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DISSENT BY INSTITUTIONAL SHAREHOLDERS DECLINES FURTHER; MFs VOTE 88 PER CENT IN FAVOUR WITH LIC AT 97 PER CENT: primeinfobase.com

Shareholder resolutions where more than 20 per cent of institutional shareholders expressed their dissent, by casting a negative vote, across all companies listed on NSE (main board), came down sharply to 13 per cent (or 1,545 out of 12,134 resolutions for which voting details of institutional shareholders was available) in the recently concluded proxy season#, according to primeinfobase.com, an initiative of PRIME Database Group. This was in comparison to 16 per cent of total such resolutions in the same period in 2024-25.

In Nifty-50 companies too, shareholder resolutions where more than 20 per cent of Institutional Shareholders voted against decreased to 9 per cent of total resolutions (or 54 in number) (Annexure 1) as compared to 11 per cent of total (or 64 resolutions) in the same period last year, according to Pranav Haldea, Managing Director, PRIME Database Group.

According to Haldea, this is an extremely encouraging sign as it shows that companies are continuing to take cognizance of interests of minority shareholders' and are also engaging with shareholders and proxy advisory firms to understand their concerns prior to proposing resolutions. Credit for this needs to be given to the facility of e-voting being made mandatory, the stewardship codes which have been introduced by regulators, a steady increase in institutional holding as a whole as also an increase in the number of resolutions which are special in nature which require 75 per cent votes in favour. A higher level of scrutiny has resulted in better quality of resolutions being proposed with lesser number of them being opposed resulting in reduction in conflict between companies and shareholders thus improving overall governance.

Like in previous years, most number of such resolutions not voted in favour by institutional investors related to board changes and remuneration. According to Haldea, board appointments attract more dissent because investors often question the independence of directors. Institutional investors rely heavily on proxy advisory firms which often have stricter guidelines than what regulations stipulate. Excessive promoter and executive remuneration, of course, continues to be a hot topic, both in India and globally.

Of the above mentioned 1,545 resolutions though, a huge 1,509 (or 98 per cent) still passed. According to Haldea, high promoter shareholding in Indian companies ensures that almost all ordinary resolutions and even special resolutions are passed despite opposition from other

shareholders. Increasing the Minimum Public Shareholding (MPS) from the current 25 per cent and making more resolutions special in nature are ways in which this can be improved.

On an overall basis, according to primeinfobase.com, in the first half of 2025-26, a total of 16,693 resolutions were proposed to be passed in 2,967 shareholder meetings of 2,124 companies which were listed on NSE (main board) as on 30th September 2025 (excluding 12 resolutions which were withdrawn/not put to vote). **This was up from 14,500 resolutions in 2,825 shareholder meetings of 1,996 companies in the same period in 2024-25, an increase of 15 per cent.**

<u>Resolutions which did not pass</u>: Resolutions which were completely voted against by shareholders at shareholder meetings held in the first half of 2025-26 also declined to 0.38 per cent of total resolutions (63 in number) from 0.60 per cent of total (87 resolutions) in the same period last year. Of these 63 resolutions, 13 were re-proposed to be passed, out of which 12 resolutions eventually passed. Meeting relating to 1 resolution is yet to happen **(Annexure 2)**.

<u>Break-up of Voting by Shareholder Type (Promoters, Public-Institutional & Public- Others)</u>: Voting by promoters, institutional shareholders and other public shareholders was as follows:

	Promoters	**Institutional Shareholders**	**Other Public Shareholders**
No.of resolutions, where voting details were available	14,401	12,134	16,118
%age of shares voted$	95.09	68.12	14.55
No. of resolutions voted against (by more than 20 per cent)	33	1,545	707
***of which* No. of Resolutions which did not get passed**	6	36	32
***And* No. of Resolutions which got passed**	27	1,509	675

Source: primeinfobase.com

As on 31st March 2025, by volume, across all companies listed on NSE, promoters held 55 per cent shares, institutional investors held 12 per cent, individual investors held 24 per cent with the balance 9 per cent being held by other non-institutional non-individual investors, according to primeinfobase.com. **According to Haldea, while expectedly promoters as a whole voted nearly 95 per cent of their holding, other non-institutional public shareholders voted an extremely low 15 per cent of their holding, showing their general apathy.** Moreover, as can be seen, almost all resolutions were voted in favour by Promoters. The resolutions which were voted against by Promoters by more than 20 per cent have been given in **Annexure 3**.

