Form No. MGT-7

Form language

(●) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

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

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): U66010KA2001PLC028883

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(c) *Type of Annual filing: (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	PNB METLIFE INDIA INSURANCE COMPANY LIMITED	PNB METLIFE INDIA INSURANCE COMPANY LIMITED
Registered office address	Unit No. 701, 702 & 703, 7th Floor, West Wing Raheja Towers, 26/27 M G Road, Bangalore, -560001,NA,Bangalore,Bangalore,Karnataka,India ,560001	Unit No. 701, 702 & 703, 7th Floor, West Wing Raheja Towers, 26/27 M G Road, Bangalore, -560001,NA,Bangalore,Bangalore,Karnataka,India ,560001
Latitude details	12.97329	12.97329
Longitude details	77.61376	77.61376

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Merged Photos.pdf

(b) *Permanent Account Number (PAN) of the company: AA******8H

(c) *e-mail ID of the company: *****.turker@pnbmetlife.com

(d) *Telephone number with STD code: 02*******00

(e) Website | www.pnbmetlife.com

iv *Date of Incorporation (DD/MM/YYYY) | 11/04/2001

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held ○ Yes ◉ No

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ○ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

NA

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

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 activities	65	Insurance, reinsurance and pension funding, except compulsory social security	100

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

i *No. of Companies for which information is to be given: 0

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

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	3000000000.00	2049469646.00	2049469646.00	2049469646.00
Total amount of equity shares (in rupees)	30000000000.00	20494696460.00	20494696460.00	20494696460.00

Number of classes: 1

Class of shares: Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	3000000000	2049469646	2049469646	2049469646
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30000000000	20494696460	20494696460	20494696460

(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)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	2012884283	2012884283.00	20128842830	20128842830	
Increase during the year	0.00	36585363.00	36585363.00	365853630.00	365853630.00	2634146136.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	36585363	36585363.00	365853630	365853630	2634146136
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	2049469646.00	2049469646.00	20494696460.00	20494696460.00	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company: INE207O01014

ii Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		
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

Number of transfers: 1

Attachments:

1. Details of shares/Debentures Transfers — Transfer Details (1).xlsm

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

(a) Non-convertible debentures

*Number of classes: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-Convertible Debentures	4000	1000000	4000000000.00
Total	4000.00	1000000.00	4000000000.00

Classes of non-convertible 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	4000000000	0	0	4000000000.00
Total	4000000000.00	0.00	0.00	4000000000.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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

Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	4000000000.00	0.00	0.00	4000000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	4000000000.00	0.00	0.00	4000000000.00

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	130469951000
ii * Net worth of the Company	26712439000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	614840894	30.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	1019225401	49.73	0	0.00
10	Others				
	Total	1634066295.00	79.73	0.00	0

Total number of shareholders (promoters): 2

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	103337	0.01	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	62188208	3.03	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	353111806	17.23	0	0.00
10	Others				
	Total	415403351.00	20.27	0.00	0

Total number of shareholders (other than promoters): 16

Total number of shareholders (Promoters + Public/Other than promoters): 18.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	0
2	Individual - Male	7
3	Individual - Transgender	0
4	Other than individuals	11
	Total	18.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of 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)	7	16
Debenture holders	16	16

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
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	11	1	13	0.00	0.00
i Non-Independent	1	8	1	6	0	0
ii Independent	0	3	0	7	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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
Total	1	11	1	13	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 14

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SANJEEV PAUL	10993424	Director	0	01/04/2026
ASHISH BHAT	08652335	Nominee Director	0	
PADMA CHANDRASEKARAN	06609477	Director	0	
LYNDON OLIVER	07561067	Nominee Director	0	

PHEROZE KERSASP MISTRY	00344590	Director	0	
KASTITY CHONGYIM HA	07499371	Nominee Director	0	
MUTHURAMU PARAMASIVAM	08997088	Nominee Director	0	
CHETAN KUMAR MATHUR	00437558	Director	0	
RAMCHANDRA KASARGOD KAMATH	01715073	Director	0	
ARUN KUMAR SINGH	09498086	Director	0	
KAVITA VENUGOPAL	07551521	Director	0	12/06/2026
SUDHIR DALAL	11163828	Nominee Director	0	
SAMEER BANSAL	10642045	Managing Director	0	
NITIN CHOPRA	00213333	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 18

Name	**DIN/PAN**	**Designation at the beginning / during the financial year**	**Date of appointment/ change in designation/ cessation (DD/MM/YYYY)**	**Nature of change (Appointment/ Change in designation/ Cessation)**
JOGINDER PAL DUA	02374358	Director	10/05/2025	Cessation
ARUN KUMAR SINGH	09498086	Additional Director	02/06/2025	Appointment
SUDHIR DALAL	11163828	Additional Director	24/06/2025	Appointment
NITIN CHOPRA	00213333	Director	27/06/2025	Change in designation
MUTHURAMU PARAMASIVAM	08997088	Nominee Director	27/06/2025	Change in designation
CHETAN KUMAR MATHUR	00437558	Director	27/06/2025	Change in designation
SANJEEV PAUL	10993424	Director	27/06/2025	Change in designation
RAMCHANDRA KASARGOD KAMATH	01715073	Director	27/06/2025	Change in designation
ARVIND KUMAR JAIN	07911109	Nominee Director	23/06/2025	Cessation
ARUN KUMAR SINGH	09498086	Director	27/06/2025	Change in designation
SUDHIR DALAL	11163828	Nominee Director	27/06/2025	Change in designation

