br>Convertible Debentures (hereinafter referred<br>to as the "NCDs"), on private placement basis,<br>provided that the aggregate amount of such<br>NCDs shall be within the overall borrowing<br>limits of the Company,  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | To approve borrowing limit of up to three<br>times of the then paid up share capital of the<br>Company and its Free Reserves.  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | Creation of charge to secure borrowings<br>To approve the remuneration of the Cost   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Reliance Power                     | РВ                            | Management                                  | Auditors for the financial year ending' March<br>31, 2015  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 26-Sep-14<br>26-Sep-14 | Jain Irrigation<br>Jain Irrigation | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | To re-appoint Mr. Ajit B. Jain, as executive<br>director, who retires by rotation  | FOR  |                                    | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | To re-appoint Mr. Atul B. Jain, as executive director, who retires by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | To re-appoint M/s. Haribhakti and Company,<br>Chartered Accountants, as Statutory Auditors<br>of the Company for a term of 5 years and fix<br>their remuneration.  | FOR  | FOR                                | No concern has been identified. However, since the<br>audit partner, Mr. Rakesh Rat, has been associated with the<br>Company for 3 years, the audit partner should be rotated.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Mr. D. R. Mehta as an<br>Independent Director of the Company for a<br>term of 5 years.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Mr. Ghanshyam Dass as an<br>Independent Director of the Company for a<br>term of 5 years.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Mr. Arun Kumar Jain as an<br>Independent Director of the Company for a<br>term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Ms. Radhika Pereira as an<br>Independent Director of the Company for a<br>term of 5 years.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Mr. V. V. Warty as an<br>Independent Director of the Company for a<br>term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Jain Irrigation                    | AGM                           | Management                                  | Appointment of Mr. H. P. Singh as an<br>Independent Director of the Company for a<br>term of 5 years.  | FOR  |                                    | No concerns Identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 26-Sep-14<br>26-Sep-14 | Sadbhav Engg.<br>Sadbhav Engg.     | AGM<br>AGM                    | Management<br>Management                    | Adoption of financial accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Sadbhav Engg.                      | AGM                           | Management                                  | Re-appointment of director Mr. V.C. Patel,<br>retiring by rotation   | FOR  |                                    | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 26-Sep-14              | Sadbhav Engg.                      | AGM                           | Management                                  | Re-appointment of Mr. V. R. Patel, retiring by rotation  | FOR  | FOR                                | No concerns identified.  |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of M/s Surana Maloo & Co. as<br>auditors for a period of 3 years, and fix the<br>remuneration                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of Mr. Sandip A. Sheth as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of Mr. M. N. Bhadlawala as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of Mr. A. N. Ruparel as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of Mr. Sandip V. Patel as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Appointment of MR. A. S. Patel as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Re-appointment of Mr. Vishnubhai Patel as an<br>MD & CEO of the Company for a period of 3<br>years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Re-appointment of MR. Shashin V. Patel as a Joint MD   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Re-appointment of Mr. N. R. Patel as a whole<br>time director, for a period of 3 years   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Approval for borrowing limit up to Rs.2,000<br>Crores  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Creation of charge   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Issue of NCDs on private placement within<br>overall borrowing limit   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Sadbhav Engg.    | AGM                           | Management                                  | Adoption of new Articles of Association  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Adoption of accounts   | FOR  | AGAINST                            | Auditors have raised qualifications regarding the standalone<br>& consolidated financial statements of the Company.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Re-appointment of director Ms. Minoti Bahri , retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Appointment of M/s Goeel Garg & Co. as<br>statutory audiors for a period of 1 year and fix<br>the remuneration                             | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Appointment of Mr. Ravinder Singhania as<br>Independent director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Appointment of Mr. Sanjay BAhadur as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Appointment of Mr. Anil Harish as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | Mr. Harish is a director in more than 10 public companies, he<br>cannot be appointed as a director of the Company unless he<br>resigns from board of at least 4 companies.   |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Appointment of Mr. Ambwani as an<br>independent director for a period of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Unitech          | AGM                           | Management                                  | Creation of charge to secure borrowings  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Max India        | РВ                            | Management                                  | To approve the borrowing limit of ` 750 Crore  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Max India        | РВ                            | Management                                  | To approve creation of charge/mortgage of<br>properties to secure borrowings   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | To confirm interim dividend and declare final<br>dividend for the year 2013-14   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | To appoint a Director in place of Shri A. K.<br>Agarwal, who retires by rotation and being<br>eligible, offers himself for re-appointment. | FOR  | ABSTAIN                            | Shri A K agarwal is director in more than 10 public<br>companies. We are unable to get information whether he<br>will resign from other companies to retain directorship in<br>PFC. Hence, we would like to abstain from voting for or<br>against.   |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | To fix the remuneration of the Statutory<br>Auditors.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | To adopt new set Articles of Association of the<br>Company   | FOR  | ABSTAIN                            | The Company proposes to adopt new Articles of Association<br>to align it with the regulations contained in the<br>Companies Act, 2013. The Company has disclosed in the<br>notice that the proposed AoA is available on the<br>Company's website. The Company has not presented<br>comparative analysis between the old AoA and the new<br>draft of AoA. Therefore we would like to abstain from voting. |
| Jul 2014 - Sep 2014 | 26-Sep-14       | Power Fin.Corpn. | AGM                           | Management                                  | PRIVATE PLACEMENT OF NON-CONVERTIBLE<br>DEBENTURES, up to Rs.55,000 Crores   | FOR  | FOR                                | The Company intends to borrow funds by issue secured/<br>unsecured redeemable Non-Convertible Debentures.<br>As the debt to be issued are not convertible into equity<br>shares (and thus, will not affect the common<br>shareholders), no concerns have been identified.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | JP Associates    | AGM                           | Management                                  | Adoption of accounts<br>Re-appointment of Mr. Rahul Kumar as a   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | JP Associates    | AGM                           | Management                                  | director, liable to retire by rotation<br>Appointment of Shri Shiva Dixit as a Director,   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | JP Associates    | AGM                           | Management                                  | liable to retire by rotation<br>Re-appointment of Mr. Sarat Kumar Jain as a  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | JP Associates    | AGM                           | Management                                  | director, liable to retire by rotation   | FOR  | FOR                                | No concerns identified.  |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of M/s M.P. Singh & Associates,<br>Chartered Accountants as Statutory Auditors of<br>the Company for a period of 3 years, with<br>ratification every year, and fix the<br>remuneration | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Mr. R. N. Bhardwaj as an<br>Independent director, for a period of 3 years   | FOR  | ABSTAIN                            | Since Mr. Bhardwaj holds directorship positions in more than<br>10 Companies, we are of the opinion that he cannot be<br>appointed as a director of the Company unless he resigns<br>from the Board of at least 4 public companies. Further, Mr.<br>Bhardwaj also holds 11 committee<br>memberships, which is more than the limit prescribed in the<br>Listing Agreement.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Dr. B. Samal as an<br>Independent director, for a period of 3 years   | FOR  | ABSTAIN                            | As Dr. Samal holds directorship positions in more than 10<br>Companies, we are of the opinion that he cannot be<br>appointed as a director of the Company unless he resigns<br>from the Board of at least 3 public<br>companies. Further, he has attended only 67% (10 out of 15)<br>Board meetings of the Company held in the last 3 years.<br>Based on his attendance record, we believe that he has not<br>been able to devote sufficient time to the affairs of the<br>Company.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Mr. V. K. Chopra as an<br>Independent director, for a period of 3 years   | FOR  | ABSTAIN                            | Since Mr. Chopra holds directorship positions in more than<br>10 Companies, we are of the opinion that he cannot be<br>appointed as a director of the Company unless he resigns<br>from the Board of at least 3 public companies.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Ms. Homai Daruwala as an Independent director, for a period of 3 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Mr. S. C. Bhargava as an<br>Independent director, for a period of 3 years   | FOR  | ABSTAIN                            | As Mr. Bhargava holds directorship positions in more than 10<br>Companies, we are of the opinion that he cannot be<br>appointed as a director of the Company unless he resigns<br>from the Board of at least 1 public company.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Mr. B. K. Goswami as an<br>Independent director, for a period of 3 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Appointment of Mr. K. N. Bhandari as an<br>Independent director, for a period of 3 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Approval for borrowing limit of `40,000 Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Creation of charge on movable/ immovable<br>properties of the Company in present and<br>future, in favour of the lenders   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | To issue and allot non- convertible debentures<br>on private placement basis to raise money up<br>to `5,000 Crores   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | JP Associates                      | AGM                           | Management                                  | Alteration in Articles of Association  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 27-Sep-14<br>27-Sep-14 | Kalpataru Power<br>Kalpataru Power | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Re-appointment of M/s. Deloitte Haskins &<br>Sells as statutory auditors for a period of 4<br>years, and fix the remuneration  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Ranjit Singh as a director,<br>liable to retire by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Manish Mohnot's as a  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | director, liable to retire by rotation<br>Appointment of Mr. Parag M. Munot as a   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | director, not liable to retire by rotation<br>Appointment of Mr. Mofatraj P. Munot's as a<br>director, not liable to retire by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Sajjanraj Mehta as an<br>independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Vimal Bhandari as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Narayan Seshadri as an independent director, for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                    | AGM                           | Management                                  | Appointment of Mr. Mahendra G. Punatar as<br>an independent director, for a period of 5<br>years   | FOR  | ABSTAIN                            | Mr. Mahendra G. Punatar has been associated with the<br>Company since 1987 in various<br>capacities. Till FY2000-01, he was the Managing Director of<br>the Company and then he was appointed as an Executive<br>Vice-Chairman of the Company till June 30, 2005. After that<br>he was appointed as Non-Executive Vice-Chairman till<br>January 30, 2009. Currently, he is associated with Company<br>as an Independent Director and the Company proposes to<br>appoint him as an Independent Director of the Company for<br>a period of 5 years. A cooling-off period of at least three<br>years was not observed between their retirement from an<br>Executive position and their appointment as a Non-Executive<br>Director. |

| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                      | AGM                           | Management                                  | Appointment of Mr. K. V. Mani as an<br>independent director, for a period of 5 years  | FOR  | ABSTAIN                            | Mr. K.V. Mani was Managing Director of the Company since<br>FY2001-02 till May 31, 2009. After that he became Non-<br>Executive Director of the Company and now the Company<br>proposes to appoint him as an<br>Independent Director for a period of 5 years. A cooling-off<br>period of at least three years was not observed between<br>their retirement from an Executive position and their<br>appointment as a Non-Executive Director. Therefore, we do<br>not consider Mr. Mani to be independent. |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                      | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 1,000/-<br>Crores over and above the paid up capital and<br>free reserves of the Company   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                      | AGM                           | Management                                  | Creation of charge to secure borrowings<br>Issue of Non- convertible debentures on a  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                      | AGM                           | Management                                  | private placement basis, of an amount not<br>exceeding Rs. 500 Crores   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Kalpataru Power                      | AGM                           | Management                                  | Ratification of remuneration payable to the<br>Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 27-Sep-14<br>27-Sep-14 | Sun Pharma.Inds.<br>Sun Pharma.Inds. | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14<br>27-Sep-14 | Sun Pharma.Inds.                     | AGM                           | Management                                  | Re-appointment of director Mr. Israel Makov,  | FOR  | FOR                                | No concerns Identified.<br>No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | retiring by rotation<br>Appointment of M/s Delloitte Haskins & Sells<br>as Statutory Auditors for a period of 3 years,  | FOR  | FOR                                | Company has transition period to change auditors   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | and fix the remuneration<br>Appointment of Ms. Rekha Sethi as an<br>independent director, for a period of 2 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Appointmen tof MR. S. Mohanchand Dadha as<br>an independent director, for a period of 2<br>years  | FOR  | FOR                                | Directors get 2 additional terms   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Appointment of Mr. Keki Mistry as an<br>indepedent director, for a period of 2 years  | FOR  | FOR                                | Directors get 2 additional terms   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Appointmen tof MR. Ashwin Dani as an<br>independent director, for a period of 2 years   | FOR  | FOR                                | Directors get 2 additional terms   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Appointment of Mr. Hasmukh Shah as an<br>independent director, for a period of 2 years  | FOR  | FOR                                | Directors get 2 additional terms   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Inter- corporate loans/ guarantees etc up to Rs.<br>500 Billion   | FOR  | ABSTAIN                            | limited info on use of the intercorporate loans  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Approval for borrowing limit up to Rs. 500<br>billion or the amount prescribed in Section<br>180(1)(c) of the Companies Act, 2013,<br>whichever is higher   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | Issue of securities up to Rs. 120 Billion on<br>private placement basis   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To approve contribution to charitable, social,<br>benevolent, public or general and other<br>funds/institutions/ hospitals/ trusts/entities in<br>absence of profits up to `10 Crore in excess of<br>limits permissible under Section 181 of the<br>Companies Act, 2013 | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To fix remuneration of M/s. Kailash<br>Sankhlecha & Associates as Cost Auditors   | FOR  | FOR                                | This is an enabling resolution under Section 148 of the<br>Companies Act, 2013. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To approve remuneration of Mr. Dilip S.<br>Shanghvi, Managing Director in absence of<br>profits for FY13-14   | FOR  | FOR                                | The Company has adequately disclosed the reason for<br>inadequacy of profits in FY13-14. Furthermore, the<br>remuneration being paid is less than the remuneration paid<br>in peer companies. The Company proposes to pay the<br>proposed remuneration as minimum remuneration in<br>adequacy of profits. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To approve remuneration of Mr. Sudhir V.<br>Valia, Whole Time Director, in absence of<br>profits for FY13-14  | FOR  | FOR                                | The Company has adequately disclosed the reason for<br>inadequacy of profits in FY13-14. Furthermore, the<br>remuneration being paid is less than the remuneration paid<br>in peer companies. The Company proposes to pay the<br>proposed remuneration as minimum remuneration in<br>adequacy of profits. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To approve remuneration of Mr. Sailesh.T.<br>Desai, Whole Time Director in absence of<br>profits for FY13-14  | FOR  | FOR                                | The Company has adequately disclosed the reason for<br>inadequacy of profits in FY13-14. Furthermore, the<br>remuneration being paid is less than the remuneration paid<br>in peer companies. The Company proposes to pay the<br>proposed remuneration as minimum remuneration in<br>adequacy of profits. No concern has been identified in this<br>regard.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To pay commission to Non-Executive Directors<br>for FY13-14 which is in excess of limits<br>prescribed under Companies Act, 1956 in view<br>of the absence of profits for financial year 2013-<br>14  | FOR  | FOR                                | The Company has disclosed adequate rationale for loss of<br>profits for FY13-14. Furthermore, the Company has been fair<br>in remunerating the directors in the past.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To pay commission of up to 1% of the net<br>profits for a period of 5 years ending on<br>31.03.2019   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Sun Pharma.Inds.                     | AGM                           | Management                                  | To approve Mr. Aalok D. Shanghvi, who is<br>relative of Director, to hold office or place of<br>profit  | FOR  | FOR                                | The Company has adequately disclosed the rationale for the<br>resolution. The appointment has been approved by the Audit<br>Committee and Nomination & Remuneration Committee. No<br>concern has been identified in this regard.   |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 27-Sep-14<br>27-Sep-14 | Natl. Aluminium                    | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts   | FOR<br>FOR   | FOR<br>FOR                         | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 27-Sep-14<br>27-Sep-14 | Natl. Aluminium<br>Natl. Aluminium | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of director Shri S.S.<br>Mahapatra , retiring by rotation  | FOR  | FOR                                | No concerns identified.<br>No concerns identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natl. Aluminium                    | AGM                           | Management                                  | Appointment of Shri K C Samal as an<br>independent director, liable to retire by<br>rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natl. Aluminium                    | AGM                           | Management                                  | Appointment of Ms. Soma Mondal as a<br>director (Commercial) of the Company, liable<br>to retire by rotation   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natl. Aluminium                    | AGM                           | Management                                  | To ratify the remuneration of the Cost Auditors  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | for the financial year 2014-15<br>Adoption of accounts   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concern has been identified.<br>The Company has sufficient cash to pay out dividend.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | Re-appointment of director Shri N.K.Bharali, retiring by rotation  | FOR  | ABSTAIN                            | inadequate information on status of independent directors<br>of the company  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | Re-appointmen tof director Shri S.Rath, retiring<br>by rotation  | FOR  | ABSTAIN                            | inadequate information on status of independent directors<br>of the company  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | To authorise Board of Directors to decide<br>remuneration of the Statutory Auditors  | FOR  | FOR                                | No concern has been identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | Appointmen tof Smt. Rupshikha Saikia Borah<br>as a Director (Finance) and Chief Financial<br>Officer of the Company, liable to retire by<br>rotation | FOR  | ABSTAIN                            | inadequate information on status of independent directors<br>of the company  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | To appoint Shri. Subhasish Pandaas a Director<br>of the Company, liable to retire by rotation  | FOR  | ABSTAIN                            | inadequate information on status of independent directors<br>of the company  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | To appoint Shri. Sudhakar Mahapatra as<br>Director (Exploration and Development) of the<br>Company, liable to retire by rotation                     | FOR  | ABSTAIN                            | inadequate information on status of independent directors<br>of the company  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Oil India                          | AGM                           | Management                                  | To ratify the remuneration of the Cost Auditors<br>for the financial year 2014-15  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | Auditors have raised qualifications on standalone financial<br>statements of the Company relating to non-availment of<br>credit of Minimum Alternate Tax. To this, the Company<br>stated that the same would be examined and considered as<br>and when the amounts are required for payment of tax.<br>Since the Company provided an adequate reason for the<br>qualification,   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | The Interim Dividend of ` 5.00 per share declared by the<br>Board of Directors of the Company at their meeting held on<br>13th February, 2014 on 3,30,73,074 Equity shares of ` 10/-<br>each absolving a sum of ` 16,53,65,370 (including tax on<br>distributed profits) is proposed to be approved as the Final<br>Dividend for the year ended 31st March, 2014. The Interim<br>Dividend is declared and paid. No concern has been<br>identified in this regard.    |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Re-appointment of director Mr. Rajeev<br>Nannapaneni, retiring by rotation   | FOR  | FOR                                | The Company does not have a nomination committee. The fact that the Company has not formed such a committee, even though it is so mandated by law, reflects poorly on the governance of the Company and raises question mark over its remuneration practices and director appointment process. The Company has time till 31st March 2015 to constitute a Nomination & Remuneration Committee to be in compliance with the law. No other concern has been identified. |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Re-appointment of director Dr. P. Bhaskara<br>Narayana, retiring by rotation   | FOR  | FOR                                | The Company does not have a nomination committee. No<br>other concern has been identified.   |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Re-appointment of director Dr. A.K.S.<br>Bhujanga Rao, retiring by rotation  | FOR  | FOR                                | The Company does not have a nomination committee. No other concern has been identified.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Appointment of M/s. Walker, Chandiok & Co.<br>LLP as Statutory auditors for a period of 5<br>years, and fix the remuneration                         | FOR  | FOR                                | The Company proposes to appoint Auditors for a term of 5<br>years with ratification in each subsequent AGM. The auditors<br>are eligible in accordance with the provisions of Companies<br>Act 2013. No concerns identified. However since the audit<br>partner, Sanjay Kumar Jain, has been associated with the<br>Company for 5 years, we recommend the audit partner<br>should be rotated.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Increase of Remuneration to Shri<br>V.C.Nannapaneni, Chairman & Managing<br>Director   | FOR  | ABSTAIN                            | remuneration does not have a variable component and<br>authorizes board to fix remuneration as they may deem fit.<br>In such a case it is difficult to take a final view and therefore<br>we abstain.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Increase of Remuneration to Shri Rajeev<br>Nannapaneni, Vice-Chairman & Chief Executive<br>Officer   | FOR  | ABSTAIN                            | remuneration does not have a variable component and<br>authorizes board to fix remuneration as they may deem fit.<br>In such a case it is difficult to take a final view and therefore<br>we abstain.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Increase of Remuneration to Dr. P. Bhaskara<br>Narayana, Director & Chief Financial Officer  | FOR  | ABSTAIN                            | remuneration does not have a variable component and<br>authorizes board to fix remuneration as they may deem fit.<br>In such a case it is difficult to take a final view and therefore<br>we abstain.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Increase of Remuneration to Dr. A.K.S.<br>Bhujanga Rao, Director and President (R&D<br>and Technical)  | FOR  | ABSTAIN                            | remuneration does not have a variable component and<br>authorizes board to fix remuneration as they may deem fit.<br>In such a case it is difficult to take a final view and therefore<br>we abstain.  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Appointment of Dr. B.S. Bajaj as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | directors have 2 periods available as independent directors  |
| Jul 2014 - Sep 2014                        | 27-Sep-14              | Natco Pharma                       | AGM                           | Management                                  | Appointment of Mr. G.S. Murthy as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | directors have 2 periods available as independent directors  |

