

September 08, 2022

To
National Stock Exchange of India Ltd
Plot No. C/1 'G' Block
Bandra-Kurla Complex
Bandra East, Mumbai 400051

Dear Sir/Madam,

Sub: Intimation pursuant to Reg. 51 (1) read with Part B of Schedule III of the SEBI (LODR) Regulation 2015 – Proceedings of Twenty-First (21st) Annual General meeting of the Company for the FY ended March 31, 2022


We wish to inform you that the 21st Annual General meeting of the Members of the Company was held on Wednesday, September 07, 2022, through Video conferencing or other Audio-visual means in compliance with the applicable circulars issued by the Ministry of Corporate Affairs. Seven shareholders were present for the meeting and passed the proposed resolutions unanimously.

Further, pursuant to the provisions Part B of Schedule III of the SEBI (LODR) Regulation 2015, please find enclosed the proceedings of Twenty-First (21st) Annual General meeting of the Company for the FY ended March 31, 2022.

Request you to kindly take the above submission on record.

Thanking you,

Yours faithfully
For PNB MetLife India Insurance Company Limited


Yagya Turker
Company Secretary
Place: Mumbai



Encl.: Proceedings of 21st Annual General meeting

Transcript of 21st Annual General Meeting of PNB MetLife India Insurance Company Limited held on September 07, 2022 at 10:30 a.m. and concluded at 10:55 a.m. through Video conference facility

The 21st Annual General Meeting was convened through video conferencing facility in line with general circular no. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 02/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs, and other applicable provisions under the Companies Act.

Welcome address

Ms. Yagya Turker, Company Secretary, welcomed the Members, Directors and the representatives of Statutory and Secretarial Auditors to the 21st Annual General Meeting of the Company. The meeting link was opened for participation 20 minutes ahead of the scheduled time for the meeting and closed 20 minutes after the conclusion of proceedings of the meeting. The Directors and Members present confirmed that they were able to clearly communicate with each other. It was noted that the Chairman of the Board expressed his inability to attend the meeting.

The Company Secretary informed that there were seven members present in the meeting through video conferencing and confirmed the presence of quorum for the Meeting and that the Meeting was duly convened.

In line with the applicable provisions, Mr. Khalid Ahmad was unanimously elected as the Chairman of the meeting by the shareholders present.

On behalf of the Chairman, the Company Secretary called out the names and location of participation of all participants of the meeting obtained from them in advance of the meeting, and the participants identified themselves by raising their hands. The names of the Directors who could not attend the meeting due to pre-occupations were called out and noted.

The Company Secretary further informed that the AGM notice along with Annual Report for the FY 2021-22 was circulated at 21 clear days' notice to the Members. It was further confirmed that no other person, other than the authorized persons who had identified themselves at the meeting, had access to the meeting proceedings.

The Chairman welcomed all the shareholders and their authorized representatives at the AGM and informed that due to pandemic situation the meeting was being held through Audio Visual mode. He began the proceedings.

The Chairman welcomed the Directors, members, auditors and other invitees present to the Annual General Meeting. The members noted that the Statutory Registers and other relevant documents of the Company as prescribed under the Act, were being presented at the meeting and were separately available for inspection through digital means as per the statutory provisions. He also informed that Mr. Sunil

Gulati, the Chairman of the Audit Committee and Nomination & Remuneration Committee was present at the meeting for answering queries of the shareholders, if any.

With the Consent of the members present, the notice convening the meeting, the financials of the Company, and Annual Report was taken as read. The background and objective of each of the agenda items were explained during the course of the meeting. The Chairman enquired from the members of any questions that they may have on the agenda items in the notice and/or the financials or performance of the Company. The members confirmed that the agenda items and details provided were self-explanatory.

Thereafter he proceeded with the agenda as enumerated in the notice of the meeting.

1. First Item of the Notice was put to vote as an Ordinary Resolution i.e. Adoption of Financial Statements for the financial year ended March 31, 2022 along with reports of the Board of Directors and Statutory Auditors

With the consent of the Members Audit report along with Financial statements taken as read.

