



ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED

Policy and Process for Exercising Voting Rights

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Version Control

Version #	Prepared /Modified by	Effective From	Date of Approval by IC	Date of Approval by Board	Nature of Change
1.0	IMO	January 28, 2011	January 28, 2011	April 27, 2011	New Policy
1.1	IMO	January 29, 2013	January 29, 2013		Review
1.2	IMO	January 27, 2015	January 27, 2015		Review
1.3	IMO	February 03, 2017	February 03, 2017		Review
1.4	IMO	January 17, 2019	January 17, 2019		Review
1.5	IMO	January 21, 2021	January 21, 2021		Review
1.6	IMO	January 26, 2023	January 24, 2023		Review

Policy and Process for Exercising Voting Rights

1.0 Purpose

The purpose of this Policy is to establish the principles and guidelines that will govern the Voting in the AGM/EGM/meetings of creditors/ preference shareholders

2.0 Scope

This note covers the policy framework and the various processes that need to be followed for exercising Voting rights.

3.0 Policy Statement

3.1 Regulation – Company Act 2013

Every Share Holder* of the company is entitled to attend and vote at a meeting by show of hand or can demand for Poll or voting is carried out electronically.

Proxies

Any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting:

(1) The instrument appointing a proxy shall-

- (a) be in writing; and
- (b) be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

3.2 Key Corporate Actions

In general, the voting is conducted on the following points

- a) Corporate Governance matters (including changes in the state of incorporation, merger and other corporate restructuring and anti-takeover provisions)

- b) Capital Structure
- c) Compensation and Benefits
- d) Social and Corporate Social Responsibilities
- e) Board of Directors
- f) Other issues
 - i. Auditors
 - ii. Corporate Charter and By-Laws
 - iii. Miscellaneous Issues

The research analyst will analyze various economic and strategic factors to determine whether the said corporate action would be beneficial to shareholders and make recommendation on case-to case basis on its merit.

ABSLI seeks to make voting decisions in the manner most likely to protect and promote the long-term economic value of the securities held in its account. Additionally, active participation and voting on resolutions/proposals of the investee companies under the following circumstances:

Size of the AUM of the Insurer (Rs. cr)	Compulsory voting required, if the Insurer's holding of the paid up capital of investee company (in percentage) is
Up to 2,50,000	3% and above
Above 2,50,000	5% and above

3.3 Operating Process

All Voting actions need to be recorded and documented. Investment Front Office (Equity/Debt Research Analyst) will provide relevant documents and rationale along with the recommendation to Vote 'For', Vote 'Against' or to 'Abstain' from the voting. The document should be duly Signed by CIO / Head of Equity and provided to the Investment Midoffice Team at least 8 working days before the date of Voting for proxy voting/ 7 working days before the voting for self voting. The document should also mention if we wish to send a Proxy or ABSLI representative. Instances where ABSLI wish to 'Vote For / Vote Against'

individual recommendation note will be prepared by the Research/ credit Analyst, while those instances where ABSLI wishes to 'Abstain' from voting a consolidated approval on fortnightly basis will be provided to Investment Mid-office team.

Investment Mid-office will evaluate the recommendation based on the available information and seek approval for 'Vote For / Vote Against' cases as per the approval matrix.

Investment Mid-office Team will issue instruction to the nominated representative of ABSLI or sent the instructions to Custody in case of Proxy Voting within one working day of receipt of approval.

Approval Matrix

To 'Abstain' from Voting	-	Group A
To Vote 'For'	-	Group B
To Vote 'Against'	-	Group C

Groups

Group A	-	Chief Investment Officer <i>and</i> Chief Compliance& Risk Officer
Group B	-	Chief Executive Officer / Chief Financial Officer <i>and</i> Chief Investment Officer <i>and</i> Chief Compliance& Risk Officer
Group C	-	Chief Executive Officer – ABFSG <i>and</i> Chief Executive Officer <i>and</i> Chief Financial Officer <i>and</i> Chief Investment Officer

All voting rights exercised during the quarter will be presented and noted in the subsequent Investment Committee Meeting.

4.0 Ownership

This policy is owned by the Investments Mid-office team.

5.0 Responsibilities

The Investments Mid-office team will agree to monitor that the Policy is followed in true spirit and maintain all the documents for Internal and Audit purpose.

Investment Front Office will agree to timely provision of recommendation and supporting documents to the Investment Mid-office Team.

6.0 Effective Date

The Policy Effective date will be from the date of its approval in the Investment Committee Meeting.

7.0 Policy Review

The Voting Policy will be reviewed at least once in every two years.

8.0 Approvals

Investment Committee will be authorized to approve any change in the Voting Policy.