| Quarter             | Meeting<br>Date | Company Name    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|-----------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Appointment Of Shri D.G. Prasad as an<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | Mr. D.G.Prasad was appointed as an Additional Director by<br>the Board of Directors w.e.f. 13th February, 2014 in<br>accordance with the provisions of the 161 of the Companies<br>Act, 2013. The Company does not have a nomination<br>committee. No other concern has been identified.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Appointment Of Shri T.V.Rao As An<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | The Company does not have a nomination committee. No other concern has been identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Appointment Of Dr.Mrs.Leela Digumarti As An<br>Independent Director, for a period of 5 years   | FOR  | FOR                                | The Company does not have a nomination committee. No other concern has been identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Appointment of Mr. Vivek Chhachhi as a<br>Director, liable to retire by rotation   | FOR  | FOR                                | Mr. Vivek Chhachhi was appointed as an Additional Director<br>by the Board of Directors w.e.f. 07th January, 2014 in<br>accordance with the provisions of the 161 of the Companies<br>Act, 2013. The Company does not have a nomination<br>committee. No other concern has been identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Ratification of remuneration to Cost Auditors<br>M/s. S.S. Zanwar & Associates   | FOR  | FOR                                | The Company has proposed to pay M/s. S S Zanwar &<br>Associates, Cost Auditors, remuneration of ' 90,000/- and<br>taxes as applicable plus out of pocket expenses for the<br>financial year ending March 31, 2015. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Approval for borrowing limit up to Rs.600<br>Crores  | FOR  | FOR                                | in line with company business requirements  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Creation of charge on the Assets of the<br>Company   | FOR  | FOR                                | The Company has proposed to create charge / mortgage/<br>hypothecation on the Company's assets to secure the<br>repayment of money borrowed by the Company. No concern<br>has been identified in this regard.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | To Adopt new Articles of Association of the<br>Company   | FOR  | ABSTAIN                            | Inadequate information on Articles of Association   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | Natco Pharma    | AGM                           | Management                                  | Issue of up to 2 lakhs Equity Shares on<br>Prefrential Basis   | FOR  | ABSTAIN                            | depends upon the pricing of the pref. shares and is<br>subjective.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concerns Identified.<br>This is a standard resolution. No concern has been identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | the Company has sufficient cash to pay out dividend.  |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Re-appointment of director Mr. G. L. Sultania, retiring by rotation  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | To appoint M/s. Walker Chandiok & Co LLP as<br>Statutory Auditors for a period of 1 year, and<br>fix the remuneration  | FOR  | FOR                                | The current auditors, M/s. Walker Chandiok & Co LLP, have<br>been associated with the Company for 12 years.<br>Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. The Companies Act<br>2013 and the Rules thereunder provide a transition period of<br>3 years,   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Appointment of Mrs. Sumita Somany as<br>Director, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Appointment of Mr. Nand Gopal Khaitan as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Appointment of Mr. Vijay Kumar Bhandari as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Appointment of Mr. Ashok Jaipuria as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Appointment of Mr. Salil Bhandari as<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Re-appointment of Mr. Rajendra K Somany as<br>Chairman and Managing Director, for a period<br>of 4 years, and fix the remuneration   | FOR  | AGAINST                            | Mr. Somany's remuneration package is opaque and provides<br>authority to board to set the remuneration as they deem fit.<br>No limits have been placed on variable pay. Additionally, the<br>Board is being authorized to<br>approve annual increments and to modify the terms of<br>remuneration to the directors as they may deem fit, without<br>taking further shareholder approval for the same. We believe<br>that such powers defeat the rationale behind taking<br>shareholders' approval over executive remuneration and are<br>against the principles of good governance. Since such a<br>remuneration package may lead to conflict of interest<br>situations, we are voting against. |
| Jul 2014 - Sep 2014 | 27-Sep-14       | HSIL            | AGM                           | Management                                  | Authorization to enter into Consultancy<br>Contract with M/s G. L. Sultania & Co.,<br>Proprietor Mr. Girdhari Lal Sultania, Non<br>Executive Director  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014 | 28-Sep-14       | KSB Pumps       | РВ                            | Management                                  | To Appoint Mr. A. R. Broacha as an<br>Independent Director for a term of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 28-Sep-14       | KSB Pumps       | РВ                            | Management                                  | To Appoint Mr. D. N. Damania as an<br>Independent Director for a term of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 28-Sep-14       | KSB Pumps       | РВ                            | Management                                  | To Appoint Mr.Pradip Shah as an Independent<br>Director for a term of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 28-Sep-14       | KSB Pumps       | РВ                            | Management                                  | To Appoint Mr. Werner Stegmuller, as a<br>Director of the Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 29-Sep-14       | Ashoka Buildcon | РВ                            | Management                                  | To increase the Authorized share capital of<br>the Company Rs. 81.10 Crore to Rs. 124 Crore<br>and to alter existing Clause V of the<br>Memorandum of Association to incorporate<br>the change | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014 | 29-Sep-14       | Ashoka Buildcon | РВ                            | Management                                  | To issue securities to raise up to Rs. 1,000<br>Crore or its US Dollar equivalent  | FOR  | FOR                                | No concerns identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Ashoka Buildcon                    | РВ                            | Management                                  | To approve the borrowing limit of Rs. 5,000 Crore  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Ashoka Buildcon                    | РВ                            | Management                                  | Creation of charge to secure borrowings  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 29-Sep-14<br>29-Sep-14 | Credit Analysis<br>Credit Analysis | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of Dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | To reappoint M/s Khimji Kunverji & Co. as the<br>Auditors of the Company for a period of two<br>years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | To appoint a Director in place of Mr. D. R.<br>Dogra, who retires by rotation and being<br>eligible, offers himself for re-appointment                                 | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | Appointment of Mr. D. R. Dogra as Managing<br>Director & Chief Executive Officer for a period<br>of 1 year, liable to retire by rotation.                              | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | Appointment of Mr. Rajesh Mokashi as Whole<br>Time Director for a period of 5 years, liable to<br>retire by rotation.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | Not to fill the vacancy arising out of retirement of Mr. S. Venkatraman as a Director.   | FOR  | FOR                                | No concern has been identified. The Board would stay<br>compliant with the listing agreement post the<br>retirement of Mr. S. Venkatraman.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | To appoint Mr. Anil Kumar Bansal as<br>independent directors of the Company to hold<br>office for a terms of two years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Credit Analysis                    | AGM                           | Management                                  | To appoint Dr. Ashima Goyal as independent<br>directors of the Company to hold office for a<br>terms of two years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint a Director in place of Mr. Hemant<br>Luthra, who retires by rotation and being<br>eligible, offers himself for re-appointment.                              | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To reappoint Messrs. B. K. Khare & Co as<br>Auditors for a term of 1 year  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | #4: To appoint Mr. Antonio Maria Pradera<br>Jáuregui as Director, liable to retire by<br>rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Jesus Maria Herrera<br>Barandiaran as Director, liable to retire by<br>rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Daljit Mirchandani as<br>Independent Director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Manoj Maheshwari as<br>Independent Director for a term of 5 years,  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Dhananjay Mungale as<br>Independent Director for a term of 5 years  | FOR  | ABSTAIN                            | Mr. Dhanajay Mungale has been on boards of more than 10<br>public companies. We are unable to ascertain that whether<br>Mr. Dhananjay would resign from other boards and retain<br>directorship in Mahindra CIE. |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Jose Ramon Berecibar<br>Mutiozabal as Independent Director for a<br>term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Jose Sabino Velasco Ibanez as<br>Independent Director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Juan Maria Bilbao has<br>independent director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Ms. Neelam Deo as Independent<br>Director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To appoint Mr. Zhooben Bhiwandiwala as<br>Director, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To fix remuneration of Mr. Dhananjay V.<br>Joshi & Associates as Cost Auditors   | FOR  | FOR                                | This is a standard resolution under Section 148 of the<br>Companies Act, 2013. The Company proposes to pay Rs. 2<br>Lakhs as remuneration to Cost Auditors. No concern has<br>been identified in this regard.    |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To approve the borrowing limit of Rs. 500<br>Crore over and above the aggregate of the<br>paid-up capital and free reserves  | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180 of the Companies Act. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Mahindra CIE                       | AGM                           | Management                                  | To create charge/mortgage properties to<br>secure to secure borrowings up to Rs. 500<br>Crore over and above the aggregate of the<br>paid-up capital and free reserves | FOR  | FOR                                | This is a standard resolution enabling compliance with<br>Section 180 of the Companies Act. No concern has been<br>identified in this regard.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                               | AGM                           | Management<br>Management                    | Adoption of accounts   | FOR<br>FOR   | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 29-Sep-14<br>29-Sep-14 | NMDC                               | AGM<br>AGM                    | Management<br>Management                    | Declaration of dividend<br>Re-appointment of director Shri Narendra K.<br>Nanda , retiring by rotation   | FOR  | FOR                                | No concerns identified.<br>Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                               | AGM                           | Management                                  | Re-appointment of Shri S. Thiagarajan as a<br>director, retiring by rotation   | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                               | AGM                           | Management                                  | Re-appointment of director Shri Subimal Bose, retiring by rotation   | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                               | AGM                           | Management                                  | Re-appointment of director Shri Rabindra<br>Singh, retiring by rotation  | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                               | AGM                           | Management                                  | Re-appointment of director Shri Vinod Kumar<br>Thakral , retiring by rotation  | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.   |