ARUN KUMAR SINGH	09498086	Director	31/03/2026	Cessation
RAMCHANDRA KASARGOD KAMATH	01715073	Director	31/03/2026	Cessation
CHETAN KUMAR MATHUR	00437558	Director	31/03/2026	Cessation
CHETAN KUMAR MATHUR	00437558	Additional Director	09/05/2025	Appointment
MUTHURAMU PARAMASIVAM	08997088	Additional Director	09/05/2025	Appointment
SANJEEV PAUL	10993424	Additional Director	14/05/2025	Appointment
RAMCHANDRA KASARGOD KAMATH	01715073	Additional Director	02/06/2025	Appointment

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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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/06/2025	8	7	99.92

B BOARD MEETINGS

*Number of meetings held: 7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2025	10	9	90
2	31/07/2025	14	13	92.86
3	09/10/2025	14	13	92.86

4	03/11/2025	14	13	92.86
5	08/12/2025	14	14	100
6	22/01/2026	14	13	92.86
7	30/03/2026	14	13	92.86

C COMMITTEE MEETINGS

Number of meetings held: 25

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08/05/2025	5	5	100
2	Audit Committee	31/07/2025	5	5	100
3	Audit Committee	03/11/2025	5	4	80
4	Audit Committee	22/01/2026	5	5	100
5	ALM & Risk Management Committee	08/05/2025	7	6	85.71
6	ALM & Risk Management Committee	31/07/2025	4	3	75
7	ALM & Risk Management Committee	03/11/2025	7	6	85.71
8	ALM & Risk Management Committee	22/01/2026	7	6	85.71
9	Corporate Social Responsibility Committee	08/05/2025	3	3	100
10	Corporate Social Responsibility Committee	31/07/2025	3	3	100
11	Corporate Social Responsibility Committee	30/03/2026	3	3	100
12	Investment Committee	08/05/2025	7	7	100
13	Investment Committee	31/07/2025	8	8	100

14	Investment Committee	09/10/2025	8	7	87.5
15	Investment Committee	03/11/2025	8	8	100
16	Investment Committee	22/01/2026	8	7	87.5
17	Nomination & Remuneration Committee	09/05/2025	5	5	100
18	Nomination & Remuneration Committee	31/07/2025	5	5	100
19	Nomination & Remuneration Committee	08/12/2025	5	5	100
20	Nomination & Remuneration Committee	30/03/2026	5	5	100
21	With Profit Committee	28/04/2025	6	6	100
22	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	09/05/2025	4	4	100
23	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	31/07/2025	6	5	83.33
24	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	03/11/2025	6	5	83.33
25	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	22/01/2026	6	5	83.33

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**	(Y/N/NA)
1	SUDHIR DALAL	6	6	100	3	3	100	
2	SAMEER BANSAL	6	6	100	3	3	100	

3	NITIN CHOPRA	6	5	83	4	3	75	
4	MUTHURAMU PARAMASIVAM	6	6	100	7	6	85	
5	SANJEEV PAUL	6	6	100	16	16	100	
6	ASHISH BHAT	6	6	100	9	9	100	
7	PADMA CHANDRASEKARAN	6	6	100	6	0	0	
8	LYNDON OLIVER	6	6	100	5	5	100	
9	PHEROZE KERSASP MISTRY	6	6	100	10	10	100	
10	KASTITY CHONGYIM HA	6	6	100	9	9	100	
11	KAVITA VENUGOPAL	7	7	100	10	10	100	
12	CHETAN KUMAR MATHUR	7	7	100	4	4	100	
13	RAMCHANDRA KASARGOD KAMATH	7	7	100	4	4	100	
14	ARUN KUMAR SINGH	7	7	100	9	8	88	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	Sameer Bansal	Managing Director	51634998	0	0	4481312	56116310.00
	Total		51634998.00	0.00	0.00	4481312.00	56116310.00

B *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	Nilesh Kothari	CFO	22949504	0	0	295385	23244889.00
2	Yagya Turker	Company Secretary	8597058	0	0	727901	9324959.00

	Total		31546562.00	0.00	0.00	1023286.00	32569848.00

C *Number of other directors whose remuneration details to be entered: 9

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Joginder Pal Dua	Director	0	0	0	90000	90000.00
2	Arvind Kumar Jain	Nominee Director	0	0	0	190000	190000.00
3	Nitin Chopra	Director	0	0	0	1600000	1600000.00
4	Arun Kumar Singh	Director	0	0	0	770000	770000.00
5	Sanjeev Paul	Director	0	0	0	1140000	1140000.00
6	Kavita Venugopal	Director	0	0	0	1690000	1690000.00
7	Chetan Mathur	Director	0	0	0	960000	960000.00
8	Padma Chandrasekaran	Director	0	0	0	1600000	1600000.00
9	Ramchandra Kasargod Kamath	Director	0	0	0	960000	960000.00
	Total		0.00	0.00	0.00	9000000.00	9000000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 34

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder Debentureholders 2026.xlsm

(b) Optional Attachment(s), if any

XV 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.

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 applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of PNB METLIFE INDIA INSURANCE COMPANY LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ 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 therefor;
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 within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute 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.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
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;
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
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;
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;
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;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	
Name	Pramod S M
Date (DD/MM/YYYY)	28/07/2026
Place	Banglore

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number: 1*7*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 11311

*(b) Name of the Designated Person: YAGYA TURKER

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 09 dated* (DD/MM/YYYY) 10/08/2017 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

*Designation: Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 1*6*2*4*

***To be digitally signed by**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number: 1*3*1

Certificate of practice number	

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC4922198
eForm filing date (DD/MM/YYYY)	28/07/2026

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