PNB MetLife India Insurance Co. Ltd.
Office Unit No. 101, 1st Floor, Techniplex-1,
Techniplex Complex, Off Veer Savarkar Flyover,
S V Road, Goregaon (West), Mumbai - 400062

022-4179 0000
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LIFE INSURANCE

August 28, 2026

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

Dear Sir/ Madam,

Sub: a) Intimation pursuant to Reg. 50(2) of the SEBI (LODR) Regulation 2015 - Notice of Twenty-Fifth (25th) Annual General meeting of the Company.

b) Annual report pursuant to Reg. 53(2) of the SEBI (LODR) Regulations 2015.

Pursuant to the provisions of Regulation 50(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform you that the 25th Annual General meeting of the Members of the Company is scheduled to be held on Wednesday, September 23, 2026, through Video conferencing or other Audio-visual means to transact the businesses as specified in the Notice.

Further, pursuant to the provisions of Regulation 53(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the FY 2025-26 along with the notice of 25th (Twenty-Fifth) Annual General meeting of the members of the Company.

Request you to kindly take the above submission on record.

Thanking you,

Yours faithfully
For PNB MetLife India Insurance Company Limited

YAGYA TURKER
Digitally signed by YAGYA TURKER
Date: 2026.08.28 14:39:47 +05'30'

Yagya Turker
Company Secretary
Place: Mumbai

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Notice of 25th Annual General Meeting

To
All Shareholders, Board of Directors,
Chairpersons of Committees, and
Statutory & Secretarial Auditors of the Company

NOTICE is hereby given that the **25th Annual General Meeting ("AGM")** of the Shareholders of PNB MetLife India Insurance Company Limited (the "Company") is scheduled on **Wednesday, September 23, 2026, at 3:00 p.m. (IST)** through video conferencing facility ("VC") / other audio-visual means ("OAVM"), to transact the business as set forth in the notice of the 25th AGM.

The Ministry of Corporate Affairs ("MCA") *inter alia* vide its General Circular No. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023, General Circular No. 09/2024 dated September 19, 2024, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of an annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue, through video- conferencing facility. The notice along with the Annual Report is being sent through electronic mode and the AGM is proposed to be held through VC/OAVM mode to transact the matters specified hereunder and if thought fit, to pass the resolutions, as stated herein below.

Further instructions for participating in the meeting are provided in the NOTES section forming part of the notice.

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the financial year ended March 31, 2026 along with reports of the Board of Directors and the Statutory Auditors

To receive, consider and adopt the Audited Revenue Account, Profit and Loss account, Receipt and Payment account for the period April 01, 2025 to March 31, 2026 and the Balance Sheet as on March 31, 2026 together with the Management Report, the Auditors' Report and the Directors' Report along with all its annexures and, if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Revenue Account (Policyholders' Account), Profit and Loss Account (Shareholders' Account), Receipt and Payment account for the period April 01, 2025 to March 31, 2026 and the Balance Sheet as on March 31, 2026 and annexures, together with the Directors' Report and annexures, the Management Report and the Statutory Auditors' Report thereon be and are hereby adopted."

2. Appointment of Directors Retiring by Rotation (each resolution to be treated as separate resolution)

a) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Mr. Lyndon Oliver (DIN: 07561067), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

b) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Mr. Ashish Bhat (DIN: 08652335), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

c) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Ms. Kastity Chongyim Ha (DIN: 07499371), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

d) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Mr. M Paramasivam (DIN: 08997088), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

e) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Mr. Sudhir Dalal (DIN: 11163828), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

f) To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with clause 7.26 of the Articles of Association of the Company, Mr. Pheroze Kersasp Mistry (DIN: 00344590), Director, who retires on the date of this Annual General Meeting, be and is hereby re-appointed as Director of the Company".

SPECIAL BUSINESS

3. Appointment of Mr. Arun Kumar Singh (DIN: 09498086) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and relevant IRDAI Regulations read with the Master Circular, and in terms of provisions of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Arun Kumar Singh (DIN: 09498086), who was appointed as an Additional Director (categorized as Independent Director) of the Company to hold office till this General Meeting, and whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, as an Independent Director of the Company to hold office for a second term of 2 years commencing from the original date of appointment i.e., July 16, 2026 until July 15, 2028, subject to him being in compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time."

"RESOLVED FURTHER THAT Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies, Bengaluru and issuing certified copies of the resolutions."