| Quarter                                    | Meeting<br>Date        | Company Name             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------|-------------------------------|---|--|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Re-appointmen tof director Shri Syedain<br>Abbasi , retiring by rotation   | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Re-appointment of director Shri S.J. Sibal , retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Re-appointmen tof director Dr. Noor<br>Mohammad , retiring by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Re-appointment of director Shri Vinai Kumar<br>Agarwal , retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Re-appointment of director Shri Mahesh Shah, retiring by rotation  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Ratification of Remuneration of Statutory<br>Auditors  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Appointment of Shri Narendra Kothari as a<br>director, liable to retirie by rotation   | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Appointment of Shri Narendra Kothari as a<br>Chairman-cum-Managing Director of the<br>Company  | FOR  | ABSTAIN                            | Since the Board composition is non-compliant with the<br>Clause 49 of the Listing Agreement, we abstain on lack of<br>clarity.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | NMDC                     | AGM                           | Management                                  | Alteration in the existing Articles of Association   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | Approval for inter- corporate loans/ guarantees<br>for an amount up to `40,000 Crore   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | To increase the number of Directors on the<br>Board of the Company to a maximum of 20<br>Directors.  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | Re-appointment of Mr. Sunny Gaur as<br>Managing Director (Cement) of the Company<br>for a period of 5 years  | FOR  | ABSTAIN                            | Mr. S. Gaur is a director in more than 10 public companies,<br>he cannot be appointed as a director of the Company unless<br>he resigns from board of at least 4 public companies.<br>Further, Mr. S. Gaur is a MD at Madhya Pradesh Jaypee<br>Minerals Ltd. and a MD at Jaiprakash Associates Ltd. and<br>therefore, holds two full-time positions. We strongly believes<br>that to fulfil his/her responsibilities as a director with due-<br>diligence, an individual should not hold more than one full-<br>time position. Additionally, Mr. S. Gaur attended only 1 of<br>the last 3 AGMs, 8 of the 15 board meetings held in the last<br>three years. Based on his attendance record, we believe that<br>Mr. S. Gaur has not been able to devote sufficient time to<br>the Company's affairs. |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | Appointment of Mr. Shiva Dixit as Whole-Time<br>Director of the Company for a period of 5 years  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | Re-appointment of Mr. S. K. Sharma as<br>Executive Vice Chairman of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | Re-appointment of Mr. Pankaj Gaur as<br>Managing Director (Construction) of the<br>Company for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | JP Associates            | РВ                            | Management                                  | To approve the remuneration to be paid to the Cost Auditors, M/s. J.K. Kabra & Co.   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 29-Sep-14<br>29-Sep-14 | Dish TV<br>Dish TV       | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Re-appointment of director Mr. Mintoo  | FOR  | FOR<br>AGAINST                     | No concerns identified.<br>Attendance record at Board meetings is not good  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Dish TV                  | AGM                           | Management                                  | Bhandar, retiring by rotation<br>To appoint M/s Walker Chandiok & Co LLP for<br>a period of 1 year, and fix the remuneration   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Dish TV                  | AGM                           | Management                                  | Appointment of Mr. Lakshmi Chand as an indepednent director for a period of 3 years  | FOR  | FOR                                | No concern has been identified with respect to Mr. Chand.<br>However, provisions of Companies Act 2013 provide that<br>Independent Directors can be appointed for up to 2 terms of<br>5 years each. Mr. Chand is eligible for a 5 year term.<br>Therefore, the shareholders should dicuss the rationale for<br>appointing him only for a 3 year term. Shareholders may<br>vote FOR the resolution. Otherwise this appointment will be<br>in violation of provisions of The Comapanies Act 2013.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Dish TV                  | AGM                           | Management                                  | Appointment of Mr. B. D. Narang as an<br>independent director for a period of 3 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Dish TV                  | AGM                           | Management                                  | Appointment of Mr. Arun Duggal as an<br>independent director, for a period of 3 years  | FOR  | FOR                                | Mr. Duggal has been associated with the Company for 7<br>years. No concern has been identified with respect to<br>independence or performance of Mr. Duggal.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Dish TV                  | AGM                           | Management                                  | Appointment of MR. Eric Louis as an independent director, for a period of 3 years  | FOR  | AGAINST                            | Attendance record at Board meetings/AGM is not good   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 29-Sep-14<br>29-Sep-14 | Fiem Inds.<br>Fiem Inds. | AGM<br>AGM                    | Management<br>Management                    | Adoption of accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.               | AGM                           | Management                                  | Re-appointment of Director in place of Shri<br>J.S.S. Rao, who retires by rotation at this<br>Annual General Meeting and being eligible,<br>has offered himself for re- appointment. | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.               | AGM                           | Management                                  | To appoint a Director in place of Shri Kashi<br>Ram Yadav, who retires by rotation at this<br>Annual General Meeting and being eligible,<br>has offered himself for re-appointment.  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.               | AGM                           | Management                                  | To reappoint M/s Anil S. Gupta & Associates as Auditors for a term of 3 years.   | FOR  | FOR                                | No concerns Identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|--|------------------------|----------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Iqbal Singh as Independent<br>Director for a term of 5 years   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Subodh Kumar Jain as<br>Independent Director FOR No concern has<br>been identified with resepect to performance<br>or independence of Mr. Jain. for term of 5<br>years | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Charoen Sachamuneewongse<br>Independent Director for a term of 5 years   | FOR  | AGAINST                            | Mr. Sachamuneewongse has not attended any AGM or board<br>meeting in last three years. We believe that Mr.<br>Sachamuneewongse has not been able to devote time for<br>Company's affairs.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Amitabh Prakash Agrawal as<br>Independent Director for a term of 5 years   | FOR  | AGAINST                            | Mr. Amitabh Prakash Agrawal has not attended any AGM or<br>board meeting in last three years. We believe that Mr.<br>Amitabh Prakash Agrawal has not been able to devote time<br>for Company's affairs.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Vinod Kumar Malhotra as<br>Independent director for a term of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To appoint Mr. Padur Narayana Viswanathan<br>as Independent Director for a term of 5 years  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To re-appoint Shri Kashi Ram Yadav as Whole-<br>time Director of the Company and revise his<br>remuneration   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Fiem Inds.                       | AGM                           | Management                                  | To re-appoint Shri J.S.S. Rao as Whole-time<br>Director of the Company and revise his<br>remuneration   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 29-Sep-14<br>29-Sep-14 | Gateway Distr.<br>Gateway Distr. | AGM<br>AGM                    | Management                                  | Adoption of accounts<br>Declaration of Dividend   | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management<br>Management                    | Appointment of M/s. Price Waterhouse as<br>statutory auditors for a period of 1 year, and<br>fix the remuneration   | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | Re-appointment of director Mr. Gopinath Pillai,<br>retiring by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To appoint Mr. Saroosh Dinshaw as an<br>Independent Director of the Company with<br>effect from 29th September 2014 up to 28th<br>September 2016                                      | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To appoint Mr. Shabbir Hassanbhai as an<br>Independent Director of the Company with<br>effect from 29th September 2014 up to 28th<br>September 2016.                                  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To appoint Mr. M P Pinto as an Independent<br>Director of the Company with effect from 29th<br>September 2014 up to 28th September 2016.  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To appoint Mr. Bhaskar Avula Reddy as an<br>Independent Director of the Company with<br>effect from 1st May 2014 up to 30th April<br>2016.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To appoint Mrs. Chitra Gouri Lal as an<br>Independent Director of the Company with<br>effect from 5th August 2014 up to 4th August<br>2016.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To amend the employee stock option plan<br>2013   | FOR  | FOR                                | The Company proposes the resolution to comply with Section 149(9) of the Companies Act, 2013.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | To approve borrowing limits for an amount up<br>to '400 crore over and above the aggregate of<br>the paid up share capital and free reserves of<br>the Company                        | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | Creation of charge amount up to `400 crore<br>over and above the aggregate of the paid up<br>share capital and free reserves of the Company   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 29-Sep-14              | Gateway Distr.                   | AGM                           | Management                                  | Issue of non- convertible debentures for an<br>amount not exceeding '400 crore over and<br>above the aggregate of the paid up share<br>capital and free reserves of the Company       | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Declaration of Dividend<br>Re-appointment of Mr. Ashwani Windlass as a  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Re-appointment of Mr. Ashwani Windlass as a<br>director, who retires by rotation  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Re-appointment of director Mr. Sanjeev<br>Mehra, who retires by rotation  | FOR  |                                    | Mr. Mehra has not attended any AGM in last three years. He<br>attended only 2 out of 5 board meetings in<br>FY13-14 and attended 3 out of 30 board meetings held in<br>last three years. We believe that Mr. Mehra has not<br>been able to devote sufficient time for Company's affairs. |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Re-=appointment of director Mr. Anuroop<br>Singh, who retires by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | Re-appointment of director Mr. Mohit Talwar,<br>who retires by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | To reappoint S.R. Batliboi & Co. LLP as Auditors  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                        | AGM                           | Management                                  | for a term of 1 year.<br>To appoint Mr. Rajesh Khanna as Independent<br>Director for a term of 5 years  | FOR  | FOR                                | No concerns Identified.  |
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| Quarter                                    | Meeting<br>Date        | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                            | AGM                           | Management                                  | To appoint Mr. N.C. Singhal as Independent<br>Director, for a period of 2 years   | FOR  | ABSTAIN                            | Mr. N.C Singhal is director on boards of more than 10 public<br>companies. We are unable to ascertain whether Mr. Singhal<br>would relinquish directorship in other companies to retain<br>directorship in Max India  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                            | AGM                           | Management                                  | To appoint Mr. Aman Mehta as Independent<br>Director for a term of 5 years,   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                            | AGM                           | Management                                  | To appoint Prof. Dipankar Gupta as<br>Independent Director for a term of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                            | AGM                           | Management                                  | To appoint Mr. Ashok Kacker as Independent<br>Director for a term of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Max India                            | AGM                           | Management                                  | Donation to charitable trusts   | FOR  | FOR                                | This is an enabling resolution. The amounts made towards<br>donations and charity in FY12-13 and FY13-14 have been<br>nominal. No concern has been identified in this regard.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Sep-14<br>30-Sep-14 | Max India<br>KNR Construct.          | AGM<br>AGM                    | Management<br>Management                    | Alteration in ESOP scheme<br>Adoption of accounts   | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of director Shri K Jalandhar  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct                        | AGM                           | Management                                  | Reddy, retiring by rotation<br>Re-appointment of director Shri M Rajesh   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | Reddy, retiring by rotation<br>Appointment of M/s Sukumar Babu & Co as  | FOR  | FUR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | statutory auditors for a period of 1 year, and fix the remuneration   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | To appoint Smt. Kamidi Yashdoa as a director,<br>liable to retire by rotation   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | To appoint Shri B V Rama Rao as an<br>independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | To appoint Shri L B Reddy as an independent director, for a period of 5 years   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | To approve the remuneration of the Cost<br>Auditors for the financial year ending March<br>31, 2015   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | Approval for borrowing limit up to Rs.2,000<br>Crores over and above the aggregate of the<br>paid up share capital and free reserves of the<br>Company  | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | KNR Construct.                       | AGM                           | Management                                  | Creation of charge on assets of the Company   | FOR  | FOR                                | No concerns identified.   |
| Jul 2014 - Sep 2014<br>Jul 2014 - Sep 2014 | 30-Sep-14<br>30-Sep-14 | Reliance Capital<br>Reliance Capital | AGM<br>AGM                    | Management<br>Management                    | Adoption of Annual Accounts<br>Declaration of dividend  | FOR<br>FOR   | FOR<br>FOR                         | No concerns Identified.<br>No concerns Identified.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | Re-appointment of Mr. Jhunjhunwala as<br>Director, retiring by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To appoint Smt. Chhaya Virani as a Director of<br>the Company, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To appoint M/s. Chaturvedi & Shah, Chartered<br>Accountants and M/s. B S R & Co. LLP,<br>Chartered Accountants as the Auditors of the<br>Company, for a period of 1 year, and fix the<br>remuneration | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To appoint Shri Rajendra Prabhakar Chitale, as<br>an Independent Director, for a period of 5<br>years   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To appoint Dr. Bidhubhusan Samal, as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To appoint Shri Vijayendra Nath Kaul, as Lead<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | Reliance Capital                     | AGM                           | Management                                  | To issue Non- convertible debentures up to<br>the whole of the borrowing limit, on a private<br>placement basis   | FOR  | FOR                                | The Company proposes to issue Non- convertible debentures<br>up to the whole of the borrowing limit of the Company in<br>one year. This is an enabling resolution, and the debentures<br>to be issued are not convertible into equity shares (and thus<br>the issue will not affect the common shareholders.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | United Spirits                       | AGM                           | Management                                  | Adoption of Accounts  | FOR  | ABSTAIN                            | Inadequate information in certain accounting treatments.  |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | United Spirits                       | AGM                           | Management                                  | Re-appointment of director Dr. Vijay Mallya as<br>Director, retiring by rotation  | FOR  | AGAINST                            | Dr. Mallya is director at 11 companies, he cannot be<br>appointed as a director of the Company unless he resign<br>from at least 1 companies where he is presently a director.<br>Further at present the company is investigating inter-<br>company transactions between various UB group companies<br>and Mr. Mallya being chairman of the Company and of UB<br>group also presents a potential conflict situation. As a good<br>governance measure and provide credibility to investigations<br>Mr. Mallya should not offer himself for re-appointment till<br>the probe is over and the board comes to a conclusion that<br>there was nothing wrong with any of the transaction. |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | United Spirits                       | AGM                           | Management                                  | Not to fill vacancy caused by retirement of Mr.<br>Gilbert Ghostin  | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | United Spirits                       | AGM                           | Management                                  | To appoint M/s. B S R & Co. LLP, Chartered<br>Accountant, as Statutory Auditors of the<br>Company for a term of 5 years and to fix their<br>remuneration.   | FOR  | FOR                                | No concerns Identified.   |
| Jul 2014 - Sep 2014                        | 30-Sep-14              | United Spirits                       | AGM                           | Management                                  | To appoint Mr. Sudhakar Rao as an<br>Independent Director for a term of 5 years.  | FOR  | FOR                                | No concerns Identified.   |

| Quarter             | Meeting<br>Date | Company Name   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|----------------|-------------------------------|---|---|--|------------------------------------|--|
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | To Appoint Mr. D. Sivanandhan as an<br>Independent Director for a term of 5 years.  | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | To Appoint Dr. (Mrs.) Indu Shahani as an<br>Independent Director for a term of 5 years.   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Vacancy arising out of Mr. G.N. Bajpai,<br>Independent Director, not offering himself for<br>re-appointment   | FOR  | FOR                                | Post the retirement of director the board will be non-<br>compliant with the listing agreements. The Company<br>has not disclosed the reason for not filling the vacancy<br>caused by such retirement The Company have 180 days to<br>appoint new independent directors and to comply with it. |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Vacancy arising out of Mr. Arunkumar<br>Ramanlal Gandhi, Independent Director, not<br>offering himself for re-appointment.  | FOR  | FOR                                | Post the retirement of director the board will be non-<br>compliant with the listing agreements. The Company<br>has not disclosed the reason for not filling the vacancy<br>caused by such retirement The Company have 180 days<br>to appoint new independent directors and to comply with it. |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Vacancy arising out of Mr. Vikram Singh<br>Mehta, Independent Director, not offering<br>himself for re-appointment  | FOR  | FOR                                | Post the retirement of director the board will be non-<br>compliant with the listing agreements. The Company<br>has not disclosed the reason for not filling the vacancy<br>caused by such retirement The Company have 180 days to<br>appoint new independent directors and to comply with it. |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Appointment of Mr. Anand Kripalu as a<br>Director, liable to retire by rotation   | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Appointment of and remuneration payable to<br>Mr. Anand Kripalu as Managing Director and<br>Chief Executive Office.   | FOR  | ABSTAIN                            | Remuneration paid to Mr. Kripalu does not have any variable<br>component. Remuneration paid to executive directors<br>should be aligned with the company's performance and thus<br>should<br>include a variable performance based component.   |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Revision in the terms of remuneration payable to Mr. P.A. Murali, Executive Director  | FOR  | AGAINST                            | The Company proposes to increase Mr. Murali's<br>remuneration by 73%. We believe that the proposed<br>increase in remuneration is excessive.   |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | Approval for borrowing limits for an amount not exceeding `10,000 crores  | FOR  | FOR                                | This is an enabling resolutions to ensure compliance with<br>Section 180 of the Companies Act, 2013. No concern has<br>been identified in this regard.   |
| Jul 2014 - Sep 2014 | 30-Sep-14       | United Spirits | AGM                           | Management                                  | To approve contribution to o bona fide<br>charitable and other fund in absence of profits<br>up to `15 Crore in excess of limits permissible<br>under Section 181 of the Companies Act, 2013.         | FOR  | FOR                                | No concerns Identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | Reliance Power | AGM                           | Management                                  | Adoption of Annual Accounts   | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | Reliance Power | AGM                           | Management                                  | Re-appointment of director Dr. V. K.<br>Chaturvedi, retiring by rotation  | FOR  | FOR                                | No concerns identified.  |
| Jul 2014 - Sep 2014 | 30-Sep-14       | Reliance Power | AGM                           | Management                                  | To Appoint M/s. Chaturvedi & Shah, Chartered<br>Accountants and M/s. Price Waterhouse,<br>Chartered Accountants as the Auditors of the<br>Company,for a period of 1 year, and fix the<br>remuneration | FOR  | FOR                                | No concerns identified.  |
| Oct 2014 - Dec 2014 | 04-Oct-14       | Sadbhav Engg.  | EGM                           | Management                                  | Issue of securities through QIP for an amount<br>not exceeding Rs. 250 crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 09-Oct-14       | Axis Bank      | РВ                            | Management                                  | Issue of non- convertible debentures on a<br>private placement basis up to Rs.6,000 Crores  | FOR  | FOR                                | The debentures to be issued are not convertible into equity<br>shares and thus the issue will not affect the common<br>shareholders. Therefore, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | PB                            | Management                                  | Increase in borrowing limit up to Rs.80,000<br>Crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | PB                            | Management                                  | Creation of charge up to Rs.80,000 Crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | Issue of non- convertible debentures on private<br>placement basis within the whole of borrowing  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | limit<br>Issue of securities up to Rs.6,000 Crores  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | Private placement of Non-Convertible<br>Debentures or other Debt Securities with<br>warrants for up to INR 4,000 crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | Inter- corporate loans/ guarantees etc up to<br>INR 60,000 crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | To consider re-appointment of Mr. Dindayal<br>Jalan as Whole Time Director, designated as<br>Chief Financial Officer (CFO) of the Company<br>for the period October 1, 2014 to September<br>30, 2016  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Oct-14       | Sesa Sterlite  | РВ                            | Management                                  | Revision in the remuneration of the Whole<br>Time Directors of the Company  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 18-Oct-14       | Lupin          | РВ                            | Management                                  | To accord approval by Special Resolution for<br>Lupin Employee Stock Option Plan 2014   | FOR  | FOR                                | The proposed issue will lead to a dilution of less than 5%<br>(1.00%) to the existing shareholders. No concern has been<br>identified in this regard.  |
| Oct 2014 - Dec 2014 | 18-Oct-14       | Lupin          | РВ                            | Management                                  | To accord approval by Special Resolution for<br>Lupin Subsidiary Companies Employee Stock<br>Option Plan 2014   | FOR  | FOR                                | The proposed issue will lead to a dilution of less than 5% (1.00%) to the existing shareholders. No concern has been identified in this regard.  |

