



**UTI Retirement Solutions Limited**

**Voting Procedures on assets held by NPS Trust**  
**(Reviewed and Updated on 22<sup>nd</sup> October, 2021)**

**Objective: -**

**The objectives underlying casting a vote by proxy will be:-**

1. To favour such proposals that tend to maximize a Company's shareholders' value and which in turn benefits the NPS subscribers; and
2. To ensure that the decision taken to cast a vote is not influenced by conflict of interest.

**Other principles:-**

- a. Pension Fund will vote in a manner that is consistent with the duties of loyalty and care, and that supports implementation of current best practices in corporate governance and social responsibility.
- b. Pension Fund will always vote in the best interests of the NPS subscribers.

**Voting Committee:-**

UTI Retirement Solutions Limited has constituted a “Proxy Voting Committee” comprising of the following:

Sr. No.	Designation
1.	Chief Investment Officer
2.	Co- Fund Manager – Equity

The exercising of voting rights will be the responsibility of Proxy Voting Committee.

The Committee shall have the final authority to decide upon exercise of votes based on the voting policy of the PFRDA.

**Process:**

The following procedure will be followed while exercising the Proxy Voting Rights:

1. Read the Notice received from the company
2. Obtain all the information about the proposal from various sources
3. Analyze the impact of the voting rights as under:

<b>Particulars</b>	<b>If voted “For”</b>	<b>If voted Against”</b>	<b>If “Abstain”</b>
Impact on the long – term economic best interest of subscribers			

4. The following points should be considered before taking any decision: -

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
a.	Does it protect the unit holder’s rights?	
b.	Will it have an impact on the Company’s profitability?	
c.	Will it impact the company’s governance?	
d.	What will be the impact on the shareholder’s value?	
e.	Will the resolution provide any undue benefits to promoters/ their affiliates/ subsidiaries/ group companies?	

5. The Proxy Voting Committee may abstain from voting based on the following 2 factors:
  - (i) Where the investments in the investee company were made for replicating Index Scheme(s) or exchange traded funds or Arbitrage Scheme(s);

(ii) Where the investments are below specified minimum value in an investee company, (impact on NAV is less than 1%) as determined by NPS TRUST.

6. Document the decision taken in the following format:

Sr. No.	Purpose of voting	Decision		
		Voted “FOR”	Voted “AGAINST”	Voted “ABSTAIN”
1.				
2.				
3.				

7. NPS Trust has assigned the responsibility of casting votes on the Pension Fund Managers and allotted a time frame of a quarter to each Pension Fund Manager to coordinate with other PFMs to reach a consensus on a particular item.
8. To enable convenience in proxy voting and to have uniformity in voting, NPS Trust through an entity - SES had provided all Pension Fund Managers a voting platform.
9. CEO – UTI RSL will authorize the official to cast e-vote or to attend the meeting to cast proxy vote or send the Postal Ballot Form duly signed.
10. CS & CO will prepare and submit the quarterly report on the Proxy Voting to NPS Trust.
11. CS & CO will prepare and submit the quarterly report on the Proxy Voting to be submitted to the Board.
12. CS & CO will document the Proxy Voting during the financial year in the Annual report.

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