4. Appointment of Mr. Sanjeev Kapur (DIN: 09392712) as a Non-executive Nominee Director representing MetLife International Holdings LLC

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant IRDAI Regulations and in terms of provisions of the Articles of Association of the Company, Mr. Sanjeev Kapur (DIN: 09392712), who was appointed as an Additional Director of the Company representing MetLife International Holdings LLC to hold office till this General Meeting, whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, and in respect of whom the Company has received a nomination notice in writing from a member (representing MetLife International Holdings LLC) be and is hereby appointed as a Nominee Director on the Board of the Company liable to retire by rotation and subject to reconfirmation/reappointment by the shareholders at every annual general meeting in terms of the Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies, Bengaluru and issuing certified copies of the resolutions."

5. Appointment of Mr. Genghui Wu (DIN: 11738678) as a Non-executive Nominee Director representing MetLife International Holdings LLC

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant IRDAI Regulations and in terms of provisions of the Articles of Association of the Company, Mr. Genghui Wu (DIN: 11738678), who was appointed as an Additional Director of the Company representing MetLife International Holdings LLC to hold office till this General Meeting, whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, and in respect of whom the Company has received a nomination notice in writing from a member (representing MetLife International Holdings LLC) be and is hereby appointed as a Nominee Director on the Board of the Company liable to retire by rotation and subject to reconfirmation/ reappointment by the shareholders at every annual general meeting in terms of the Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies, Bengaluru and issuing certified copies of the resolutions."

6. Appointment of Mr. Marc Allen Parich (DIN: 11731165) as a Non-executive Nominee Director representing MetLife International Holdings LLC

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant IRDAI Regulations and in terms of

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provisions of the Articles of Association of the Company, Mr. Marc Allen Parich (DIN: 11731165), who was appointed as an Additional Director of the Company representing MetLife International Holdings LLC to hold office till this General Meeting, whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, and in respect of whom the Company has received a nomination notice in writing from a member (representing MetLife International Holdings LLC) be and is hereby appointed as a Nominee Director on the Board of the Company, liable to retire by rotation and subject to reconfirmation/ reappointment by the shareholders at every annual general meeting in terms of the Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies, Bengaluru and issuing certified copies of the resolutions."

7. Appointment of Mr. K R Kamath (DIN: 01715073) as a Non-executive Nominee Director representing Punjab National Bank

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant IRDAI Regulations and in terms of provisions of the Articles of Association of the Company, Mr. K R Kamath (DIN: 01715073), who was appointed as an Additional Director of the Company representing Punjab National Bank to hold office till this General Meeting, whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, and in respect of whom the Company has received a nomination notice in writing from a member (representing Punjab National Bank) be and is hereby appointed as a Nominee Director on the Board of the Company, liable to retire by rotation and subject to reconfirmation/ reappointment by the shareholders at every annual general meeting in terms of the Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies, Bengaluru and issuing certified copies of the resolutions."

8. Renewal of Company's Directors' and Officers' Liability Insurance Policy

To consider and if thought fit, pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

''RESOLVED THAT the Company's Directors' and Officers' Liability Insurance Policy, be renewed for a sum assured of Rs. 750,000,000/- (Rupees Seventy-five Crore Only).''

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"**RESOLVED FURTHER THAT** Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution."

By order of the Board of Directors
For and on behalf of PNB MetLife India Insurance Company Limited

Yagya Turker Digitally signed by Yagya Turker Date: 2026.08.28 13:51:47 +05'30'

Yagya Turker
Company Secretary
M. No.: F11311

Place: Mumbai
Date: 28 August 2026

NOTES

1. PURSUANT TO THE PROVISIONS OF THE ACT AND SEBI LISTING REGULATIONS, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form and Route Map for the AGM are not annexed to this Notice.

2. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representatives/authorization letter to attend and vote on their behalf at the meeting.

3. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for F.Y. 2025-2026 in electronic form only to those Members whose email IDs are registered with the Company, Registrar and Transfer Agent and Depositories as on the cut-off date. The Company shall send a physical copy of the Annual Report for F.Y. 2025-2026 only to those Members who specifically request the same mentioning their Folio No/DP ID and Client ID.

4. The relevant explanatory statement in terms of Section 102 of the Companies Act, 2013, read with relevant rules setting out the material facts and reasons relating to special business is annexed to this Notice.

5. Members are requested to intimate the change in their address, if any, quoting the Folio No. / DP ID Client ID to the Company.