| Quarter                                    | Meeting<br>Date        | Company Name                 | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Oct 2014 - Dec 2014                        | 07-Nov-14              | Future Lifestyle             | EGM                           | Management                                  | Issue of securities up to 1,59,34,065 equity<br>shares aggregating to Rs. 144,99,99,915/- to<br>Ryka Commercial Ventures Private Limited  | FOR  | FOR                                | We are of the view that existing shareholders should have<br>first right to participate in any capital issue. Any other mode<br>of capital issue should only be undertaken if the Company is<br>in urgent need of funds. The Company has disclosed that<br>Amount not exceeding 25 % of the preferential issue would<br>be used for general corporate purposes and the balance shall<br>be utilized for repayment of debt. The total debt of the<br>company stood at 1355.78 crore as on 31st March, 2014.<br>Since the Company has adequately justified why it going for<br>a preferential issue instead of a rights issue and no other<br>concern has been identified, therefore we would vote FOR<br>the resolution.   |
| Oct 2014 - Dec 2014                        | 07-Nov-14              | Future Lifestyle             | EGM                           | Management                                  | Issue of securities on a preferential basis upto<br>an aggregate of 32,96,700 compulsorily<br>convertible debentures of face value of Rs. 91/-<br>each at par aggregating to Rs. 29,99,99,700 to<br>Arlette Infrastructure Private Limited  | FOR  | FOR                                | We are of the view that existing shareholders should have<br>first right to participate in any capital issue. Any other mode<br>of capital issue should only be undertaken if the Company is<br>in urgent need of funds. The Company has disclosed that<br>Amount not exceeding 25% of the preferential issue would<br>be used for general corporate purposes and the balance shall<br>be utilized for repayment of debt. The total debt of the<br>company stood at Rs. 1,355.78 crore as on 31st March, 2014.<br>The proposed CCDs shall be converted into 32,96,700<br>equity shares of the Company on April 1st 2015 (as disclosed<br>by the Company). No major concern has been identified.<br>Since the Company has adequately justified why it going for<br>a preferential issue instead of a rights issue and no other<br>concern has been identified therefore we would vote FOR<br>the resolution.   |
| Oct 2014 - Dec 2014                        | 07-Nov-14              | Future Lifestyle             | EGM                           | Management                                  | Payment of remuneration of Rs. 2,23,20,000/-<br>per annum (including commission up to 5% of<br>Net Profits of the Company, subject to<br>maximum of Rs. 1,25,00,000/- per annum,<br>payable for financial year in which adequate<br>profit is earned), to Mr. Kishore Biyani , MD of<br>the Company with effect from 1 April 2014, for<br>remainder of duration of appointment up to 24<br>June 2016. | FOR  | ABSTAIN                            | The Company in the proposed resolution seek shareholders<br>approval to pay Rs. 2.23 crore (including commission of 5%<br>of the net profit of the Company, subject to maximum of Rs.<br>1.25 crore p.a.) for the remainder term from 1st April, 2014<br>to 24th June, 2016. In the resolution the Board is being<br>authorized to vary or increase the remuneration specified<br>above from time to time to the extent the Board of Directors<br>may deem appropriate, without taking further shareholder<br>approval for the same. We believe that such powers defeat<br>the rationale behind taking shareholders' approval over<br>executive remuneration and is against the principle of good<br>governance. Further, in the resolution the Company is<br>seeking shareholders approval to waive off excess<br>remuneration paid to Mr. Kishore Biyani during the period<br>from 25th June, 2013 to 31 March 2014. No concern has<br>been identified in this regard. So we would Abstain for<br>voting. |
| Oct 2014 - Dec 2014                        | 07-Nov-14              | Future Lifestyle             | EGM                           | Management                                  | Payment of remuneration, including<br>allowances, perquisites and variable bonus<br>based on the performance, to Mr. C. P.<br>Toshniwal as Executive Director and Chief<br>Financial Officer of the Company in the scale of<br>Rs. 1,70,00,000/- to Rs. 2,10,00,000/- per<br>annum with effect from 1 April 2014, till 31<br>October 2016.  | FOR  | ABSTAIN                            | Mr. Toshniwal's remuneration package is opaque and<br>provides authority to board to set the remuneration as they<br>deem fit. The Company has not disclosed the details of the<br>remuneration components payable. In absence of such<br>disclosures, we do not have sufficient information to take an<br>informed decision. Further, the Board is being authorized to<br>vary or increase the remuneration specified above from time<br>to time to the extent the Board of Directors may deem<br>appropriate, without taking further shareholder approval for<br>the same. We believe that such powers defeat the rationale<br>behind taking shareholders' approval over executive<br>remuneration and is against the principle of good<br>governance. Additionaly, the Company proposes to pay Mr.<br>Toshniwal the entire remuneration, including variable pay,<br>even in case of inadequate profits. So we would Abstain for<br>voting.   |
| Oct 2014 - Dec 2014<br>Oct 2014 - Dec 2014 | 10-Nov-14<br>10-Nov-14 | Shree Cement<br>Shree Cement | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>To confirm the payment of Interim Dividends<br>on equity shares for the year ended 30th June,   | FOR  | FOR                                | Routine resolution, no concern has been identified.<br>No concern has been identified.  |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | 2014<br>Re-appointment of Shri B.G. Bangur as a   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Director, retiring by rotation<br>Re-appointment of M/s. B.R. Maheswari &<br>Company, as Statutory Auditors for a period of<br>1 year, and fix the remuneration   | FOR  | FOR                                | Provisions of the Companies Act 2013 state that auditors<br>should not have tenure of over 10 years. However, the<br>Companies Act 2013 and the Rules thereunder provide a<br>transition period of 3 years.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Ratification of remuneration to M/s. K.G.<br>Goyal and Associates, Cost Auditors  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Appointment of Shri Ramakant Sharma as a<br>Non- Executive Director, liable to retire by<br>rotation  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Appointment of Shri R.L. Gaggar as an<br>Independent director, for a period of 5 years  | FOR  | FOR                                | Routine resolution, no concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Appointment of Shri O.P. Setia as an<br>Independent director for a period of 5 years  | FOR  | FOR                                | Routine resolution, no concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Appointment of Shri Shreekant Somany as an<br>Independent director, for a period of 5 years   | FOR  | FOR                                | Routine resolution, no concern has been identified.   |
| Oct 2014 - Dec 2014                        | 10-Nov-14              | Shree Cement                 | AGM                           | Management                                  | Appointment of Dr. Y.K. Alagh as an<br>Independent director, for a period of 5 years  | FOR  | FOR                                | Routine resolution, no concern has been identified.   |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------|-------------------------------|---|---|--|------------------------------------|--|
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Appointment of Shri Nitin Desai as an<br>Independent director, for a period of 5 years  | FOR  | FOR                                | No concern has been identified with respect to appointment<br>of Mr. Desai   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Appointment of Dr. Leena Srivastava as an<br>Independent Director, for a period of 5 years  | FOR  | FOR                                | No concern has been identified with respect to appointment of Dr. Srivastava.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Payment of commission to Non-Executive<br>Directors for each financial year commencing<br>from 1st July, 2014 as computed in accordance<br>with the provisions of Section 198 of the<br>Companies Act, 2013 | FOR  | FOR                                | Since the Company has been fair in remunerating its non-<br>executive directors in the last 5 years, we vote FOR the<br>resolution.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Approval for borrowing amount not to exceed<br>Rs.7,500 Crores  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Creation of charge up to an overall limit of<br>Rs.7,500 Crores   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Shree Cement     | AGM                           | Management                                  | Issue of Non-Convertible Debentures within<br>overall borrowing limit   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Alstom T&D India | РВ                            | Management                                  | Disposal of properties of the Company at<br>Bellary Road, Bengaluru and Hauz Khas<br>Enclave, New Delhi for such consideration to<br>be decided by board  | FOR  | FOR                                | In favour of debt reduction. No other concerns.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Alstom T&D India | РВ                            | Management                                  | Appointment of Mr. Ravi Kumar<br>Krishnamurthy, Head AIS Business as Alternate<br>Director and terms of his appointment   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Alstom T&D India | РВ                            | Management                                  | Appointment of Mr. Bhanu Bhushan as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Adoption of Accounts for FY 2013-14   | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Re-appointment of Mr. Vivek Dhariwal as a<br>director, retiring by rotation   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Vivek Dhariwal as a director of the Company.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Re-appointment of Messrs. B S R & Associates<br>LLP, Chartered Accountants as Statutory<br>Auditors for a period of 1 year  | FOR  | FOR                                | No concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Appointment of Mr. Sekhar Natarajan as<br>Independent Director for a period of 1 year,<br>w.e.f. 10th November, 2014.   | FOR  | FOR                                | No concern has been identified regarding the appointment /<br>independence of Mr. Natarajan. Shareholders<br>may note that, as per the provisions of the Companies Act,<br>2013, an Independent Director can be appointed in<br>a Company for 2 terms of up to 5 years each. As the<br>Company has proposed to appoint him for a period of 1<br>year, it will be calculated as one term. |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Appointment of Mr. K. K. Maheshwari as an<br>Independent director, for a period of 1 year,<br>effective 10th November, 2014   | FOR  | FOR                                | company gets 2 terms for directors   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Appointment of Mr. S. S. Lalbhai as an<br>Independent Director, for a period of 1 year,<br>w.e.f. 10th November, 2014   | FOR  | FOR                                | company gets 2 terms for directors   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Approval for remuneration to Messrs. RA &<br>Co., Cost Auditors for FY 2014-15  | FOR  | FOR                                | No concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Related Party Transaction with Pfizer Export<br>Company, Ireland for an amount not exceeding<br>in aggregate Rs.300 crores in each financial<br>year.   | FOR  | FOR                                | No concern has been identified regarding the proposed<br>Related Party Transaction.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Wyeth            | AGM                           | Management                                  | Related Party Transactions with Pfizer Limited<br>for an amount not exceeding Rs.200 Crores   | FOR  | FOR                                | No concern has been identified regarding the proposed Related Party Transaction.   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Adoption of Accounts  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Re-appointment of Mr. Vivek Dhariwal as a<br>director, retiring by rotation   | FOR  | FOR                                | No concern has been identified regarding the appointment<br>of Mr. Vivek Dhariwal as a director of the Company.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Re-appointment of Messrs. B S R & Co. LLP,<br>Chartered Accountants as Statutory Auditors<br>for a period of 3 years, with ratification every<br>year   | FOR  | FOR                                | Company has transition period for auditors change  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Appointment of Mr. R.A. Shah as an<br>Independent director, for a term of 5 years,<br>w.e.f. 10th November, 2014  | FOR  | ABSTAIN                            | Unable to take a clear view on the independence of the<br>director   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Appointment of Mr. Pradip Shah as an<br>independent director, for a period of 5 years<br>w.e.f. 10th November, 2014   | FOR  | FOR                                | company gets 2 terms for directors   |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Appointment of Mr. Uday Khanna as an<br>Independent director, for a period of 5 years,<br>w.e.f. 10th November, 2014  | FOR  | FOR                                | No concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Ratification of remuneration to Messrs. RA & Co., Cost Auditors   | FOR  | FOR                                | No concern has been identified.  |
| Oct 2014 - Dec 2014 | 10-Nov-14       | Pfizer           | AGM                           | Management                                  | Related Party Transaction with Pfizer Export<br>Company, Ireland for an amount not exceeding<br>in aggregate `600 Crores  | FOR  | FOR                                | No concern has been identified.  |
| Oct 2014 - Dec 2014 | 17-Nov-14       | ICICI Bank       | РВ                            | Management                                  | Sub-division of 1 Equity Share of face value of Rs.10/- each into 5 Equity Shares of Rs. 2/- each.  | FOR  | FOR                                | No concern has been identified. This is a standard enabling<br>resolution which will increase the liquidity of the Company's<br>stock and has potential to increase participation of retail<br>investors.  |
| Oct 2014 - Dec 2014 | 17-Nov-14       | ICICI Bank       | РВ                            | Management                                  | Alteration of Capital Clause of Memorandum<br>of Association  | FOR  | FOR                                | This is an enabling resolution supporting sub-division of<br>shares proposed under Resolution 1. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 17-Nov-14       | ICICI Bank       | РВ                            | Management                                  | Alteration of Articles of Association by<br>substituting the Article 5 a  | FOR  | FOR                                | This is an enabling resolution supporting sub-division of<br>shares proposed under Resolution 1. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 19-Nov-14       | Glenmark Pharma. | EGM                           | Management                                  | Scheme of Arrangement   | FOR  | FOR                                | We have examined the scheme for its fairness, transparency<br>and disclosures. No concern has been identified.   |

| Quarter             | Meeting<br>Date | Company Name     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|------------------|-------------------------------|---|--|--|------------------------------------|---|
| Oct 2014 - Dec 2014 | 21-Nov-14       | Infosys          | РВ                            | Management                                  | Increase in the authorized share capital of the Company  | FOR  | FOR                                | This is an enabling resolution to support the issue of bonus<br>shares proposed under resolution 4. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 21-Nov-14       | Infosys          | РВ                            | Management                                  | Alteration of the Capital Clause of the<br>Memorandum of Association   | FOR  | FOR                                | This is an enabling resolution to support the issue of bonus<br>shares proposed under resolution 4. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 21-Nov-14       | Infosys          | РВ                            | Management                                  | Alteration of the Capital Clause of the Articles<br>of Association   | FOR  | FOR                                | This is an enabling resolution to support the issue of bonus<br>shares proposed under resolution 4. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 21-Nov-14       | Infosys          | РВ                            | Management                                  | Approval for the Issue of Bonus Shares   | FOR  | FOR                                | Bonus issue will increase the number of free float shares<br>which will improve liquidity of the Company's stock and has<br>potential to increase participation of retail investors. No<br>concerns have been identified in this regard.  |
| Oct 2014 - Dec 2014 | 21-Nov-14       | Glenmark Pharma. | РВ                            | Management                                  | Scheme of arrangement  | FOR  | FOR                                | We have examined the scheme for its fairness, transparency<br>and disclosures. No concern has been identified.  |
| Oct 2014 - Dec 2014 | 24-Nov-14       | Godrej Inds.     | РВ                            | Management                                  | Adoption of new set of Articles of Association   | FOR  | ABSTAIN                            | On the account of lack of information, we abstain.  |
| Oct 2014 - Dec 2014 | 24-Nov-14       | Godrej Inds.     | РВ                            | Management                                  | Remuneration payable to Mr. N. B. Godrej, MD   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 24-Nov-14       | Godrej Inds.     | РВ                            | Management                                  | Remuneration payable to Ms. T. A. Dubash,<br>Whole-time Director   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 24-Nov-14       | Godrej Inds.     | РВ                            | Management                                  | Remuneration payable to Mr. N. S. Nabar,<br>Whole-time Director  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 26-Nov-14       | United Spirits   | РВ                            | Management                                  | Entering into distribution agreement, licence<br>for manufacture and sale agreements and cost<br>sharing agreement with certain Diageo<br>subsidiaries | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 26-Nov-14       | Hero Motocorp    | РВ                            | Management                                  | Alteration in Object Clause of MoA   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.   |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Approval for the Report on Erosion of<br>Networth  | FOR  | FOR                                | This is a statutory requirement.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Sales promotion services agreement with<br>Diageo India Pvt Ltd  | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Loan agreement with United Breweries<br>(Holdings) Limited   | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Trademark licence agreement with United<br>Breweries (Holdings) Limited  | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Property Sale Agreements with United<br>Breweries (Holdings) Limited   | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Services agreement with Kingfisher Finvest<br>India Ltd  | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Advertising agreement in respect of FORCE<br>INDIA with Watson Limited   | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Sponsorship agreement with United Racing & Bloodstock Breeders Ltd   | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Sponsorship agreement with United Mohun<br>Bagan Football Team Pvt Ltd   | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Aircraft services agreement with UB Air Private  | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Properties call agreement, with PE Data Centre<br>Resources Private Limited  | FOR  | ABSTAIN                            | On the account of lack of disclosures, we abstain.  |
| Oct 2014 - Dec 2014 | 28-Nov-14       | United Spirits   | EGM                           | Management                                  | Contribution agreement, with Vittal Mallya<br>Scientific Research Foundation   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 29-Nov-14       | HCL Technologies | РВ                            | Management                                  | Alteration in the Object Clause of the MoA   | FOR  | FOR                                | This is an enabling resolution. The Object clause of the MOA<br>is proposed to be amended to explain in detail<br>and to provide clarity on the objects stated in existing clause.<br>No concern has been identified.   |
| Oct 2014 - Dec 2014 | 29-Nov-14       | HCL Technologies | РВ                            | Management                                  | Alteration in Articles of Association of the<br>Company  | FOR  | AGAINST                            | The new set of Articles of Association proposes to continue<br>to concentrate the power of supervision or Management in<br>one person by<br>holding the Post of Managing Director or Chief Executive<br>Officer by Chairman of the Board which is against the good<br>governance practice globally. |
| Oct 2014 - Dec 2014 | 03-Dec-14       | Crompton Greaves | РВ                            | Management                                  | Increase the FII shareholding limit from 24% to 100% of the paid- up share capital   | FOR  | FOR                                | We view this as precursor to possible stake sale by<br>management. Limit increase is only an enabler.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | Adoption of Accounts   | FOR  | FOR                                | Routine resolution, no concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | Retirement of Mr. Srikant Madhav Datar as<br>Director and not to fill the vacancy so caused  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | Re-appointment of Mr. Shiv Nadar as an<br>Executive Director   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | Continuation of Mr. Shiv Nadar, Managing<br>Director of the Company beyond the age of 70<br>years  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | To appoint M/s. S. R. Batliboi & Co. LLP as<br>statutory auditors for a term of 5 years with<br>ratification every year                                | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | To appoint Mr. Srinivasan Ramanathan as an<br>Independent Director, not liable to retire by<br>rotation, for a term of 5 years                         | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | To appoint Mr. Subramanian Madhavan as an<br>Independent Director, not liable to retire by<br>rotation, for a term of 5 years.                         | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | To appoint Mr. Amal Ganguli as an<br>Independent Director, not liable to retire by<br>rotation, for a term of 5 years                                  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014 | 04-Dec-14       | HCL Technologies | AGM                           | Management                                  | To appoint Ms. Robin Ann Abrams as an<br>Independent Director, not liable to retire by<br>rotation, for a term of 5 years.                             | FOR  | FOR                                | No concern has been identified.   |

| Quarter                                    | Meeting<br>Date        | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|------------------------|--------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Oct 2014 - Dec 2014                        | 04-Dec-14              | HCL Technologies               | AGM                           | Management                                  | To appoint Mr. Keki Mistry as an Independent<br>Director, not liable to retire by rotation, for a<br>term of 5 years.   | FOR  | ABSTAIN                            | We are unable to verify whether Mr. Keki Mistry has resigned<br>from any public companies in which he has been directors so<br>as to comply with newer regulations. Hence due to lack of<br>information we would like to abstain from voting.   |
| Oct 2014 - Dec 2014                        | 04-Dec-14              | HCL Technologies               | AGM                           | Management                                  | To appoint Dr. Sosale Shankara Sastry as an<br>Independent Director, not liable to retire by<br>rotation, for a term of 5 years.  | FOR  | AGAINST                            | Mr. Sastry did not attend any AGM in last two years after his<br>appointment. He attended 4 out of 7 Board<br>meetings in FY13-14 and attended 8 out of 12 Board<br>Meetings held in last two years after his appointment in<br>July 2012. We believe that Mr. Sastry has not been able to<br>devote sufficient time to Company's affairs.  |
| Oct 2014 - Dec 2014                        | 04-Dec-14              | HCL Technologies               | AGM                           | Management                                  | To pay up to 1% of the net profits to Non-<br>Executive Directors as commission a period of<br>five years beginning from July 1, 2014 and<br>extending up to and including the financial<br>year of the Company ending on March 31,<br>2019 | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 08-Dec-14              | Cairn India                    | РВ                            | Management                                  | Appointment of Mayank Ashar as MD or CEO<br>of the Company  | FOR  | FOR                                | Routine resolution, no concern has been identified.   |
| Oct 2014 - Dec 2014                        | 12-Dec-14              | Siemens                        | РВ                            | Management                                  | sale and transfer of business to a subsidiary   | FOR  | FOR                                | Company has provided the basis for calculation of fair value.<br>The said business is transferred as part of the parent<br>company's strategy of selling the metals business.   |
| Oct 2014 - Dec 2014                        | 15-Dec-14              | HDFC Bank                      | РВ                            | Management                                  | Issue of non- convertible bonds/ securities on a<br>private placement basis   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 15-Dec-14              | HDFC Bank                      | PB                            | Management                                  | Appointment of Mr. Shyamala Gopinath as a<br>Non- Executive Chairman  | FOR  | ABSTAIN                            | As per the provisions of Section 149(9) of the Companies Act,<br>an Independent Director may receive remuneration only by<br>way of sitting fees, reimbursement of expenses for<br>participation in the Board and other meetings and profit<br>related commissions. However, banking companies are also<br>governed by Banking regulations Act. In absence of<br>amendment to Banking Regulation Act 1949, post coming<br>into force of Companies Act, 2013 there is lack of clarity on<br>the issue. Hence, we are unable to come to conclusion<br>whether the paying of fixed remuneration to independent<br>director is violation of law and would like to abstain from<br>voting. |
| Oct 2014 - Dec 2014                        | 17-Dec-14              | HSIL                           | EGM                           | Management                                  | Issue of securities of an amount not exceeding<br>Rs.250 Crores   | FOR  | AGAINST                            | The Company has included the option of raising funds<br>through QIP at a discount of up to 5% to the floor price.<br>We believes that qualified institutional buyers participating<br>in the QIP may exploit the arbitrage opportunity<br>arising due to such a discount to earn higher returns at the<br>cost of existing shareholders of the Company<br>unless a lock in period is provided. Additionally, issue of<br>these shares at current market price would result in a<br>potential dilution of 9.39% to the existing shareholders of<br>the Company (assuming such shareholders are not<br>issued the shares). Therefore, we would vote AGAINST the<br>resolution.          |
| Oct 2014 - Dec 2014                        | 17-Dec-14              | HSIL                           | EGM                           | Management                                  | Appointment of Dr. R. S. Simon as an<br>Independent Director for a term of up to 5<br>years   | FOR  | ABSTAIN                            | We are of the opinion that due to the pecuniary relationship<br>of Dr. Rainer Simon with the Company, he cannot<br>be classified as an independent director. However we are not<br>concerned about Dr.R.S.Simon as Director but lack of clarity<br>about his Independence hence we would Abstain from<br>voting.  |
| Oct 2014 - Dec 2014<br>Oct 2014 - Dec 2014 | 22-Dec-14<br>22-Dec-14 | AIA Engg.<br>Trent             | PB<br>PB                      | Management<br>Management                    | Creation of charge<br>Appointment of Mr. Philip N. Auld as MD of the  | FOR  | FOR                                | Routine resolution, no concern has been identified.<br>No concern has been identified.  |
| Oct 2014 - Dec 2014                        | 22-Dec-14              | Trent                          | PB                            | Management                                  | Company<br>Issue of non- convertible debentures on a<br>private placement basis   | FOR  | FOR                                | This is an enabling resolution. The debentures to be issued<br>are not convertible into equity shares (and thus the<br>issue will not affect the common shareholders). No concern<br>has been identified.   |
| Oct 2014 - Dec 2014                        | 22-Dec-14              | Trent                          | РВ                            | Management                                  | Creation of charge in respect of the borrowings   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        | 23-Dec-14              | Berger Paints                  | РВ                            | Management                                  | Sub division of shares of Company from Rs.2<br>per share to Re.1 per shares Face Value  | FOR  |                                    | No concern has been identified.   |
| Oct 2014 - Dec 2014<br>Oct 2014 - Dec 2014 | 23-Dec-14<br>23-Dec-14 | Berger Paints<br>Berger Paints | PB<br>PB                      | Management<br>Management                    | Alteration in MoA of the Company<br>Alteration in Articles of Association of the  | FOR  | FOR<br>FOR                         | No concern has been identified.<br>No concern has been identified.  |
| Oct 2014 - Dec 2014<br>Oct 2014 - Dec 2014 | 23-Dec-14<br>23-Dec-14 | Berger Paints<br>Berger Paints | РВ                            | Management                                  | company<br>Ratificaton of remuneration to Cost Auditors   | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014<br>Oct 2014 - Dec 2014 | 23-Dec-14<br>23-Dec-14 | Berger Paints<br>Berger Paints | РВ                            | Management                                  | Consent of members to dispose of  | FOR  | FOR                                | No concern has been identified.   |
| Oct 2014 - Dec 2014                        |                        | Bayer Crop Sci.                | РВ                            | Management                                  | undertakings of the Company<br>Change of Registered Office  | FOR  | FOR                                | The Content has been demanded.<br>The Company proposes to change the registered address of<br>the Company from "Olympia, First Floor, Central Avenue,<br>Hiranandani Gardens, Powai, Mumbai – 400 076" to "Bayer<br>House, Central Avenue, Hirananadani Estate, Thane (West) –<br>400 607" with effect from January 1, 2015. The changes is<br>proposed with a view to improve administrative and<br>operational efficiency The proposed location is outside the<br>local limits of Mumbai city and therefore requires approval<br>of the Members by way of Special Resolution. No concern<br>has been identified in this regard.   |

