

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) \*e-mail ID of the company

(d) \*Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital  Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K3	Life/Non-life Insurance and Reinsurance activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,000,000,000	2,012,884,283	2,012,884,283	2,012,884,283
Total amount of equity shares (in Rupees)	30,000,000,000	20,128,842,830	20,128,842,830	20,128,842,830

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	3,000,000,000	2,012,884,283	2,012,884,283	2,012,884,283
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000,000	20,128,842,830	20,128,842,830	20,128,842,830

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	2,012,884,283	20,128,842,830	20,128,842,830	

<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	2,012,884,283	20,128,842,830	20,128,842,830	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

60,328,185,714

**(ii) Net worth of the Company**

14,173,535,247

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	603,865,285	30	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	645,181,407	32.05	0	
10.	Others	0	0	0	
	<b>Total</b>	1,249,046,692	62.05	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	





<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	12	1	14	0	0
(i) Non-Independent	1	10	1	11	0	0
(ii) Independent	0	2	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>12</b>	<b>1</b>	<b>14</b>	<b>0</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 17

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kishore Ponnaveolu	08226069	Nominee director	0	
Ashish Kumar Srivastava	00355075	Managing Director	0	
Ashish Bhat	08652335	Nominee director	0	
Stephen Barnham	08889005	Additional director	0	
Atinder Jit Singh	08900694	Additional director	0	
Seshabhadrasrinivasa M	07667641	Nominee director	0	
Sanjay Kumar	06741352	Additional director	0	
Venkateswara Rao Thal	05273533	Nominee director	0	
Arvind Kumar Jain	07911109	Nominee director	0	
Pheroze Kersasp Mistry	00344590	Director	0	
Surbhit Dabriwala	00083077	Director	0	
Erach Kotwal	07617479	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sunil Gulati	00016990	Director	0	
Neeraj Swaroop	00061170	Additional director	0	31/05/2021
Ranjana Agarwal	03340032	Additional director	0	31/05/2021
Khalid Ahmed	AGMPA8028L	CFO	0	
Yagya Turker	ADMPT4851B	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sunil Gulati	00016990	Director	05/04/2020	Appointment
Vivek Jha	06679805	Nominee director	12/05/2020	Appointment
Archana Hingorani	00028037	Director	30/06/2020	Cessation
Rebecca Tadikonda	08228663	Nominee director	27/07/2020	Cessation
Charles Scully	08657768	Additional director	27/07/2020	Cessation
Ranjana Agarwal	03340032	Additional director	23/09/2020	Appointment
Stephen Barnham	08889005	Additional director	23/09/2020	Appointment
Atinder Jit Singh	08900694	Additional director	06/10/2020	Appointment
Neeraj Swaroop	00061170	Director	10/10/2020	Cessation
Vivek Jha	06679805	Nominee director	27/11/2020	Cessation
Sanjay Kumar	06741352	Additional director	01/01/2021	Appointment
Neeraj Swaroop	00061170	Additional director	10/10/2020	Re-appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	03/07/2020	10	10	100

## B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2020	15	15	100
2	11/08/2020	12	12	100
3	09/11/2020	15	15	100
4	10/02/2021	15	15	100

## C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2020	5	5	100
2	Audit Committee	11/08/2020	4	4	100
3	Audit Committee	09/11/2020	5	5	100
4	Audit Committee	10/02/2021	5	5	100
5	ALM & Risk M.	25/05/2020	6	5	83.33
6	ALM & Risk M.	11/08/2020	4	4	100
7	ALM & Risk M.	09/11/2020	6	5	83.33
8	ALM & Risk M.	10/02/2021	6	5	83.33
9	Corporate Soc	25/05/2020	3	3	100
10	Investment Co	25/05/2020	8	8	100