Mr. Khalid Ahmad representing MetLife International Holdings LLC ('MetLife') proposed and Mr. Pheroze Mistry representing M. Pallonji & Co. Pvt. Ltd. and M. Pallonji & Enterprises Pvt. Ltd. ('MPCL & MPEL') seconded the resolution. The resolution was put to vote by show of hands and was passed unanimously.

2. Second item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Directors Retiring by Rotation. It was informed that all the resolutions under this agenda are to be treated as separate proposals, and be voted separately.

a) Mr. Ashish Bhat

Mr. Pheroze Mistry representing MPCL & MPEL proposed and Mr. Mahesh Singh Sonal representing Punjab national Bank ("PNB") seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

b) Mr. Atinder Jit Singh

Mr. Mahesh Singh Sonal representing PNB proposed and Mr. Deepak Ajmera representing Elpro International Limited ("Elpro") seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

c) Mr. Sanjay Kumar

Mr. Khalid Ahmad representing MetLife proposed and Mr. Pheroze Mistry representing MPCL & MPEL seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

d) Mr. Thallapaka Venkateswara Rao

Mr. Deepak Ajmera representing Elpro proposed and Ms. Sapna Gupta representing Jammu & Kashmir Bank Limited ("JKB") seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

e) Mr. Arvind Kumar Jain

Mr. Amrit Jaiswal representing Oman India Joint Investment Fund II ("OIJIF") proposed and Mr. Pheroze Mistry representing MPCL & MPEL seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

f) Mr. Pheroze Mistry

Ms. Sapna Gupta representing JKB proposed and Mr. Khalid Ahmad representing MetLife seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

g) Mr. Erach Kotwal

Mr. Amrit Jaiswal representing OIJIF proposed and Mr. Deepak Ajmera representing Elpro seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

3. Third item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of M/s K. S. Aiyar & Co. as Statutory auditor of the Company

Mr. Khalid Ahmad representing MetLife proposed and Mr. Pheroze Mistry representing MPCL & MPEL seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

4. Fourth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Lyndon Oliver (DIN: 07561067) as a Nominee Director representing MetLife International Holdings LLC

Mr. Deepak Ajmera representing Elpro proposed and Mr. Amrit Jaiswal representing OIJIF seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

5. Fifth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Atul Kumar Goel (DIN: 07266897) as a Nominee Director representing Punjab National Bank

Mr. Khalid Ahmad representing MetLife proposed and Ms. Sapna Gupta representing JKB seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

6. Sixth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Sanjeev Kapur (DIN 09392712), as a Nominee Director representing MetLife International Holdings LLC

Mr. Mahesh Singh Sonal representing PNB proposed and Mr. Pheroze Mistry representing MPCL & MPEL seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

7. Seventh item of Notice was put to vote as a Special Resolution i.e. Reappointment of Mr. Ashish Kumar Srivastava as the Managing Director & Chief Executive Officer of the Company for a period of 3 years commencing from October 01, 2022 and as approved by IRDAI

Mr. Pheroze Mistry representing MPCL & MPEL proposed and Mr. Mahesh Singh Sonal representing PNB seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

8. Eighth item of Notice was put to vote as an Ordinary Resolution i.e. Renewal of Company's Directors' and Officers' Liability Insurance Policy for a sum assured of Rs. 500,000,000/- (Rupees Fifty Crores only)

Ms. Sapna Gupta representing JKB proposed and Mr. Deepak Ajmera representing Elpro seconded the resolution.

The resolution was put to vote by show of hands and was passed unanimously.

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Website : www.pnbmetlife.com
Email : indiaservice@pnbmetlife.co.in



Vote of Thanks

There being no other business to transact at the meeting, the meeting concluded at 11.00 a.m. with a vote of thanks to the chair.

Registered office address: Unit Nos. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, # 26/27, M. G. Road, Bengaluru - 560 001.
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Fax : 080 - 25585815, Website: www.pnbmetlife.com, Email: indiaservice@pnbmetlife.co.in

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