| Quarter             | Meeting<br>Date | Company Name                             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|--|-------------------------------|---|--|--|------------------------------------|--|
| Oct 2014 - Dec 2014 | 27-Dec-14       | ITD Cem                                  | РВ                            | Management                                  | To appoint Mr. D E Udwadia as Independent<br>Director as Independent Director, not liable to<br>retire by rotation, for a term of 5 years                                  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 27-Dec-14       | ITD Cem                                  | РВ                            | Management                                  | To appoint Mr. Per Hofvander as Independent<br>Director as Independent Director, not liable to<br>retire by rotation, for a term of 5 years                                | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 27-Dec-14       | ITD Cem                                  | РВ                            | Management                                  | To appoint Mr. D P Roy as Independent<br>Director as Independent Director, not liable to<br>retire by rotation, for a term of 5 years                                      | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 27-Dec-14       | ITD Cem                                  | РВ                            | Management                                  | To fix remuneration of Mr. Adun Saraban,<br>Managing Director  | FOR  | FOR                                | Routine resolution, no concern has been identified.  |
| Oct 2014 - Dec 2014 | 28-Dec-14       | Glenmark Pharma.                         | РВ                            | Management                                  | To create, offer, issue and allot securities to<br>raise up to USD 300 Million or its equivalent in<br>Indian Rupees or any other currencies                               | FOR  | ABSTAIN                            | Shares are being offered to QIBs and not all shareholders. It would be ideal for the company to do a rights issue for all shareholders. At the same time, the issue would be under the laws and regulations, thereby being in compliance. Due to the two conflicting reasonings, we would abstain from voting this one   |
| Oct 2014 - Dec 2014 | 28-Dec-14       | Glenmark Pharma.                         | РВ                            | Management                                  | To increase the limit on FII investment in the<br>Company from 40% to 49%  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Oct 2014 - Dec 2014 | 29-Dec-14       | Huhtamaki PPL                            | EGM                           | Management                                  | To issue Non- convertible debentures up to<br>Rs. 550 Crore by way of private placement to<br>Huhtalux S.à r.l, being a related party                                      | FOR  | FOR                                | The Company is proposing to raise Rs. 550 Crore by issuing<br>non-convertible debentures to Huhtalux S.à r.l.(a promoter<br>group company) to primarily fund acquisition of shares and<br>securities of Positive Packaging Industries Ltd. The<br>shareholders had earlier approved issuing of non-convertible<br>debentures to raise Rs. 820 Crore in the EGM held on 6th<br>August, 2014 along with the absolute borrowing limit of Rs.<br>1,250 Crore. The language of resolution suggests that the<br>proposed issue is within the borrowing limit and within the<br>limit of Rs 820 Crore NCD issue approved earlier. However it<br>is not clear why the Company is approaching shareholders<br>again as the earlier Resolution could be acted for one year<br>from date of its passing and that too in tranches. We<br>understand that same is being sought as approval for related<br>party transaction. No concern has been identified as the<br>Company has stated the purpose for which funds are being<br>raised and the securities to be issued are non-convertible in<br>nature. Therefore, we recommend to vote FOR the<br>resolution. |
| Oct 2014 - Dec 2014 | 29-Dec-14       | Huhtamaki PPL                            | EGM                           | Management                                  | To appoint Mr. A. Venkatrajan as Managing<br>Director with effect from October 7, 2014 for<br>a term of 3 years and to fix his remuneration                                | FOR  | FOR                                | No concern has been identified with respect to appointment<br>of Mr. Venkatrajan. We note that as per Company's<br>announcement to BSE dated 6th August, 2014, Mr.<br>Venkatrajan resigned as Director on 6 August, 2014 effective<br>from end of working hours on 3rd October, 2014. However<br>as per announcement made on 8th October, 2014, Mr.<br>Venkatrajan withdrew his resignation and re-joined as<br>Director w.e.f 7th October, 2014. No concern has been<br>identified with respect to revised salary of Mr. Venkatrajan.<br>His attendance record has also been satisfactory.  |
| Jan 2015 - Mar 2015 | 02-Jan-15       | Max India Limited                        | PB                            | Management                                  | Alteration in Objects Clause of MoA of the<br>Company  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Jan-15       | IL&FS Transportation<br>Networks Limited | РВ                            | Management                                  | Appointment of Ms. Neeru Singh as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Jan-15       | IL&FS Transportation<br>Networks Limited | РВ                            | Management                                  | Increase in borrowing powers of the Company<br>from Rs.6,000 Crores to Rs. 7,000 Crores  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Jan-15       | IL&FS Transportation<br>Networks Limited | РВ                            | Management                                  | Private Placement of Non-Convertible<br>Debentures for an aggregate amount not<br>exceeding ' 5,000 Crores, within the overall<br>borrowing limits of the Company          | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | Re-appointment of Mr. C. Jayaram as<br>Whole-time Director of the Bank designated as<br>Joint Managing Director for the period from 1st<br>January 2015 to 30th April 2016 | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | To appoint Mr. Asim Ghosh as an independent director of the Bank for a term up to 8th May, 2016  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | To appoint Mr. Amit Desai as an independent<br>director of the Bank for a term up to 17th<br>March, 2019   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | To appoint Prof. S Mahendra Dev as an<br>independent director of the Bank for a term up<br>to 14th March, 2018   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | To appoint Mr. Prakash Apte as an<br>independent director of the Bank for a term up<br>to 17th March, 2019   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited           | EGM                           | Management                                  | To appoint Ms. Farida Khambata as an<br>independent director of the Bank for a term up<br>to 6 th September, 2019  | FOR  | FOR                                | No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                         | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|--------------------------------------|-------------------------------|---|--|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited       | EGM                           | Management                                  | To increase the ceiling limit on total holdings of<br>Foreign Institutional Investors (FIIs)/ Securities<br>and Exchange Board of India approved sub-<br>account of FIIs in the equity share capital of<br>the Bank, through primary or secondary route,<br>to such percentage as the Board may decide<br>from time to time not exceeding 42% of the<br>paid-up equity capital of the Bank | FOR  | FOR                                | This is an enabling resolution. No concern has been identified in this regard.   |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited       | EGM                           | Management                                  | To increase the Authorized Share Capital of the Bank from `500 Crore to `700 Crore   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited       | EGM                           | Management                                  | To amend the Clause V of the Memorandum of<br>Association of the Bank  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Arvind Limited                       | ссм                           | Management                                  | To approve the Scheme of Arrangement<br>resulting in de-merger and transfer of Real<br>Estate Undertaking of Arvind Limited (De-<br>merged Company / Transferor Company) to<br>Arvind Infrastructure Limited<br>(Resulting/Transferee Company) and<br>consequential Restructuring of share capital   | FOR  | FOR                                | We have examined the scheme for its fairness, transparency and disclosures. No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | Kotak Mahindra Bank<br>Limited       | EGM                           | Management                                  | Scheme of Amalgamation   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Jan-15       | ING Vysya Bank Limited               | EGM                           | Management                                  | Scheme of amalgamation between the<br>Company and Kotak Mahindra Bank  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 09-Jan-15       | United Spirits Limited               | EGM                           | Management                                  | To enter into distribution agreement, license<br>for manufacture and sale agreements and cost<br>sharing agreement with certain Diageo<br>subsidiaries ("Diageo")  | FOR  | AGAINST                            | On account of lack of proper disclosure and rationale we Vote against.   |
| Jan 2015 - Mar 2015 | 10-Jan-15       | Bajaj Electricals Limited            | PB                            | Management                                  | Re-appointment of Mr. Shekhar Bajaj as the<br>Managing Director of the Company and to fix<br>remuneration payable to him   | FOR  | ABSTAIN                            | The Board is being authorized to approve annual increments<br>and to modify the terms of remuneration of the<br>directors as they may deem fit, without taking further<br>shareholder approval for the same. We believe that<br>such unfettered powers defeat the rationale behind taking<br>shareholders' approval over executive<br>remuneration and are against the principles of good<br>governance. Furthermore, the Company has not placed<br>an absolute limit on variable pay and perquisites payable to<br>Mr. Bajaj. Such a remuneration package may lead<br>to conflict of interest situations. Furthermore, the Company<br>has not disclosed time commitments of Mr. Bajaj<br>in the Notice to Postal Ballot.<br>We are for the appointment of Mr. Shekar Bajaj as Managing<br>director<br>but against given the board discrete powers to fix executive<br>remuneration. Hence we will abstain for voting. |
| Jan 2015 - Mar 2015 | 10-Jan-15       | Bajaj Electricals Limited            | PB                            | Management                                  | To ratify remuneration to Cost Auditors of the<br>Company for the financial year ended 31<br>March 2015  | FOR  | FOR                                | This is an enabling resolution under Section 148 of the<br>Companies Act, 2013. No concerns have been identified in<br>this regard.  |
| Jan 2015 - Mar 2015 | 12-Jan-15       | Tube Investments of<br>India Limited | РВ                            | Management                                  | To seek approval under Section 186 of the<br>Companies Act, 2013 for the proposed<br>investment of a sum not exceeding ` 17.50<br>crores, in addition to the investment of ` 2<br>crores already made, in the equity share<br>capital of M/s. TI Tsubamex Private Limited  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 19-Jan-15       | Astec LifeSciences<br>Limited        | PB                            | Management                                  | Issue of Equity Shares on Preferential Basis to<br>Non-Promoter group  | FOR  | AGAINST                            | The Company proposes to issue 3,08,642 shares each to Mr.<br>Varun Daga and Mr. Kaushik Daga and 3,08,641 shares to<br>Mr. Nilaykumar Daga. The Company has given a generic<br>reason of augmenting capital base and improving the<br>financial standing of the Company to issue equity shares on<br>preferential basis. The issue will lead to approximately 4.76%<br>dilution of existing shareholders. The Company has made no<br>justification of why it is going for a preferential issue instead<br>of a rights issue. Additionally, the Company has not<br>presented a clear and urgent requirement of funds which is<br>forcing the Company to go for a preferential issue instead of<br>a rights issue. We would ask the company to go for rights<br>issue. This will ensure that there is chance for all<br>shareholders to participate and avoid dilution.  |
| Jan 2015 - Mar 2015 | 19-Jan-15       | Astec LifeSciences<br>Limited        | РВ                            | Management                                  | Increasing Borrowing limits of the Company to<br>Rs.150 Crores   | FOR  | FOR                                | The Company proposes to increase the borrowing limit from<br>Rs. 55 Crore to Rs. 150 Crore. However, in the explanatory<br>statement, the Company states that the borrowing limit of<br>Rs. 150 Crore has already been approved by the shareholders<br>in the AGM held on 11 September, 2011. The Company is<br>proposing the said resolution to comply with Section 180 of<br>the Companies Act, 2013 as per which borrowing limits are<br>to be approved by way of special resolution. Therefore,<br>considering this to be an enabling resolution, no concern is<br>being raised.   |