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Kishore Ponna	4	4	100	1	1	100	
2	Ashish Kumar	4	4	100	14	14	100	
3	Ashish Bhat	4	4	100	6	6	100	
4	Stephen Barni	2	2	100	2	2	100	
5	Atinder Jit Singh	2	2	100	2	2	100	
6	Seshabhadras	4	4	100	0	0	0	
7	Sanjay Kumar	1	1	100	2	2	100	
8	Venkateswara	4	4	100	4	4	100	
9	Arvind Kumar	4	4	100	4	4	100	
10	Pheroze Kersa	4	4	100	1	1	100	
11	Surbhit Dabriv	4	4	100	10	6	60	
12	Erach Kotwal	4	4	100	8	8	100	
13	Sunil Gulati	4	4	100	10	10	100	
14	Neeraj Swaro	4	4	100	12	12	100	
15	Ranjana Agan	2	2	100	2	2	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashish Kumar Sriva	Managing Direct	43,572,470	0	0	1,338,915	44,911,385
	Total		43,572,470	0	0	1,338,915	44,911,385

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Khalid Ahmed	CFO	13,509,506	0	0	441,303	13,950,809
2	Yagya Turker	Company Secre +	4,172,000	0	0	168,078	4,340,078
	Total		17,681,506	0	0	609,381	18,290,887

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Archana Hingorani	Director	0	0	0	200,000	200,000
2	Ranjana Agarwal	Director	0	0	0	250,000	250,000
3	Neeraj Swaroop	Director	0	0	0	850,000	850,000
4	Sunil Gulati	Director	0	0	0	750,000	750,000
5	T V Rao	Director	0	0	0	400,000	400,000
6	Arvind Kumar Jain	Director	0	0	0	400,000	400,000
7	Erach Kotwal	Director	0	0	0	600,000	600,000
	Total		0	0	0	3,450,000	3,450,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pramod S M

Whether associate or fellow

Associate  Fellow

Certificate of practice number

13784

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**List of Shareholders as on March 31, 2021**

Name of the Shareholder	March 31, 2021	
	No. of Shares	No. of Shares
MetLife International Holdings LLC	645,181,407	32.05%
Punjab National Bank	603,865,285	30.00%
M Pallonji and Company Private Limited	200,835,377	9.98%
M Pallonji Enterprises Private Limited	144,404,821	7.17%
Elpro International Limited	229,789,903	11.42%
IGE (India) Private Limited	77,633,357	3.86%
The Jammu and Kashmir Bank Limited	61,078,078	3.03%
Oman India Joint Investment Fund II	41,111,111	2.04%
Manimaya Holdings Private Limited	17,00,000	0.08%
Read & Rite Marketing Private Limited	72,84,944	0.37%
<b>TOTAL</b>	<b>2,01,28,84,283</b>	<b>100.00%</b>

**FORM NO. MGT.8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **PNB MetLife India Insurance Company Limited** (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the financial year ended as on 31<sup>st</sup> March 2021. In our opinion and to the best of our information and according to the examinations carried out by me and explanations furnished to us by the Company, its officers and agents, we, certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
  
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as the case may be within the prescribed time;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
  5. closure of Register of Members / Security holders, as the case may be; - Not applicable as the Company has not closed its Register of Members during the period under review;

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; – Not applicable as the Company has not advanced any loans to its Directors and/or persons or firms or companies referred in section 185 of the Act during the year under review;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; - Not applicable as the Company has not carried any major actions viz., Public issue, Rights issue, redemption/ buy back of shares, merger/ amalgamation/ reconstruction or foreign collaboration.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; – Not applicable as there was no transactions requiring the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year;
10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; – Not applicable, as there is no dividend declared during the period, as such transferring the amounts to a separate account are not relevant;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act - Not applicable as there was no change in the Statutory Auditors of the Company during the period under review;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act – Not applicable during the year under review;

15. acceptance/ renewal/ repayment of deposits-Not applicable as the Company has not accepted any deposit during the period under review;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; - Not applicable as there were no such transactions during the period under review;
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; - Not applicable.
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

For **BMP & Co, LLP**  
Company Secretaries

Place: Bangalore

Date:

**Pramod S M**

FCS No:7834 CP. No:13784

UDIN:

Date: \_\_\_\_\_

To,  
The Registrar of Companies  
E Wing, 2<sup>nd</sup> Floor,  
Kendriya Sadan, Koramangala,  
Bengaluru - 560 034

