

PRAMERICA LIFE INSURANCE

Details of votes cast during the Q4FY25

Meeting Date	Company Name	Type of Meeting	Proposal by Management or Shareholder	Proposal's Description	Investee company's Management Recommendation	Vote For/Against/Abstain	Reason supporting the vote decision
07-01-2025	Aditya Birla Capital Ltd.	NCM	MANAGEMENT	Approve amalgamation of Aditya Birla Finance Limited (ABFL), a wholly owned subsidiary, with Aditya Birla Capital Limited (ABCL)	FOR	FOR	ABFL is involved in lending, financing, and distribution of financial products. It is registered with the Reserve Bank of India (RBI) as a non-deposit-taking NBFC Investment and Credit Company (NBFC-ICC) and is classified as an Upper Layer NBFC under RBI's scale-based regulatory Framework. As of 30 September 2024, ABFL reported Assets under Management (AUM) of Rs. 1.1 tn. ABCL seeks to amalgamate ABFL with itself. The share capital of ABFL held by ABCL will be cancelled, and there will be no change in ABCL's equity shareholding. The scheme includes reclassification of ABFL's authorized preference share capital into equity shares, an increase in ABCL's authorized share capital, and the vesting of ABFL's NCDs into ABCL. ABCL will also grant stock options to ABFL's employees and amend its memorandum and articles of association to incorporate ABFL's business activities and clauses relevant for NCDs. The amendments to the charter documents are in compliance with the regulations. The amalgamation aims to simplify the group structure, improve capital efficiency, and enhance operational synergies, providing ABCL with direct access to capital after becoming an operating NBFC. The merger will ensure compliance with the scale-based regulations of the RBI, which requires mandatory listing of ABFL (upper layer NBFC) by 30 September 2025. We support the resolution.
07-01-2025	Vodafone Idea Ltd.	EGM	MANAGEMENT	Approve issue of equity shares on a preferential basis for an aggregate amount of Rs. 19.8 bn to Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited, promoter entities	FOR	FOR	In December 2024, Vodafone Pfc (parent company) announced the sale of residual 3% equity stake in Indus Towers Limited (a joint venture of promoter group). Vodafone Idea has a Master Service Agreement (MSA) with Indus Towers to provide passive infrastructure services on a co-sharing basis. Vodafone Pfc that a part of the funds from the stake sale would be utilized to repay outstanding MSA dues to Indus Towers. Accordingly, the company seeks approval to raise funds aggregating Rs. 19.80 bn through issue equity shares on a preferential basis to Omega Telecom Holdings Private Limited and Usha Martin Telematics Limited (Vodafone group entities). The issue price of Rs. 11.26, which has been calculated in accordance with the ICOR regulations, is at a premium of 44.2% to the current market price (closing market price) of Rs. 7.82 as on 17 December 2024. These funds will be utilized to pay Indus Towers the dues under the MSA by the end of January 2025. The issue will lead to a dilution of ~2.46% on the expanded capital base. We support the resolution.
20-01-2025	Indus Towers Ltd.	POSTAL BALLOT	MANAGEMENT	Approve alteration in Articles of Association (AoA)	FOR	FOR	Bharti Airtel Ltd (and its affiliates) and Vodafone Pfc (and its affiliates) had entered into a Shareholders' Agreement (SHA) dated 25 April 2018. In December 2024 Vodafone Pfc announced the sale of its remaining stake of 79.2 mn in Indus Towers Limited representing 3.0% of the equity share capital. The company proposes to accordingly amend the AoA to remove the rights available to Vodafone Pfc under the SHA. The company also proposes revising the qualifying threshold for Reserved Matter Rights from 20% to more than 25% and certain cosmetic changes. We support the resolution.
21-01-2025	Sun Pharmaceutical Inds. Ltd.	NCM	MANAGEMENT	Approve composite scheme of arrangement involving amalgamation of five wholly owned subsidiaries with Sun Pharmaceutical Industries Limited and reclassification of general reserves to retained earnings	FOR	FOR	Sun Pharmaceutical Industries Limited (Sun Pharma) seeks shareholder approval for a composite scheme of arrangement. The first part includes amalgamation of five wholly-owned subsidiaries - Sun Pharmaceutical Medicare Limited, Green Eco Development Centre Limited, FastStone Mercantile Company Private Limited, Realstone Multitrade Private Limited, and Skislen Labs Private Limited into Sun Pharma. This will help improve operational synergies, simplify the group structure, and reduce compliance costs. The second part of the scheme involves reclassifying Rs. 51.4 bn from general reserves to retained earnings. These reserves, originally accumulated as profits before dividend distribution under the erstwhile Companies Act, 1956, exceed the company's anticipated operational and investment needs over the next few years. The reclassification will facilitate flexibility in making payments to shareholders. We support the resolution.
26-01-2025	Bharti Hexacom Ltd	POSTAL BALLOT	MANAGEMENT	Approve shifting of registered office from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequent alteration of Clause II of the Memorandum of Association (MoA)	FOR	FOR	The company's registered office is located at in the National Capital Territory (NCT) of Delhi at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase - II, New Delhi - 110 070, India. The day-to-day operations of the company are carried out from office situated at Airtel Center, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram - 120015, India in the State of Haryana (Airtel Center). To exercise better administrative and economic control and enable the company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors has approved the shifting of the Registered Office of the company from the National Capital Territory (NCT) of Delhi to the State of Haryana. The shifting of the registered office would require consequential alteration to the existing Clause II of the Memorandum of Association (MoA). We support the resolution.
06-02-2025	SBI Cards and Payment Services Ltd.	POSTAL BALLOT	MANAGEMENT	Approve amendment to SBI Card Employee Stock Option Plan 2023	FOR	AGAINST	The proposed amendment is for removal of vesting requirements linked to company performance - vesting will be based only on individual performance. Employees with a rating of "Meets Expectations" or above, will be eligible for vesting of options. We note, at an exercise price of Rs. 10.0 - the options are at a deep discount and vesting is linked to tenure of employment and appraisal rating. We do not favour stock option schemes where the exercise price is at a significant discount to market price as on the date of grant or where there is no clarity on the performance metrics for vesting. For deeply discounted options, we expect vesting to be performance based with targets being pre-defined (corporate or individual), along with an indicative range of weightages for each of the parameters. We do not support the resolution.