| International and the second                          | Quarter                                    | Meeting<br>Date        | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|--|--|------------------------|------------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| b 2015     Vol 2012     J 2014     J 2014<   | Jan 2015 - Mar 2015                        | 19-Jan-15              |                                    | РВ                            | Management                                  |   | FOR  | FOR                                | Section 180 of the Companies Act, 2013. As the Company<br>proposes to create charge within the limits specified under<br>Section 180 of the Companies Act, 2013, no concern is being  |
| Dia 200         Max Dec 1         Thick Management         Pressure for pressure proteined in the function of a finance of a   | Jan 2015 - Mar 2015                        | 19-Jan-15              |                                    | РВ                            | Management                                  | Scheme 2012 to eligible employees of the<br>subsidiary companies  | FOR  | FOR                                | Employees Stock Options Plan 2012" to the whole time<br>employees of its subsidiary companies. The Company had<br>taken approval to grant up to 5 Lakh options under the said<br>Scheme to its employees through EGM ehld on 27th March,<br>2012. Furthermore, the Company had taken the approval to<br>extend the Scheme to the employees of its subsidiaries in the<br>AGM held on 17 September, 2013. The Company proposes<br>this resolution because as per the provisions of Companies<br>Act 2013 and as per Securities and Exchange Board of India<br>(Employee Stock Option Scheme and Employee Stock<br>Purchase Scheme) Guidelines, 1999, the Company is required<br>to pass a Special Resolution for grant of options to the whole<br>time employees of Subsidiary Companies. No concern has |
| Dia Michi Munuel         Test Motern lumine         PP         Mongeme environmentation Michighe Machine Munuel environmentation Michighe Machine Machine Munuel environmentation Michighe Machine Munuel environmentation Michighe Machine Machina Machina Machine Machine Machine Machine Machine   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration to Mr. Ravindra Pisharody for<br>FY2013-14   | FOR  | FOR                                | No concern has been identified.   |
| <ul> <li>In 2015 - Mur 20</li> <li>In 2017 Tele Moders intelling Park Parket P</li></ul> | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration to Mr. Satish Borwankar for<br>FY2013-14   | FOR  | FOR                                | No concern has been identified.   |
| an 215. Mar. 20     51 Jam 5     Fits Matrice     91     Maragement     Approximation U.S. Hystophysically     910     90     no cuntern his been identified.       an 215. Mar. 20     21 Jam 5     The Motors Lintel     91     Maragement     Approximation U.S. Hystophysically     970     90     no cuntern his been identified.       an 215. Mar. 20     31 Jam 5     The Motors Lintel     91     Maragement     Approximation U.S. Hystophysically     970     90     No cuntern his been identified.       an 215. Mar. 20     31 Jam 5     The Motors Lintel     91     Maragement     Approximation U.S. Hystophysically     970     90     No cuntern his been identified.       an 215. Mar. 20     Stants     The Motors Lintel     91     Maragement     Approximation U.S. Hystophysically     970     970     No cuntern his been identified.       an 215. Mar. 20     The Motors Lintel     91     Maragement     Approximation U.S. Hystophysically     970     700     700     no cuntern his been identified.       an 215. Mar. 20     The Motors Lintel     91     Maragement     Proximation U.S. Hystophysically     700     700     700     no cuntern his been identified.       an 215. Mar. 20     The Motors Lintel     91     Maragement     Proximation U.S. Hystophysically     700     700     700     700 <td>Jan 2015 - Mar 2015</td> <td>19-Jan-15</td> <td>Tata Motors Limited</td> <td>PB</td> <td>Management</td> <td>remuneration and death benefits to (late) Mr.</td> <td>FOR</td> <td>FOR</td> <td>No concern has been identified.</td>   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | PB                            | Management                                  | remuneration and death benefits to (late) Mr.   | FOR  | FOR                                | No concern has been identified.   |
| jan 2015. Mar 205         jan 2016         File         Management         minimum for for for for state and for 2015 and for 20  | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | Approval for payment of minimum<br>remuneration to Mr. Ravindra Pisharody for   | FOR  | FOR                                | No concern has been identified.   |
| jan 2015         Max         Tab. Motions Limited         PB         Management<br>methodes for particular of minimum<br>(P1201 J. Jan 2013)         PGB         FOR   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | PB                            | Management                                  | remuneration to Mr. Satish Borwankar for  | FOR  | FOR                                | No concern has been identified.   |
| in 2015. Mar 2025     IS-Ban 1     Tab Moters Limited     PB     Management<br>renumeration to Mr. Stattis Brownske for<br>PO2015.1     POR     POR     POR     POR     Incomment has been identified.       ain 2015. Mar 2025     IS-Ban 3     Tala Motors Limited     PB     Management<br>retrosconters for Stattis D (La) Mr.     FOR     FOR     Icc contern has been identified.       ain 2015. Mar 2025     IS-Ban 3     Tala Motors Limited     PB     Management<br>retrosconters for Markador Philanov(r)<br>PO2015.1 and r 2015.16     FOR     FOR     Icc contern has been identified.       ain 2015. Mar 2025     IS-Ban 3     Tala Motors Limited     PB     Management<br>PO2015.1 and r 2015.16     FOR     FOR     Icc contern has been identified.       ain 2015. Mar 2025     Limited     Tala Motors Limited     PB     Management<br>PO2015.1 and r 2015.16     FOR     FOR     FOR     Inc contern has been identified.       ain 2015. Mar 2025     Limited     FOR     Management<br>PO2015.13 and r 2015.16     FOR     FOR     Approach D pany March D Pany<br>PO2015.13 and r 2015.16     FOR     FOR     Approach D pany March D Pany<br>PO2015.14 and r 2015.16       ain 2015. Mar 2025     Limited     FOR     Approach D pany March D Pany  | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration to Mr. Ravindra Pisharody for  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015     Mar 2018     Tota Motions Limited     PB     Management<br>munication in dealb beenfiels to thitly Min     FOR     FOR     FOR     No concern has been identified.       Jan 2015     Mar 2018     13 Jan 3     Tata Motors Limited     PB     Management<br>munication in the Karlind Preparent of minimum<br>moninection in the Karlind Preparent of minimum<br>remunection in the Karlind Preparent of the Management<br>Limited     Management<br>Reserve and the Management<br>Limited     Management<br>Reserve and the Management<br>remunection in the Karlind Preparent of the Management<br>Limited     Management<br>Reserve and the Management<br>Reserve and the Management<br>Limited     Management<br>Reserve and the Management<br>Reserve and the Management<br>Limited     Management<br>Reserve and the Managem   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | PB                            | Management                                  | remuneration to Mr. Satish Borwankar for  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015. Mar 201     19 Jan. 201     Tata Motors Limited     PB     Management     mountation to Mr. Rawdord Piolandy for<br>Pr2014 to 3 motors 100 to 1  | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration and death benefits to (late) Mr.   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015     19. Jan 15     Tata Motors Limited     P8     Management     remunaration to Mr. Stath Borvanaitar for<br>IP2021-16     FOR     FOR     FOR     FOR     FOR     FOR     FOR     FOR     Monocements been identified.       Jan 2015 - Mar 2015     21. Jan 15     Zumbindo Pharma<br>Lumited     FGR     FOR   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration to Mr. Ravindra Pisharody for  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015         21 Jan -13         Aurobiolog Plasma<br>Limited         EGM         Management         Issue of Equily shares up to USD350 Millions or<br>Inpee Equivalent         FOR         ARSTAIN         The company has chosen to do a private placement/QDP and<br>differ shares to its stitutions rather than all escling<br>market price. We are unable to determine the port of equity<br>issue of Equity shares up to USD350 Millions or<br>Inpee Equivalent         FOR         ARSTAIN         The company has chosen to do a private placement/QDP and<br>differ shares to its stitutions rather than all escling to<br>import price. We are unable to determine the port of equity<br>issue of Equity shares up to USD350 Millions or<br>Inpee Equivalent         FOR         ARSTAIN         The company has chosen to do a private placement/QDP and<br>differ shares to its stitutions rather than all escling to<br>encling the place of the share all observations under escling to<br>insum of Equity shares up to USD350 Millions or<br>Inpee Equivalent         FOR         ARSTAIN         The company has chosen to do a private placement/QDP and<br>differ shares to its stitutions rather than all escling to<br>encling the place of the share of the shares of<br>the shares of the share of the shares of<br>the shares of the shares of the share of the<br>shares of the shares of the shares of the<br>shares of the shares of the shares of the<br>shares of the shares of the shares of the shares of the<br>shares of the shares of the<br>shares of the shares of the shares of the<br>shareshares of the shares of the shares of the<br>shareshares at mage des   | Jan 2015 - Mar 2015                        | 19-Jan-15              | Tata Motors Limited                | РВ                            | Management                                  | remuneration to Mr. Satish Borwankar for  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015Vary SolutionVary Solution of Charge of an amount up to<br>RS 3,000 Crores by wayFor Some Solution (or for borrowings up to an amount of RS 3,000 Crores, by way<br>or special Resolution, under Solution (or the Company reposed) to resect in 38,000 Crores be well<br>shareholders approval to create charge on its seets to<br>shareholders approval to create charge on its seets to<br>shareholder approval to create charge on its seets to<br>shareholder sequence on its seets to<br>shareholders approval to create charge on its seets to<br>shareholders approval to create charge on its seets to<   | Jan 2015 - Mar 2015                        | 21-Jan-15              |                                    | EGM                           | Management                                  | Issue of Equity shares up to USD350 Millions or   | FOR  | ABSTAIN                            | shareholders. A dilution in this way would be negative to<br>minority investors if it is done at a discount to the prevailing<br>market price. We are unable to determine the price of equity   |
| Jan 2015 - Mar 201023-Jan-15LimitedLimitedPBManagementsharesFORFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementApproval of Employee Stock Option Scheme<br>2014 (ESOP Scheme 2014)FORFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementApproval of Employee Stock Option Scheme<br>2014 (ESOP Scheme 2014)FORFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementApproval of StoProval for ScoProval for Secondary<br>Acquisition to ESOPTrust for Secondary<br>Acquisition and Secondary<br>Acquisition to ESOPTrust for Secondary<br>FORFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infrat   | Jan 2015 - Mar 2015                        | 22-Jan-15              | Orient Cement Limited              | PB                            | Management                                  |   | FOR  | FOR                                | of Special Resolution, under Section 180 (1)(c) of the<br>Companies Act, 2013, in the AGM held on 9th Aug, 2014.<br>In the present resolution, the Company proposes to seek<br>shareholders approval to create charge on its aseets to<br>secure an amount up to Rs. 3,000 Crores. As per the<br>provisions of Section 180(1)(a) of the Companies Act, 2013,<br>which was made effective from12th September, 2013, the<br>Company can do it only with the consent of the<br>shareholders, obtained by way of a Special Resolution.<br>This is an enabling resolution. No concern has been   |
| Jan 2015 - Mar 2015       Z4-Jan-15       Bharti Infratel Limited       PB       Management       ESOPTrust       FOR       FOR       FOR       AGAINST       The resolution provides the Board with the discretion to<br>conflict of interest issues.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management       Approval of Employee Stock Option Scheme<br>2014 (ESOP Scheme 2014)       FOR       AGAINST       The resolution provides the Board with the discretion to<br>conflict of interest issues.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management       Grant of stock options to the employees of<br>holding and/or subsidiary companies under<br>ESOPScheme 2014       FOR       FOR       FOR       No concern has been identified.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management       Authorization to ESOPTrust for Secondary<br>Acquisition       FOR       FOR       FOR       No concern has been identified.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management       Authorization to ESOPTrust for Secondary<br>Acquisition       FOR       FOR       FOR       No concern has been identified.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management       Increase in aggregate investment limit of<br>Foreign Institutional Inves  | Jan 2015 - Mar 2015                        | 23-Jan-15              |                                    | EGM                           | Management                                  | shares  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementApproval of Employee Stock Option Scheme<br>2014 (ESOP Scheme 2014)FORAGAINSTmodify the scheme as it may deem fit. This may lead to<br>conflict of interest issues.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementGrant of stock options to the employees of<br>holding and/or subsidiary companies under<br>ESOPScheme 2014FORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementAuthorization to ESOPTrust for Secondary<br>AcquisitionFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementAuthorization to ESOPTrust for Secondary<br>AcquisitionFORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementTo grant and confer upon ICICI Bank Limited<br>(ICICI ) a Put Option to secure the Rupee Term<br>LimitedFORABSTAINOn account of lack of disclosures, we abstain.Jan 2015 - Mar 201530-Jan-15Siemens LimitedPBManagementTo grant and confer upon ICICI Bank Limited<br>(ICICI ) a Put Option to secure the Rupee Term<br>CompanyFORFORFORFORNo concern has been identified.Jan 2015 - Mar 201530-Jan-15Siemens LimitedPBManagementTo grant and confer upon ICICI Bank Limited<br>(ICICI ) a Put Option to secure the Rupee Term<br>CompanyFORFORFORFORNo concern has been identified.<   | Jan 2015 - Mar 2015                        | 24-Jan-15              | Bharti Infratel Limited            | РВ                            | Management                                  |   | FOR  | FOR                                |   |
| Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagement<br>holding and/or subsidiary companies under<br>ESOPScheme 2014FORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagement<br>Authorization to ESOPTrust for Secondary<br>Foreign Institutional Investors (FIIs)FORFORNo concern has been identified.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagement<br>ManagementIncrease in aggregate investment limit of<br>Foreign Institutional Investors (FIIs)FORABSTAINOn account of lack of disclosures, we abstain.Jan 2015 - Mar 201524-Jan-15Bharti Infratel LimitedPBManagementTo grant and confer upon ICICI Bank Limited<br>(ICIC) a Put Option to secure the Rupee Term<br>CampanyFORABSTAINOn account of lack of disclosures, we abstain.Jan 2015 - Mar 201528-Jan-15Titagarh Wagons<br>LimitedPBManagementTo grant and confer upon ICICI Bank Limited<br>(ICIC) a Put Option to secure the Rupee Term<br>CampanyFORFORFORFORJan 2015 - Mar 201530-Jan-15Siemens LimitedAGMManagementAdoption of AccountsFORFORFORNo concern has been identified.  | Jan 2015 - Mar 2015                        | 24-Jan-15              | Bharti Infratel Limited            | PB                            | Management                                  | 2014 (ESOP Scheme 2014)   | FOR  | AGAINST                            | modify the scheme as it may deem fit. This may lead to  |
| Jan 2015 - Mar 2013       24-Jan-15       Bharti Infratel Limited       PB       Management<br>Acquisition       Acquisition       FOR       FOR       No concern has been identified.         Jan 2015 - Mar 2015       24-Jan-15       Bharti Infratel Limited       PB       Management<br>Foreign Institutional Investors (Fils)       FOR       ABSTAIN       On account of lack of disclosures, we abstain.         Jan 2015 - Mar 2015       28-Jan-15       Titagarh Wagons<br>Limited       PB       Management<br>Management       To grant and confer upon ICICI Bank Limited<br>(ICICI) a Put Option to secure the Rupee Term<br>Cimmco Limited (CIMMCO), a subsidiary of the<br>Company       FOR       ABSTAIN       On account of lack of disclosures, we abstain.         Jan 2015 - Mar 2015       30-Jan-15       Siemens Limited       AGM       Management       Adoption of Accounts       FOR       FOR       No concern has been identified.  | Jan 2015 - Mar 2015                        | 24-Jan-15              | Bharti Infratel Limited            | РВ                            | Management                                  | holding and/or subsidiary companies under<br>ESOPScheme 2014  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2013       24-Jan-15       Bharti infrate Limited       PB       Management       Foreign Institutional Investors (FIIs)       FOR       ABSTAIN       On account of lack of disclosures, we adstain.         Jan 2015 - Mar 2015       28-Jan-15       Titagarh Wagons<br>Limited       PB       Management       To grant and confer upon ICICI Bank Limited<br>(ICIC) a Put Option to secure the Rupee Term<br>Of management       FOR       FOR       FOR       FOR       No concern has been identified.         Jan 2015 - Mar 2015       30-Jan-15       Siemens Limited       AGM       Management       Adoption of Accounts       FOR       FOR       No concern has been identified.   | Jan 2015 - Mar 2015                        | 24-Jan-15              | Bharti Infratel Limited            | РВ                            | Management                                  |   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 28-Jan 15<br>Jan 2015 - Mar 2015 2 Mar 2015 30-Jan 15 Siemens Limited AGM Management Adoption of Accounts FOR FOR No concern has been identified.  | Jan 2015 - Mar 2015                        | 24-Jan-15              | Bharti Infratel Limited            | РВ                            | Management                                  |   | FOR  | ABSTAIN                            | On account of lack of disclosures, we abstain.  |
|  | Jan 2015 - Mar 2015                        | 28-Jan-15              |                                    | РВ                            | Management                                  | (ICICI) a Put Option to secure the Rupee Term<br>Loan of Rs. 40 Crores availed / to be availed by<br>Cimmco Limited (CIMMCO), a subsidiary of the | FOR  | FOR                                | No concern has been identified.   |
|  | Jan 2015 - Mar 2015<br>Jan 2015 - Mar 2015 | 30-Jan-15<br>30-Jan-15 | Siemens Limited<br>Siemens Limited | AGM<br>AGM                    | Management<br>Management                    | Adoption of Accounts<br>Declaration of dividend   | FOR<br>FOR   |                                    | No concern has been identified.<br>No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                       | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Re-appointment of Mr. Joe Kaeser as a<br>director, retiring by rotation   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Auditors for a period of 4<br>years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Deepak S. Parekh as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Yezdi H. Malegam as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Darius C. Shroff (DIN:<br>00170680) as an Independent Director of the<br>Company for a period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Narendra J. Jhaveri as an<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Keki B. Dadiseth as an<br>Independent Director of the Company for a<br>period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Pradip V. Nayak as an<br>Independent Director of the Company for a<br>period of 5 years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Christian Rummel as a<br>Director of the Company, liable to retire by<br>rotation  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Appointment of Mr. Christian Rummel as an<br>executive Director and Chief Financial Offi cer<br>of the Company and payment of remuneration<br>to him  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Revision in remuneration of Mr. Christian<br>Rummel, Executive Director and Chief Financial<br>Offi cer of the Company  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Revision in remuneration of Mr. Sunil Mathur,<br>Managing Director and Chief Executive Offi cer<br>of the Company   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Payment of Commission to Non-Executive<br>Directors of the Company up to 1% of the Net<br>Profits per annum   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Payment of remuneration to the Cost Auditors<br>of the Company for FY 2014-15   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 30-Jan-15       | Siemens Limited                    | AGM                           | Management                                  | Approval of Related Party transactions with<br>Siemens Aktiengesellschaft, Germany, Holding<br>company of the Company   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Feb-15       | Lumax Auto<br>Technologies Limited | РВ                            | Management                                  | Alteration of main Object Clause of<br>Memorandum of Association  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 05-Feb-15       | Apollo Tyres Limited               | РВ                            | Management                                  | Approval for borrowing limit up to Rs.50,000<br>Million   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 05-Feb-15       | Apollo Tyres Limited               | РВ                            | Management                                  | Creation of charge up to an amount of<br>Rs.50,000 million  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 09-Feb-15       | Tata Chemicals Limited             | РВ                            | Management                                  | Alteration of the Object Clause by inserting<br>clause III (14) (a) after clause (14) (a) of the<br>Memorandum of Association of the Company.   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 09-Feb-15       | Tata Chemicals Limited             | PB                            | Management                                  | To appoint Ms. Vibha Paul Rishi, as an<br>Independent Director of the Company for a<br>term of five years   | FOR  | FOR                                | The Company has not disclosed committee memberships<br>and chairmanships of Ms. Vibha Paul Rishi. No other major<br>concern has been identified.   |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To receive, consider and adopt the Audited<br>Balance Sheet as at 30th September, 2014 and<br>the Statement of Profit & Loss for the year<br>ended on that date and the Reports of the<br>Directors and Auditors thereon. | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To declare a final dividend on equity shares.   | FOR  | FOR                                | No concern has been identified. The Company has sufficient<br>cash to pay the dividend.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To appoint a Director in place of Mr. K M<br>Mammen who has consented to retire by<br>rotation and being eligible, offers himself for re-<br>appointment.   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To appoint Messrs. Sastri & Shah and M. M.<br>Nissim and Co., as Auditors for a term of 1 year  | FOR  | FOR                                | No concerns identified. Company has 3 year transition period<br>to move to provisions of new companies act.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To appoint Mr. K M Mammen as Chairman and<br>Managing Director of the Company for a period<br>of 5 years commencing from April 1, 2015 and<br>to fix his remuneration   | FOR  | FOR                                | No major concern has been identified with respect to<br>performance of director and proposed remuneration<br>package.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To approve revision of remuneration of Mr.<br>Arun Mammen   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To reappoint Mr. Rahul Mammen Mappillai as<br>Whole time Director for a term of 5 years<br>commencing from April 1, 2015 and to fix his<br>remuneration   | FOR  | FOR                                | No major concern has been identified with respect to<br>performance of director and proposed remuneration<br>package.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To approve borrowing limit of up to Rs. 5,000<br>Crore  | FOR  | FOR                                | No major concerns identified. Company plans to do a capex<br>of Rs. 4000 crs over next 3 years. Hence, in order to enable<br>itself it is seeking permission to raise the limit of borrowings. |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To approve creation of Charge to secure<br>borrowings up to Rs. 5,000 Crore   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 12-Feb-15       | MRF Limited                        | AGM                           | Management                                  | To approve remuneration payable to Mr. C.<br>Govindan Kutty as Cost Auditor   | FOR  | FOR                                | No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                                     | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|--|-------------------------------|---|---|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 13-Feb-15       | Aarti Industries Limited                         | ССМ                           | Management                                  | Scheme of Arrangement   | FOR  | FOR                                | While evaluating a scheme of amalgamation, due<br>consideration is given to the expected benefits of the<br>amalgamation along with fairness of the valuation. No major<br>concern has been identified in this regard.   |
| Jan 2015 - Mar 2015 | 13-Feb-15       | Aarti Industries Limited                         | ССМ                           | Management                                  | Cancellation of approximately 2,19,12,705<br>Issued share capital   | FOR  | FOR                                | Cancellation of shares is required under the Scheme of<br>Arrangement. No concern has been identified in this regard.  |
| Jan 2015 - Mar 2015 | 13-Feb-15       | Kirloskar Oil Engines<br>Limited                 | РВ                            | Management                                  | Scheme of Amalgamation between Kirloskar<br>Brothers Investments Limited and Pneumatic<br>Holdings Limited and Kirloskar Oil Engines<br>Limited and their respective shareholders and<br>creditors  | FOR  | FOR                                | Scheme is beneficial to all shareholders.  |
| Jan 2015 - Mar 2015 | 18-Feb-15       | Kirloskar Oil Engines<br>Limited                 | EGM                           | Management                                  | Scheme of Amalgamation between Kirloskar<br>Brothers Investments Limited and Pneumatic<br>Holdings Limited and Kirloskar Oil Engines<br>Limited and their respective shareholders and<br>creditors  | FOR  | FOR                                | Scheme is beneficial to all shareholders.  |
| Jan 2015 - Mar 2015 | 19-Feb-15       | Aarti Industries Limited                         | РВ                            | Management                                  | Scheme of Amalgamation between Gogri &<br>Sons Investments Private Limited and Alchemie<br>Leasing and Financing Private Limited and<br>Anushakti Holdings Limited and Anushakti<br>Chemicals and Drugs Limited with Aarti<br>Industries Limited                        | FOR  | FOR                                | While evaluating a scheme of amalgamation, due<br>consideration is given to the expected benefits of the<br>amalgamation along with fairness of the valuation. No major<br>concern has been identified in this regard.   |
| Jan 2015 - Mar 2015 | 19-Feb-15       | Aarti Industries Limited                         | РВ                            | Management                                  | Reduction in Share Capital of the Company   | FOR  | FOR                                | Cancellation of shares is required under the Scheme of<br>Arrangement. No concern has been identified in this regard.  |
| Jan 2015 - Mar 2015 | 20-Feb-15       | State Bank of Bikaner<br>and Jaipur              | EGM                           | Management                                  | Election of a shareholder Director  | FOR  | ABSTAIN                            | While company has provided names of candidates for<br>election of shareholder's director, relevant information is not<br>available to take informed judgement on suitability of<br>candidates. Hence, we would like to abstain from voting.  |
| Jan 2015 - Mar 2015 | 21-Feb-15       | Container Corporation<br>of India Limited        | РВ                            | Management                                  | Increase in FII shareholding from 30% to 34% of the Paid-up share capital   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 25-Feb-15       | Cera Sanitaryware<br>Limited                     | EGM                           | Management                                  | Preferential allotment of up to 3,51,000 equity<br>shares   | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 25-Feb-15       | Cera Sanitaryware<br>Limited                     | EGM                           | Management                                  | To increase the FII investment limit in the company to 36% of the paid- up share capital  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 26-Feb-15       | Persistent Systems<br>Limited                    | EGM                           | Management                                  | Issue of 4.00 Crore Equity shares of the face<br>value of `10/ share as Bonus share to the<br>existing shareholders of the Company in the<br>ratio of 1:1   | FOR  | FOR                                | No concern has been identified. The Company has provided<br>adequate disclosures with respect to the resolution.   |
| Jan 2015 - Mar 2015 | 26-Feb-15       | State Bank of India                              | EGM                           | Management                                  | Issue of equity shares not exceeding Rs.15,000<br>Crores.   | FOR  | FOR                                | Bank is raising equity capital to shore up capital base to meet<br>the capital adequacy requirements under BASEL III and also<br>for future growth. Hence, we would vote in favour of the<br>resolution.   |
| Jan 2015 - Mar 2015 | 27-Feb-15       | Infosys Limited                                  | РВ                            | Management                                  | Appointment of Prof. Jeffrey S. Lehman as an<br>Independent Director for a term up to April 13,<br>2016   | FOR  | FOR                                | To comply with the provision of Section 149 of the Company<br>Act, 2013, the Company seeking shareholders' approval for<br>appointment of Mr. Lehman as independent director for his<br>remaining term. No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Feb-15       | Infosys Limited                                  | РВ                            | Management                                  | Appointment of Prof. John W. Etchemendy as<br>an Independent Director for a term up to<br>December 3, 2019  | FOR  | FOR                                | No concern has been identified regarding the appointment of Mr. Etchemendy.  |
| Jan 2015 - Mar 2015 | 28-Feb-15       | Mcnally Bharat<br>Engineering Company<br>Limited | EGM                           | Management                                  | Preferential allotment of upto 75,00,000<br>Equity Shares of the face value of Rs. 10 each<br>at a price of Rs.100 each, aggregating to Rs.<br>75,00,00,000/- to 2 non- promoter entities   | FOR  | FOR                                | We believe new shareholders will be positive from an<br>institutional shareholding point of view and also reduces<br>debt burden.  |
| Jan 2015 - Mar 2015 | 28-Feb-15       | Mcnally Bharat<br>Engineering Company<br>Limited | EGM                           | Management                                  | Preferential allotment of upto 20,00,000<br>Equity Shares of the face value of Rs. 10 each,<br>aggregating to Rs. 20,00,00,000 to M/s<br>Williamson Magor and Company Limited<br>forming part of the promoter and promoter<br>group                                     | FOR  | FOR                                | We believe promoters showing commitment along with<br>other large investors is a welcome move.   |
| Jan 2015 - Mar 2015 | 28-Feb-15       | Mcnally Bharat<br>Engineering Company<br>Limited | EGM                           | Management                                  | Preferential allotment of upto 30,00,000<br>convertible warrants of Rs.10 each, to M/s<br>Williamson Magor and Company Limited<br>forming part of the promoter and promoter<br>group  | FOR  | FOR                                | We believe promoters showing commitment along with<br>other large investors is a welcome move.   |
| Jan 2015 - Mar 2015 | 28-Feb-15       | Jaiprakash Power<br>Ventures Limited             | ССМ                           | Management                                  | Scheme of Arrangements between Jaiprakash<br>Power Ventures Limited and Himachal Baspa<br>Power Company Limited   | FOR  | FOR                                | We believe the sale of plants is happening at fair value and is<br>essential from cash flow matching perspective   |
| Jan 2015 - Mar 2015 | 02-Mar-15       | HSIL Limited                                     | РВ                            | Management                                  | To increase the FII investment limit in the<br>Company to 40% of the paid-up equity share<br>capital of the Company, such that each FPI<br>does not hold more than 10% of the paid-up<br>equity share capital of the Company and limit<br>of 5% for investment by NRIs. | FOR  | FOR                                | No concern has been observed. The resolution is a standard enabling resolution   |
| Jan 2015 - Mar 2015 | 02-Mar-15       | Future Lifestyle<br>Fashions Limited             | РВ                            | Management                                  | Approval for borrowing limit up to Rs.3,000<br>Crores, over and above the aggregate of the<br>paid-up share capital and free reserves of the<br>Company for the time being.   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Mar-15       | Future Lifestyle<br>Fashions Limited             | РВ                            | Management                                  | Creation of charge on the assets of the<br>Company, up to the limit approved for<br>borrowing   | FOR  | FOR                                | In supersession to the approval taken earlier under<br>Companies Act, 1956, Company now seeks approval of the<br>shareholders under Section 180(1)(a) of the Companies Act,<br>2013. This is an enabling resolution. No concern has been<br>identified hence we vote FOR the resolution. |