**Sub: Clarification letter - MGT -7 for F.Y. 2020-21**

Dear Sir/ Madam,

This has reference to the captioned Form MGT – 7 of PNB MetLife India Insurance Company Limited (“PNB MetLife”), being filed with the Registrar of Companies, Bangalore for the year ended March 31, 2021. While filing the details in the form, the Company has considered below approach to provide the details:

- Segment VI (b): Shareholding Pattern – Public/Other than promoters:** Due to auto calculation the total percentage of shareholding of public shareholders (other than promoter) is appearing as 37.94% instead of 37.95%.
- Segment IX(C): MEETINGS OF MEMBERS/ CLASS OF MEMBERS / BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS; COMMITTEE MEETINGS:** The form provides for 10 rows to add the details of all Committee Meetings held during the year. For PNB MetLife, during the year, there were 19 meetings of all Committees. We have incorporated details of 10 (ten) Committee Meetings happened during the financial year in the form and the details of the balance remaining 9 (nine) meetings are being provided below:

**Number of Meetings held**

19
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S. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of total
<b>The details of the First 10 Committee meetings have been entered in the E-Form itself</b>					
11.	Investment Committee	11/08/2020	7	7	100
12.	Investment Committee	09/11/2020	7	6	85.71
13.	Investment Committee	10/02/2021	8	8	100

14.	Nomination & Remuneration Committee	26/05/2020	6	6	100
15.	Policyholders' Protection Committee	25/05/2020	6	6	100
16.	Policyholders' Protection Committee	11/08/2020	5	5	100
17.	Policyholders' Protection Committee	09/11/2020	6	6	100
18.	Policyholders' Protection Committee	10/02/2021	6	6	100
19.	With Profits Committee	18/03/2021	5	5	100

3. **Segment IX(B) & (C): MEETINGS OF MEMBERS/ CLASS OF MEMBERS / BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS; COMMITTEE MEETINGS:** For PNB MetLife, during the year, the Adjourned Meeting was conducted for the Board and Audit Committee. The details of Adjourned Meetings are being provided below:

**Adjourned Board Meeting:**

S. No.	Date of Meeting	Total number of Directors as on the date of the meeting	Attendance	
			Number of directors attended	% of attendance
1.	23.11.2020	15	15	100

**Adjourned Committee Meeting:**

S. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of total
1.	Audit Committee	23/11/2020	5	5	100

#### 4. Segment IX (D) – Attendance of Directors:

1. For the purpose of Attendance of Directors, Adjourned Meeting conducted is counted as separate meeting. Accordingly, the attendance of Directors is as follows:

Sr. No.	Name of the Director	Board Meetings			Committee Meetings		
		Number of Meetings which Director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which Director was entitled to attend	Number of Meetings attended	% of attendance
1	Kishore Ponnaveolu	5	5	100	1	1	100
2	Ashish Kumar Srivastava	5	5	100	14	14	100
3	Ashish Bhat	5	5	100	7	7	100
4	Stephen Barnham	3	3	100	2	2	100
5	Atinder Jit Singh	3	3	100	2	2	100
6	Seshabhadrasrinivasa Mallikarjunarao Chamarty	5	5	100	0	0	0
7	Sanjay Kumar	1	1	100	2	2	100
8	Venkateswara Rao Thallapaka	5	5	100	5	5	100
9	Arvind Kumar Jain	5	5	100	4	4	100
10	Pheroze Kersasp Mistry	5	5	100	1	1	100
11	Surbhit Dabriwala	5	5	100	10	6	100
12	Erach Kotwal	5	5	100	8	8	60
13	Sunil Gulati	5	5	100	10	10	100
14	Neeraj Swaroop	5	5	100	13	13	100
15	Ranjana Agarwal	3	3	100	3	3	100

2. Mr. Neeraj Swaroop's attendance in 12 committee meetings is inclusive of his attendance as an invitee in Policyholders' Protection Committee meetings as a Customer Representative as per requirement under IRDAI Corporate Governance Guidelines 2016 (in Policyholders' Protection Committee Meetings).

We humbly request your good office to kindly take the above submissions on your records and approve the form MGT – 7 for F.Y. 2020-21.

Yours Sincerely,  
For **PNB MetLife India Insurance Company Limited**,

**Yagya Turker**  
**Company Secretary**  
**ACS-19493**