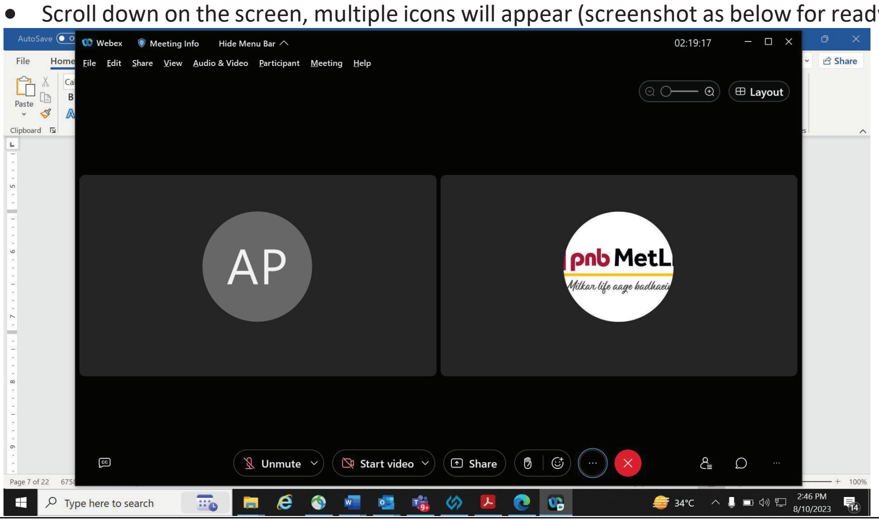
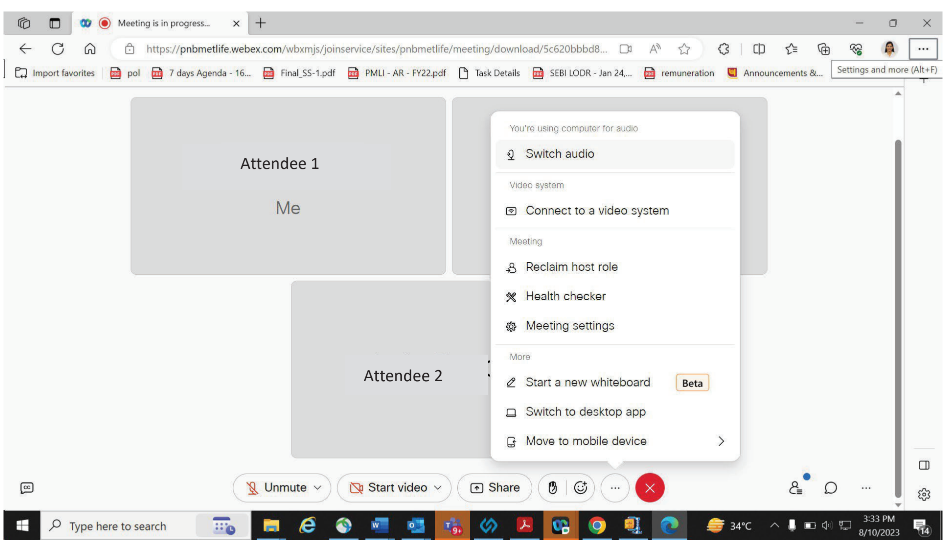
6. Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested shall be produced at the commencement of the AGM and shall remain open and accessible during the continuance of the meeting.

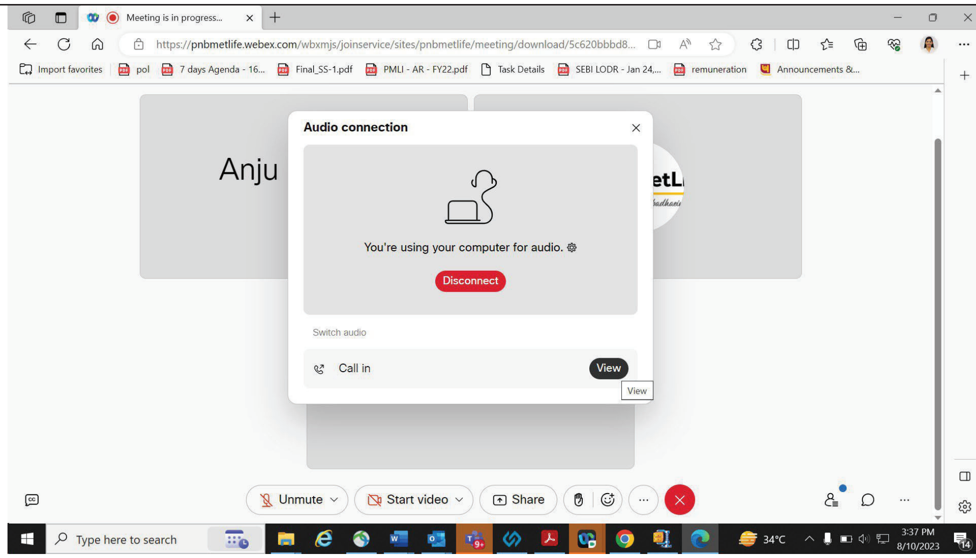
7. The documents referred to in this Notice (including copies thereof) are available for inspection in physical or in electronic form between 10:00 a.m. to 02:00 p.m. at the Registered Office as well as the Corporate Office of the Company. It will also be produced at the commencement of the AGM and shall remain open and accessible during the continuance of the meeting.