| Quarter             | Meeting<br>Date | Company Name                          | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|---------------------------------------|-------------------------------|---|---|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 02-Mar-15       | Future Lifestyle<br>Fashions Limited  | РВ                            | Management                                  | Inter- Corporate loans/ guarantees/<br>investments etc, not exceeding Rs.1,000 Crores<br>or equivalent amount in any other foreign<br>currency. | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 02-Mar-15       | Future Lifestyle<br>Fashions Limited  | РВ                            | Management                                  | Issue of Non- convertible debentures up to an amount of Rs.500 Crores   | FOR  | FOR                                | As the debentures to be issued are not convertible into<br>equity shares (and thus the issue will not affect the common<br>shareholders) no concern has been identified. So we vote<br>FOR the resolution.   |
| Jan 2015 - Mar 2015 | 03-Mar-15       | Tata Motors Limited                   | РВ                            | Management                                  | Rights issue of an amount not exceeding<br>Rs.7,500 Crores  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 03-Mar-15       | Tata Motors Limited                   | PB                            | Management                                  | Rights issue of an amount not exceeding<br>Rs.7,500 crores  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 04-Mar-15       | Blue Star Limited                     | РВ                            | Management                                  | Sale of electronics & industrial system business to a wholly owned subsidiary   | FOR  | FOR                                | As of now the sale is through share issue and beneficiaries<br>are still all shareholders of Blue Star.  |
| Jan 2015 - Mar 2015 | 04-Mar-15       | Blue Star Limited                     | PB                            | Management                                  | Related Party transaction with a wholly owned   | FOR  | FOR                                | As of now the sale is through share issue and beneficiaries  |
| Jan 2015 - Mar 2015 | 05-Mar-15       | CMC Limited                           | ССМ                           | Management                                  | subsidiary BSEML<br>Scheme of amalgamation between CMC and<br>TCS Ltd., and their respective shareholders                                       | FOR  | FOR                                | are still all shareholders of Blue Star.<br>While evaluating a Scheme of Amalgamation, due<br>consideration is given to the expected benefits of the<br>amalgamation along with fairness of the valuation. In the<br>proposed Scheme, the Company has provided adequate<br>rationale for the amalgamation and has disclosed the<br>expected benefits. Further, the Audit Committee has taken<br>independent opinion on the valuation report and have<br>approved the Scheme. No concern has been identified in this<br>regard. |
| Jan 2015 - Mar 2015 | 06-Mar-15       | Torrent<br>Pharmaceuticals<br>Limited | РВ                            | Management                                  | Issue of securtieis up to an amount of Rs. 3,000<br>Crores  | FOR  | ABSTAIN                            | Although the issue of securities and fund raising is a routine<br>process, the enabling resolution is for a high amount (with<br>correspondingly high dilution) and one is not sure of the final<br>amount and the use of these funds that would be raised<br>during an year. In such a case, it would warrant abstaining<br>from voting.  |
| Jan 2015 - Mar 2015 | 06-Mar-15       | Torrent<br>Pharmaceuticals<br>Limited | РВ                            | Management                                  | Increase in borrowing limit from Rs.5,000<br>Crores to Rs.10,000 Crores   | FOR  | FOR                                | Enabling resolution of raising of borrowing limit is a routine<br>procedure and given the company's background, we do not<br>expect the company to exceed its debt paying capacity<br>unnecessarily  |
| Jan 2015 - Mar 2015 | 06-Mar-15       | Torrent<br>Pharmaceuticals<br>Limited | PB                            | Management                                  | Creation of charge on the assets of the<br>Company, up to the borrowing limit of the<br>Company   | FOR  | FOR                                | As the charge will be created to secure the borrowings within<br>the approved borrowing limit as applicable from time to<br>time, no concern has been identified.  |
| Jan 2015 - Mar 2015 | 06-Mar-15       | Torrent<br>Pharmaceuticals<br>Limited | РВ                            | Management                                  | Issue of non- convertible debentures up to an<br>amount of Rs.7,500 Crores, on a private<br>placement basis                                     | FOR  | FOR                                | Enabling resolution for issue of NCDs is a routine procedure<br>and given the company's background, we do not expect the<br>company to exceed its debt paying capacity unnecessarily   |
| Jan 2015 - Mar 2015 | 06-Mar-15       | Torrent<br>Pharmaceuticals<br>Limited | РВ                            | Management                                  | Increase in FII shareholding limit of the<br>Company to 35% of total paid-up share capital  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Mr. V R Kaundinya as an<br>Independent director for a term up to 11th<br>Oct, 2017   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Mr. P R Menon as an<br>Independent director for a term up to 22nd<br>Jan, 2016   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Prof. Barua as an Independent<br>Director for a term up to 31st March, 2019  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Mr. Som Mittal as an<br>Independent director for a term up to 31st<br>March, 2019  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Mrs. Ireena Vittal as an<br>independent director for a term up to 31st<br>March, 2019  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Appointment of Mr. Rohit Bhagat as an<br>independent director, for a term up to 31st<br>March, 2019   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | Axis Bank Limited                     | РВ                            | Management                                  | Issue of NCDs on private placement basis up to<br>Rs.15,000 Crores  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | HCL Technologies<br>Limited           | РВ                            | Management                                  | Increase the Authorized share capital of the<br>Company and consequent alteration of MoA  | FOR  | FOR                                | This is an enabling resolution. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 07-Mar-15       | HCL Technologies<br>Limited           | РВ                            | Management                                  | Issue of bonus shares to the existing<br>shareholders of the Company in the ration of<br>1:1  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 10-Mar-15       | Tech Mahindra Limited                 | РВ                            | Management                                  | Issue of bonus shares in the ratio of 1:1   | FOR  | FOR                                | The Company proposes to issue bonus shares to improve the<br>liquidity of the Company's shares in the stock market. No<br>concern has been identified in this regard.  |
| Jan 2015 - Mar 2015 | 10-Mar-15       | Tech Mahindra Limited                 | РВ                            | Management                                  | Sub-division of equity shares of Face value of Rs.10 each to Rs.5 each  | FOR  | FOR                                | The Company proposes to split the shares make them<br>affordable for the small investors. No concern has been<br>identified in this regard.  |
| Jan 2015 - Mar 2015 | 10-Mar-15       | Tech Mahindra Limited                 | РВ                            | Management                                  | Alteration in Capital clause in MoA of the<br>Company   | FOR  | FOR                                | This is a standard resolution to enable stock split proposed<br>under Resolution 2. No concern has been identified in this<br>regard.  |
| Jan 2015 - Mar 2015 | 10-Mar-15       | Tech Mahindra Limited                 | РВ                            | Management                                  | Alteration in Capital Clause in AoA of the<br>Company   | FOR  | FOR                                | This is a standard resolution to enable stock split proposed<br>under Resolution 2. No concern has been identified in this<br>regard.  |
| Jan 2015 - Mar 2015 | 11-Mar-15       | MPS Limited                           | РВ                            | Management                                  | Issue of Equity shares/any other convertible<br>instruments through QIP to raise up to Rs. 150<br>Crore   | FOR  | FOR                                | No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                             | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|--|-------------------------------|---|--|--|------------------------------------|---|
| Jan 2015 - Mar 2015 | 11-Mar-15       | MPS Limited                              | РВ                            | Management                                  | Appointment of Ms. Tandon as a Whole Time<br>Director and Vice President – Service Delivery<br>of the Company for a period of 5 years from<br>11th August, 2014  | FOR  | FOR                                | The Company in the proposed resolution is seeking<br>shareholders' approval for appointment of MS. Tandon, as a<br>Whole Time Director and Vice President – Service Delivery of<br>the Company. The Company has made detailed disclosure of<br>remuneration package of MS. Tandon. The Nomination &<br>Remuneration Committee of the Company has also<br>recommended appointment of MS. Tandon. No concern has<br>been identified in relation to appointment & remuneration<br>of MS. Tandon.               |
| Jan 2015 - Mar 2015 | 11-Mar-15       | MPS Limited                              | РВ                            | Management                                  | Re-appointment of Mr. Arora as Managing<br>Director of the Company for a period of 3 years<br>from 19th April, 2015.   | FOR  | FOR                                | The Company in the proposed resolution is seeking<br>shareholders' approval for appointment of Mr. Arora, as a<br>Managing Director of the Company. The Company has made<br>detailed disclosure of remuneration package of Mr. Arora.<br>The Nomination & Remuneration Committee of the<br>Company has also recommended appointment of Mr. Arora.<br>No concern has been identified in relation to appointment &<br>remuneration of Mr. Arora.  |
| Jan 2015 - Mar 2015 | 11-Mar-15       | Bajaj Finance Limited                    | PB                            | Management                                  | To increase the borrowing limit of the<br>Company up to Rs. 50,000 Crore   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 11-Mar-15       | Bajaj Finance Limited                    | PB                            | Management                                  | To approve creation of charge to secure<br>borrowings up to Rs. 50,000 Crore   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 11-Mar-15       | Bajaj Finance Limited                    | РВ                            | Management                                  | Adoption of new set of Articles of Association   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 11-Mar-15       | The Indian Hotels<br>Company Limited     | РВ                            | Management                                  | Appointment of Mr. Rakesh Sarna as MD and<br>CEO of the Company for a period of 5 years  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 12-Mar-15       | Andhra Bank                              | EGM                           | Management                                  | To issue and allot up to 1,32,31,888 equity<br>shares of Face Value Rs.10 each, at an Issue<br>Price of Rs.90.69 per share, aggregating to<br>approximately Rs.120 Crores, on preferential<br>basis to Government of India | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 16-Mar-15       | Gateway Distriparks<br>Limited           | РВ                            | Management                                  | Amendment in the MoA of the Company  | FOR  | FOR                                | This is an enabling resolution to comply with the provisions<br>of the Companies Act, 2013 as the existing Memorandum of<br>Association of the Company is based on Companies Act,<br>1956. No concern has been identified.  |
| Jan 2015 - Mar 2015 | 16-Mar-15       | Gateway Distriparks<br>Limited           | РВ                            | Management                                  | To amend the Articles of Association of the<br>Company   | FOR  | AGAINST                            | This is an enabling resolution to comply with the provisions<br>of the Companies Act, 2013 as the existing Articles<br>of Association of the Company is based on Companies Act,<br>1956. In Article 152 of the Articles of Association,<br>the Company has proposed to make change so as to club the<br>positions of Chairman and Managing Director.<br>As a good corporate governance practice, these two<br>positions should be separated in<br>order to avoid concentration of power in a single person. |
| Jan 2015 - Mar 2015 | 16-Mar-15       | Gateway Distriparks<br>Limited           | РВ                            | Management                                  | To approve sale of 10.93 acres of land with<br>buildings, located at Haryana to subsidiary<br>company Gateway Rail Freight Limited (GRFL)<br>for a consideration of Rs.74.90 Crores.                                       | FOR  | ABSTAIN                            | On account of lack of disclosures, we abstain.  |
| Jan 2015 - Mar 2015 | 16-Mar-15       | VA Tech Wabag Limited                    | PB                            | Management                                  | Approval for re-classification of the Authorised<br>Share Capital and amendment to the<br>Memorandum of Association  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 16-Mar-15       | VA Tech Wabag Limited                    | РВ                            | Management                                  | Approval for Issue of Bonus Shares   | FOR  | FOR                                | We view bonus shares decision as neutral to all shareholders.<br>Liquidity can improve.   |
| Jan 2015 - Mar 2015 | 18-Mar-15       | Divi's Laboratories<br>Limited           | РВ                            | Management                                  | Re-appointment of Mr. Madhusudana Rao Divi<br>as Director - Projects of the Company, for the<br>period of 5 years with effect from 1st April,<br>2015.   | FOR  | ABSTAIN                            | The remuneration fixed for Dr. Madhusudana Rao may need<br>to include a variable component. Overall fixed remuneration,<br>however, is not unreasonable. In the given situation, we<br>prefer to abstain from voting  |
| Jan 2015 - Mar 2015 | 18-Mar-15       | Divi's Laboratories<br>Limited           | РВ                            | Management                                  | Re-appointment of Mr. Kiran S. Divi as Director -<br>Projects of the Company, for the period of 5<br>years with effect from 1st April, 2015.   | FOR  | FOR                                | No concern has been identified with respect to appointment<br>of Mr. Kiran as Director &President of the Company.   |
| Jan 2015 - Mar 2015 | 19-Mar-15       | Polaris Consulting &<br>Services Limited | EGM                           | Management                                  | Allotment of up to 50,00,000 ASOPs<br>convertible into equivalent number of Equity<br>Shares of Rs.5/- each  | FOR  | FOR                                | ASOP Scheme will help retain talent in the company  |
| Jan 2015 - Mar 2015 | 19-Mar-15       | Polaris Consulting &<br>Services Limited | EGM                           | Management                                  | The benefits of the Associate Stock Option Plan<br>2015 (ASOP 2015) be extended to the<br>employees of Subsidiary and / or holding<br>company and / or Associate Company of the<br>Company                                 | FOR  | FOR                                | ASOP Scheme will help retain talent in the company  |
| Jan 2015 - Mar 2015 | 19-Mar-15       | Punjab National Bank                     | EGM                           | Management                                  | Raising of Equity Capital by way of<br>FPO/QIP/ESPS and/or Preferential Issue (if the<br>Government decides so), or in any combination<br>thereof.   | FOR  | FOR                                | No concerns identified. Capital would strengthen the bank's<br>capital adequacy.  |
| Jan 2015 - Mar 2015 | 19-Mar-15       | Punjab National Bank                     | EGM                           | Management                                  | Raising equity capital for the Bank  | FOR  | FOR                                | No concerns identified. Capital would strengthen the bank's<br>capital adequacy.  |
| Jan 2015 - Mar 2015 | 19-Mar-15       | Centum Electronics<br>Limited            | РВ                            | Management                                  | To authorize the Board of Directors of the<br>Company for borrowing up to Rs. 200 Crores,<br>which is in excess of the aggregate of the paid<br>up share capital and free reserves of the<br>Company                       | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                    | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                    | AGM                           | Management                                  | Declaration of dividend  | FOR  | FOR                                | This is a standard resolution. No concerns have been<br>identified. The Company has sufficient cash to pay out<br>dividends.  |