<u>Related Party Transactions (RPTs)</u>: As many as 1,241 resolutions pertaining to RPTs were proposed in the first half of 2025-26, 21 per cent more than the 1,022 such resolutions in the

first half of 2024-25. While 128 (or 10.31 per cent) of these resolutions were voted against by more than 20 per cent of institutional investors, just 11 (or 0.89 per cent) of such resolutions got defeated.

Break up of resolutions by event type: Of the 16,693 resolutions in the first half of 2025-26, the break-up by event type was as follows:

Event Type	No. of Events	No. of Resolutions	No. of companies	Resolutions per event	Resolutions per company
AGM	2,114	14,781	2,112	6.99	6.99
EGM	141	381	133	2.70	2.86
Postal Ballot	684	1,502	599	2.20	2.51
Court/NCLT Convened Meetings	28	29	28	1.04	1.04

Source: primeinfobase.com

Ordinary vs Special Resolutions: The number of ordinary resolutions proposed were 11,914 (or 71 per cent of the total) while the number of special resolutions were 4,779 (29 per cent). While 41 special resolutions failed, 22 ordinary resolutions also failed.

Shareholder Proposed vs Management Proposed: All 16,693 (or 100 per cent of the total) resolutions were management proposed with none being shareholder proposed.

Resolution Types*: Most number of resolutions related to Board Changes at 5,671. This was followed by resolutions relating to Financial Results (2,387), Secretarial Audit (2,072), Board Remuneration (1,981), Auditors (1,550), Memorandum of Understanding/Agreements (1,226), Dividend (1,126), KMPs (1,055), Subsidiary (564) and ESOPs/ESOS (359).

Voting by Domestic Mutual Funds: 46 Domestic Mutual Funds, as a whole, voted in favour in 88 per cent of the cases and against in 12 per cent of the cases in the first half of FY 2025-26. SEBI making it mandatory for Mutual Funds to vote on all resolutions with effect from 1st April 2022 has resulted in the abstinence number becoming nil. **Interestingly, ever since abstinence was disallowed, voting in favour has come down from 93 per cent to 88 per cent, according to Haldea.**

	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26 (Apr-Sep)
For	74	85	88	87	83	85	83	93	93	91	88	88
Against	4	3	3	2	3	4	2	5	7	9	12	12
Abstain	22	12	10	11	14	11	15	2	0	0	0	0

Source: primeinfobase.com

Voting by LIC: Life Insurance Corp. of India, India's largest institutional investor, voted in favour in 97 per cent of the cases, against in 1 per cent of the cases and abstained in 2 per cent in the first half of FY 2025-26. The resolutions which were voted against by LIC have been given in Annexure 4.

	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26 (Apr-Sep)
For	94	91	94	92	92	97
Against	1	2	1	2	2	1
Abstain	6	6	5	6	6	2

Source: primeinfobase.com

Scheduling of AGMs: A huge 184 AGMs took place on 30th September 2025. As always, bulk of the AGMs happened in September (1,222 with 8,339 resolutions), especially in the last one week of September. September was followed by August (519, 3,825), July (258, 1,706), June (96, 765), May (14, 106) and April (5, 40).

Shareholder meetings include AGMs/EGMs/Postal Ballots and Court/NCLT Convened Meetings held from 1st April 2025 till 30th September 2025

$ Average of %age of shares voted across all resolutions of all companies

* One resolution may be classified under two or more resolution types

Notes:

1. Only companies whose equity shares are listed on NSE main board have been considered for the purpose of this report. Companies which are exclusively listed on BSE or whose only debt is listed or companies on the SME platform of NSE and BSE are not covered.
2. In case an AGM or EGM is adjourned for some resolutions (while some resolutions are passed) which are then taken up on a future date, the subsequent shareholders meeting of the company shall appear as a fresh EGM record.