

# 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 (other than OPCs and Small Companies)

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

U66010KA2001PLC028883

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCM6448H

(ii) (a) Name of the company

PNB METLIFE INDIA INSURANC

(b) Registered office address

Unit No. 701, 702 & 703, 7th Floor, West Wing  
Raheja Towers, 26/27 M G Road, Bangalore - 560001  
Bangalore  
Bangalore  
Karnataka  
560001

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

yagya.turker@pnbmetlife.com

(d) \*Telephone number with STD code

02241790000

(e) Website

www.pnbmetlife.com

(iii) Date of Incorporation

11/04/2001

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

U67190MH1999PTC118368

Pre-fill

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

## 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

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	2,012,884,283	2,012,884,283	20,128,842,830	20,128,842,830	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	2,012,884,2	2012884283	20,128,842,	20,128,842	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(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"/>			
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

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	4,000	1000000	4,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			4,000,000,000

**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	4,000,000,000	0	0	4,000,000,000
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
Total					

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

(i) Turnover

87,852,056,000

(ii) Net worth of the Company

14,533,693,000

VI. (a) \*SHARE HOLDING PATTERN - 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	
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)	943,502,187	46.87	0	
10.	Others		0	0	
	<b>Total</b>	1,547,367,472	76.87	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	
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	61,078,078	3.03	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)	363,327,622	18.05	0	
10.	Others      Alternative Investment Fun	41,111,111	2.04	0	



	<b>Total</b>	465,516,811	23.12	0	0
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Total number of shareholders (other than promoters) 6

Total number of shareholders (Promoters+Public/ Other than promoters) 8

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	6	6
Debenture holders	15	14

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	13	1	13	0	0
(i) Non-Independent	1	10	1	10	0	0
(ii) Independent	0	3	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>	1	13	1	13	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 16

**(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)
Lyndon Emanuel Oliver	07561067	Nominee director	0	
Ashish Kumar Srivastav	00355075	Managing Director	0	
Ashish Bhat	08652335	Nominee director	0	
Sanjeev Kapur	09392712	Nominee director	0	
Kastity Chongyim Ha	07499371	Additional director	0	
Pawan Singh Verma	09763118	Additional director	0	
Atul Kumar Goel	07266897	Nominee director	0	
Thallapaka Venkateswa	05273533	Nominee director	0	
Arvind Kumar Jain	07911109	Nominee director	0	
Pheroze Kersasp Mistry	00344590	Director	0	
Erach Homi Kotwal	07617479	Nominee director	0	
Sunil Gulati	00016990	Director	0	04/04/2023
Sonu Bhasin	02872234	Director	0	
Padma Chandrasekaran	06609477	Director	0	
Khalid Ahmad	AGMPA8028L	CFO	0	31/05/2023
Yagya Turker	ADMPT4851B	Company Secretar	0	

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

13

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)
Kishore Ponnawolu	08226069	Nominee director	21/06/2022	Cessation
Lyndon Oliver	07561067	Additional director	24/06/2022	Appointment
Atul Kumar Goel	07266897	Additional director	30/06/2022	Appointment
Sanjeev Kapur	09392712	Nominee director	07/09/2022	Change in designation
Pawan Singh Verma	09763118	Additional director	22/12/2022	Appointment
Kastity ChongYim Ha	07499371	Additional director	22/12/2022	Appointment
Karthik Mohan	09541070	Additional director	09/08/2022	Cessation
Ashish Kumar Srivastav	00355075	Managing Director	30/09/2022	Cessation
Ashish Kumar Srivastav	00355075	Managing Director	01/10/2022	Re-appointment
Atinder Jit Singh	08900694	Nominee director	31/10/2022	Cessation
Sanjay Kumar	06741352	Nominee director	30/11/2022	Cessation
Lyndon Oliver	07561067	Nominee director	07/09/2022	Change in designation
Atul Kumar Goel	07266897	Nominee director	07/09/2022	Change in designation

## 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

2

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	07/09/2022	8	7	99.92
Extraordinary General Meet	06/01/2023	8	6	97.86

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2022	14	13	92.86
2	29/07/2022	15	15	100
3	21/10/2022	14	13	92.86
4	20/12/2022	12	9	75
5	18/01/2023	14	14	100
6	30/03/2023	14	11	78.57

### C. COMMITTEE MEETINGS

Number of meetings held

21

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	With Profit Cor	28/04/2022	5	5	100
2	Audit Committ	10/05/2022	5	5	100
3	Audit Committ	29/07/2022	5	4	80
4	Audit Committ	21/10/2022	5	4	80
5	Audit Committ	18/01/2023	5	5	100
6	Audit Committ	30/03/2023	5	3	60
7	ALM & Risk M	10/05/2022	5	4	80
8	ALM & Risk M	29/07/2022	5	5	100
9	ALM & Risk M	21/10/2022	5	4	80
10	ALM & Risk M	18/01/2023	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 14/09/2023 (Y/N/NA)
		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	Lyndon Eman	5	5	100	0	0	0	No
2	Ashish Kumar	6	6	100	15	15	100	Yes
3	Ashish Bhat	6	6	100	10	6	60	No
4	Sanjeev Kapu	6	5	83.33	3	3	100	No
5	Kastity Chong	2	2	100	1	1	100	No
6	Pawan Singh	2	1	50	1	1	100	No
7	Atul Kumar G	5	2	40	0	0	0	No
8	Thallapaka Ve	6	6	100	5	5	100	No
9	Arvind Kumar	6	6	100	5	5	100	No
10	Pheroze Kersa	6	6	100	1	1	100	Yes
11	Erach Homi K	6	6	100	8	8	100	No
12	Sunil Gulati	6	6	100	11	11	100	Not Applicable
13	Sonu Bhasin	6	4	66.67	10	9	90	No
14	Padma Chand	6	6	100	7	7	100	Yes

**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	66,683,126	0	0	1,925,556	68,608,682
	Total		66,683,126	0	0	1,925,556	68,608,682

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
1	Khalid Ahmad	Chief Financial C	21,376,776	0	0	16,200	21,392,976
2	Yagya Turker	Company Secre	6,072,781	0	0	0	6,072,781
	Total		27,449,557	0	0	16,200	27,465,757

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Gulati	Director	0	0	0	1,225,000	1,225,000
2	Sonu Bhasin	Director	0	0	0	950,000	950,000
3	Padma Chandrasek	Director	0	0	0	950,000	950,000
4	T V Rao	Director	0	0	0	775,000	775,000
5	Arvind Kumar Jain	Director	0	0	0	775,000	775,000
6	Erach Kotwal	Director	0	0	0	975,000	975,000
	Total		0	0	0	5,650,000	5,650,000

**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. ... 09 dated 10/08/2017

(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:

1. 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.
2. 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

ASHISH KUMAR SRIVASTAVA  
Digitally signed by ASHISH KUMAR SRIVASTAVA  
Date: 2023.10.30 15:11:03 +05'30'

DIN of the director

00355075

#### To be digitally signed by

YAGYA TURKER  
Digitally signed by YAGYA TURKER  
Date: 2023.10.30 15:10:08 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

11311

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 Attachement(s), if any

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

**List of attachments**

MGT-8-PNB_signed.pdf
List of Shareholders_31032023.pdf
List of Debentureholders_31032023.pdf
Clarification Letter_MGT-7_FY 2022-23_FI

<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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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**