| Quarter             | Meeting<br>Date | Company Name                               | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description   | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|--|-------------------------------|---|--|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | Appointment of M/s Deloitte Haskins & Sells<br>as Statutory Auditors for a period of 3 years,<br>and fix the remuneration      | FOR  | FOR                                | No concerns identified. Company has 3 years for transition.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | Increase in FIIs Limits upto an aggregate limit<br>of 49%  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To appoint Ms. Manvi Sinha as an Independent<br>Director for a period of 5 years   | FOR  | FOR                                | No concern has been identified in relation to appointment of Ms. Sinha.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To appoint Mr. Srinivasan Sandilya as an<br>Independent Director for a period of 5 years                                       | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To appoint Mr. Priya Brat as an Independent director for a period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To appoint Mr. M J Subbaiah as an<br>Independent Director for a period of 5 years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To appoint Mr. Prateek Jalan as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | Payment of remuneration by way of<br>commission to Non- Executive Directors for a<br>period of 5 years                         | FOR  | FOR                                | No concerns identified. Commissions are restricted to 1% of Net profits.   |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Eicher Motors Limited                      | AGM                           | Management                                  | To change in terms of appointment and<br>remuneration of Mr. Siddhartha Lal-Managing<br>Director                               | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Adoption of accounts   | FOR  | FOR                                | No concern has been identified.<br>No concern has been identified. The Company has sufficient  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Declaration of dividend<br>Re-appointment of Mr. Bernard Fontana as  | FOR  | FOR                                | cash to pay the dividend.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Director liable to retire by rotation<br>Re-appointment of Mr. Aidan Lynam as  | FOR  | FOR                                | No concern has been identified.<br>No Concern has been identified regarding the appointment  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Director, liable to retire by rotation   | FOR  | FOR                                | of Mr. Lynam.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | To reappoint M/s S.R.B.C. & Co. LLP as the<br>Auditors of the Company till the conclusion of<br>the next AGM                   | FOR  | AGAINST                            | The current Auditors, M/s. S.R.B.C. & Co. LLP, have been<br>associated with the Company for 1 year. Prior to<br>their appointment, M/s S.R. Batliboi & Co. LLP were the<br>Auditors of the Company for 9 years. Since M/s.<br>S.R.B.C. & Co. LLP and M/s S.R. Batliboi & Co. LLP operate<br>under the same umbrella company, the tenure of the current<br>Auditors is 10 years. Provisions of the Companies Act, 2013<br>state that Auditors<br>should not have tenure of over 10 years. |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Ratification of Remuneration to Cost Auditor,<br>M/s. N I Mehta & Company  | FOR  | FOR                                | This is a standard resolution. No concern has been identified with respect to remuneration of Cost Auditors.   |
| Jan 2015 - Mar 2015 | 20-Mar-15       | ACC Limited                                | AGM                           | Management                                  | Approval for payment of Commission to Non-<br>Executive Directors of the Company.  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering<br>Limited            | PB                            | Management                                  | To accept deposits from members and from<br>persons other than members   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering<br>Limited            | РВ                            | Management                                  | Appointment of Executive Director  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering<br>Limited            | PB                            | Management                                  | To approve borrowing power of the Company  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering                       | РВ                            | Management                                  | Inter-corporate loans/ guarantees/   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Limited<br>Suprajit Engineering<br>Limited | РВ                            | Management                                  | investments etc up to Rs.300 Crores<br>Increase in Authorized share capital of the<br>Bank and consequential alteration in MoA | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering<br>Limited            | РВ                            | Management                                  | To raise not more than 10% of the existing<br>equity share capital of the Company by way of<br>issue of securities             | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 20-Mar-15       | Suprajit Engineering<br>Limited            | РВ                            | Management                                  | Alteration in AoA of the Company   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of Mr. D. Swarup as an<br>Independent Director for a period up to 8th<br>Jan, 2018                                 | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of Mr. H.L. Bajaj as an<br>Independent Director for a period up to 8th<br>Jan, 2018                                | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of MR. V. K. Jain as an<br>/independent director upto 6th Dec, 2016  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of Mr. Anil Razdan as an<br>Independent Director for a period up to 8th<br>Jan, 2018                               | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of Mr. D. Chatterjee as<br>Independent director up to 14th Apr, 2017   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 22-Mar-15       | PTC India Limited                          | РВ                            | Management                                  | Appointment of Mr. S. Balachandran as<br>Independent Director up to 31st March, 2016   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 23-Mar-15       | Huhtamaki PPL Limited                      | РВ                            | Management                                  | Appointment of Mr. Arunkumar Gandhi<br>(DIN:00007597) as an Independent Director for<br>2 years from 31st March, 2015          | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 23-Mar-15       | Huhtamaki PPL Limited                      | РВ                            | Management                                  | Appointment of Mr. Ramesh Kumar Dhir (DIN:<br>00060141) as an Independent Director for 2<br>years from 31st March, 2015        | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 23-Mar-15       | Huhtamaki PPL Limited                      | РВ                            | Management                                  | Appointment of Mr. P.V. Narayanan<br>(DIN:00060084) as an Independent Director for<br>2 years from 31st March, 2015            | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 23-Mar-15       | Huhtamaki PPL Limited                      | РВ                            | Management                                  | Appointment of Mr. S. K. Palekar as an<br>Independent Director for 2 years from 31st<br>March, 2015                            | FOR  | FOR                                | No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                                    | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision  |
|---------------------|-----------------|---|-------------------------------|---|---|--|------------------------------------|--|
| Jan 2015 - Mar 2015 | 23-Mar-15       | Huhtamaki PPL Limited                           | РВ                            | Management                                  | Appointment of Mr. Nripjit Singh Chawla as an<br>Independent Director for 2 years from 31st<br>March, 2015  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 24-Mar-15       | State Bank of India                             | EGM                           | Management                                  | Preferential allotment of equity shares to Gol<br>to raise upto Rs. 2970 crores   | FOR  | FOR                                | Bank has to meet the BASEL III requirements of capital<br>adequacy apart from keeping excess capital for being<br>systematically important bank. Capital infusion is going to be<br>above the adjusted book value of the company and hence<br>would be book value accretive. Hence, we have no concerns<br>for capital infusion by the government. |
| Jan 2015 - Mar 2015 | 24-Mar-15       | Syndicate Bank                                  | EGM                           | Management                                  | Preferential allotment of up to 3,74,74,541<br>equity shares to Gol   | FOR  | FOR                                | Bank has to raise capital to shore up capital adequacy ratios.<br>hence, we have no concerns on resolution   |
| Jan 2015 - Mar 2015 | 25-Mar-15       | KEC International<br>Limited                    | РВ                            | Management                                  | To approve the appointment of Mr. Vimal<br>Kejriwal as Whole Time Director of the<br>Company from January 01, 2015 till March 31,<br>2015, and fix his remuneration | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | KEC International<br>Limited                    | РВ                            | Management                                  | To approve the appointment of Mr. Vimal<br>Kejriwal as Managing Director & CEO of the<br>Company with effect from April 01, 2015                                    | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | KEC International<br>Limited                    | РВ                            | Management                                  | Payment of Managerial Remuneration to<br>Managing Director for a period of 2 years,<br>w.e.f. 1st April, 2014 as minimum<br>remuneration                            | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | KEC International<br>Limited                    | РВ                            | Management                                  | Appointment of Mr. Ramesh D. Chandak as<br>Advisor for a period of 1 year   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Inter-corporate loans/ guarantees/<br>investments up to Rs. 2,500 Crores  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Related Party transaction with M&M Ltd., up to an amount of Rs.1,200 Crores   | FOR  |                                    | No concerns identified. Company on telephone discussion<br>has confirmed that they have got the related party<br>transactions approved through audit committee.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Alteration in AoA of the Compay   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Appointment of Mr. Suhail Nathani as an<br>Independent Director for 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Appointment of Mr. Pedro Jesus Echegaray<br>Larrea as a director, liable to retire by rotation  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Appointment of Mr. Pedro Jesus Echegaray<br>Larrea as a WTD of the Company for 3 years,<br>and fix the remuneration   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Appointment of Mr. Hemant Luthra as WTD of<br>the Company for 3 years, and fix the<br>remuneration  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Mahindra CIE<br>Automotive Limited              | РВ                            | Management                                  | Re-appointment of Mr. K. Ramaswami as MD<br>of the Company for a period of 3 years, and fix<br>the remuneration   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 25-Mar-15       | Blue Dart Express<br>Limited                    | РВ                            | Management                                  | Appointment of Mr. Narendra P. Sarda as an<br>independent director of the Company for a<br>period of 2 years  | FOR  | FOR                                | No concern has been identified with respect to profile or<br>independence of Mr. Sarda   |
| Jan 2015 - Mar 2015 | 26-Mar-15       | Shriram Transport<br>Finance Company<br>Limited | РВ                            | Management                                  | Appointment of Mrs. Kishori Udeshi as an<br>independent director for a term of 5 years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 26-Mar-15       | Shriram Transport<br>Finance Company<br>Limited | РВ                            | Management                                  | Appointment of Mr. S. Laxminarayanan as an<br>Independent director for a term of 5 years  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 26-Mar-15       | Shriram Transport<br>Finance Company<br>Limited | РВ                            | Management                                  | Appointment of Mr. Amitabh Chaudhry as an<br>Independent director for a period of 5 years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 26-Mar-15       | Bank of Baroda                                  | EGM                           | Management                                  | Preferential allotment of equity shares to Gol to raise up to Rs. 1,260/- crores  | FOR  | FOR                                | To improve capital adequacy, bank needs to raise capital.<br>Hence, we have no concerns on resolution.   |
| Jan 2015 - Mar 2015 | 26-Mar-15       | IndusInd Bank Limited                           | РВ                            | Management                                  | Issue of long term infrastructure Bonds/Non-<br>Convertible Debentures to raise up to Rs.2,000<br>Crores on private placement basis                                 | FOR  | FOR                                | This is an enabling resolution. As the bonds/debentures to be<br>issued are not convertible into equity shares (and thus the<br>issue will not affect the common shareholders) no concern<br>has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Sundaram Finance<br>Limited                     | РВ                            | Management                                  | Inter-corporate investments of up to Rs.2,000<br>Crores   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Sundaram Finance<br>Limited                     | РВ                            | Management                                  | Private placement of debentures up to a sum<br>of Rs.7,500 Crores   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Vesuvius India Limited                          | EGM                           | Management                                  | Appointment of Miss Nayantara Palchoudhuri<br>as an independent director for a term of 5<br>years   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Vesuvius India Limited                          | EGM                           | Management                                  | Appointment of Mr Subrata Roy as a director, liable to retire by rotation   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Vesuvius India Limited                          | EGM                           | Management                                  | Ratification of Remuneration to Cost Auditors<br>M/s N.K.Ghosh & Associates   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 27-Mar-15       | Vesuvius India Limited                          | EGM                           | Management                                  | Commission up to 1% of Net Profits to NEDs  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited                           | РВ                            | Management                                  | Approval to grant up to 75,00,000 ESOPs under<br>ESOP PLAN 2015, to the employees of the<br>Company   | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited                           | РВ                            | Management                                  | Approval to grant up to 75,00,000 ESOPs under<br>ESOP PLAN 2015, to the employees of the<br>subsidiary Companies  | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited                           | РВ                            | Management                                  | Grant of up to 75,00,000 ESOPs to the<br>employees of the Company and the subsidiary<br>companies under ESOP 2015, by way of<br>secondary acquisition               | FOR  | FOR                                | No concern has been identified.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited                           | РВ                            | Management                                  | APPROVAL OF TRUST ROUTE FOR THE<br>IMPLEMENTATIONS OF FUTURE RETAIL<br>LIMITED EMPLOYEE STOCK OPTION PLAN 2015  | FOR  | FOR                                | No concern has been identified.  |

| Quarter             | Meeting<br>Date | Company Name                   | Type of meetings<br>(AGM/EGM) | Proposal by<br>Management or<br>Shareholder | Proposal's description  | Investee company's<br>Management<br>Recommendation | Vote (For/<br>Against/<br>Abstain) | Reason supporting the vote decision   |
|---------------------|-----------------|--------------------------------|-------------------------------|---|---|--|------------------------------------|---|
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited          | РВ                            | Management                                  | PROVISION OF MONEY BY THE COMPANY FOR<br>PURCHASE OF ITS OWN SHARES BY THE<br>TRUST/TRUSTEES FOR THE BENEFIT OF<br>EMPLOYEES UNDER FUTURE RETAIL LIMITED<br>EMPLOYEE STOCK OPTION PLAN 2015 | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Future Retail Limited          | РВ                            | Management                                  | Issue of securities on a private placement basis,<br>to raise up to Rs.1,500 Crores   | FOR  | FOR                                | This is an enabling resolution and since the securities to be<br>issued are non- convertible in nature, they will cause no<br>dilution to the existing shareholders. No concern has been<br>identified. |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Change of the name of the Company from<br>"Sesa Sterlite Limited" to "Vedanta Limited".   | FOR  | FOR                                | Name change is in line with the parentage identity  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Adoption of new Articles of Association of the<br>Company   | FOR  | FOR                                | Company has posted on its website the changes in AOA. We<br>do not find any clause unfavorable towards minority<br>shareholders.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Appointment of Mr. Ravi Kant as an<br>Independent Director, for a period of three<br>years  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Appointment of Ms. Lalita Dileep Gupte as an<br>Independent Director, for a period of three<br>years  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Appointment of Mr. Naresh Chandra as an<br>Independent Director, for a period of three<br>years   | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Approval of Vedanta Employees Stock Option<br>Scheme (ESOS) and issue of Securities to the<br>Employees of the Company.   | FOR  | FOR                                | New AOA vests rights of issue of ESOPs to employees, but also says "as the law permits"   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Approval of Vedanta Employees Stock Option<br>Scheme (ESOS) to the Employees of the<br>holding/subsidiary/ associate company(ies) of<br>the Company.  | FOR  | FOR                                | New AOA vests rights of issue of ESOPs to employees, but also says "as the law permits"   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Sesa Sterlite Limited          | РВ                            | Management                                  | Authorise ESOS Trust for Secondary<br>Acquisition.  | FOR  | FOR                                | New AOA vests rights of issue of ESOPs to employees, but<br>also says "as the law permits"  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To appoint Shri Mansingh L. Bhakta as an<br>Independent Director for a period of 2 years  | FOR  | FOR                                | The appointment is within the regulations. No concerns.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To appoint Dr. Dharam Vir Kapur as an<br>Independent Director for a period of 2 years   | FOR  | FOR                                | The appointment is within the regulations. No concerns.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To appoint Prof. Dipak C. Jain as an<br>Independent Director for a period of 2 years  | FOR  | FOR                                | The appointment is within the regulations. No concerns.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To appoint Dr. Raghunath A. Mashelkar as an<br>Independent Director for a period of 2 years   | FOR  | FOR                                | The appointment is within the regulations. No concerns.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To appoint Shri Maheswar Sahu as an<br>Independent Director for a period of 5 years   | FOR  | FOR                                | The appointment is within the regulations. No concerns.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To alter the Objects Clause of the<br>Memorandum of Association of the Company  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | Reliance Industries<br>Limited | РВ                            | Management                                  | To re-appoint Shri Hital R. Meswani as a<br>Whole-time Director designated as Executive<br>Director for a period of 5 years   | FOR  | FOR                                | No major concern has been identified with respect to<br>performance or remuneration package of Mr. Meswani.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | IDFC Limited                   | РВ                            | Management                                  | Appointment of Mr. S. S. Kohli as an<br>Independent director for a period of 3 years  | FOR  | FOR                                | No concerns identified. On conversation with management,<br>we are informed that Mr. Kohli would retire from any of<br>other 10 public companies to comply with Companies Act.                          |
| Jan 2015 - Mar 2015 | 28-Mar-15       | IDFC Limited                   | РВ                            | Management                                  | Appointment of Ms. Marianne Okland as an<br>Independent Director for a period of 3 years  | FOR  | FOR                                | No concern has been identified with respect to<br>independence or performance of Ms. Okland.  |
| Jan 2015 - Mar 2015 | 28-Mar-15       | IDFC Limited                   | РВ                            | Management                                  | Appointment of Mr. Omkar Goswami as an<br>Independent Director for a period of 3 years  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | IDFC Limited                   | РВ                            | Management                                  | Amendment in the Articles of Association  | FOR  | FOR                                | No concern has been identified.   |
| Jan 2015 - Mar 2015 | 28-Mar-15       | IDFC Limited                   | РВ                            | Management                                  | Creation of charge to secure borrowings up to Rs.80,000 Crores  | FOR  | FOR                                | This is an enabling resolution to ensure compliance with<br>Section 180 of the Companies Act 2013. No Concern has<br>been identified in this regard.  |

## Note:

1. The Company had intended to vote for the election of directors from amongst shareholders of Indian Overseas Bank other than the Central Government but it could not be voted upon since the said meeting was cancelled by the investee Company. As the number of valid nominations was the same as the number of vacancies, in terms of Regulation 66(i) of the Indian Overseas Bank (Shares and Meetings) Regulations, 2003, the two candidates are deemed to be elected as Directors of the Bank. 2. The Company had intended to vote for the election of directors from amongst shareholders of Bank of Baroda other than the Central Government but it could not be voted upon since the said meeting was cancelled by the investee Company. As the number of valid nominations was the less than the number of vacancies, in terms of Regulation 66(i) of the Bank of Baroda General (Shares and Meetings) Regulations, 1998, the two candidates are deemed to be elected as Directors of the Bank.

| Summary of Votes cast during the F.Y. 2014 - 2015 |                     |              |                           |         |           |
|---|---------------------|--------------|---------------------------|---------|-----------|
| F.Y.  | Quarter             | Total no. of | Break-up of Vote decision |         |           |
|   |                     | resolutions  | For                       | Against | Abstained |
| 2014-2015   | Apr 2014 - Jun 2014 | 274          | 265                       | 8       | 1         |
| 2014-2015   | Jul 2014 - Sep 2014 | 2401         | 2155                      | 75      | 171       |
| 2014-2015   | Oct 2014 - Dec 2014 | 118          | 96                        | 3       | 19        |
| 2014-2015   | Jan 2015 - Mar 2015 | 229          | 217                       | 5       | 7         |