8. The details in terms of Secretarial Standard - 2, pertaining to the appointment of Directors as specified in Item nos. 03 to 07 are annexed herewith as **Annexure 1**.

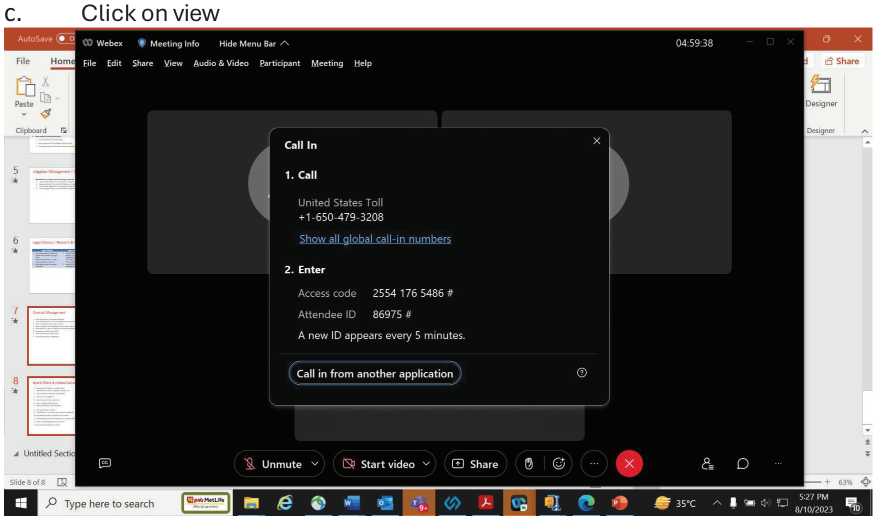
9. **IN TERMS OF MCA CIRCULAR REFERRED ABOVE, STEPS/INSTRUCTION FOR PARTICIPATING THE MEETING THROUGH VC**

Step 1	Access the VC meeting by clicking on below link: *https://pnbmetlife.webex.com/pnbmetlife/j.php?MTID=m1659cfbee714c2e11c3e6b3806ad636d* *Note: If you are not able to access the above link from this document, request you to please copy this link and paste it in the browser.*

Step 2	• Once you have joined the meeting, Webex screen will appear • Scroll down on the screen, multiple icons will appear (screenshot as below for ready reference) 
Step 3	Uses of Icons are as below: 1st tab is for Mute/Unmute option 2nd tab is for Video on/off 3rd tab is for sharing the content 4th tab - not to be used by the members 5th tab - More options – If you are facing Audio issues from the Webex please use this option for Audio call on your mobile number. Steps to be followed: a. Go to more option (...) below screen will appear  Click on Switch Audio, below screen will appear



c. Click on view



d. Click on show all global call in numbers

e. Click on Switch

f. You will receive call on your provided mobile number

6th tab (X) for Leave Meeting

Step 4

Other instructions/guidelines for members participating through VC

- Members are requested to ensure that the **cell phones/other devices are kept** on silent mode during the course of meeting.
- Members are requested to **keep their video on** so as to be visible to everyone.
- Members who are not speaking on any agenda item are **requested** to keep themselves **on mute mode**.
- Please note that members connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended/advised to use a stable Wi- Fi or LAN connection to mitigate any of the aforementioned glitches

A. The facility for joining the meeting through above mentioned link will be open at least 15 minutes before the time scheduled for the start of the meeting.

B. Attendance of the members through VC shall be counted for the purpose of quorum.

C. Member by show of hands shall cast vote separately on each of the resolutions as specified in the notice.

D. In case of a voting by way of poll, the members are advised to poll by sending an email to mavia.creado@pnbmetlife.com.

E. In case a member needs any technical assistance for participating in the meeting using link or has any issue in participation can contact Mr. Rakesh Singh on 9326569199 and on email at rakesh.khushal-singh@pnbmetlife.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTY-FIFTH (25th) ANNUAL GENERAL MEETING OF PNB METLIFE INDIA INSURANCE COMPANY LIMITED TO BE HELD ON WEDNESDAY, SEPTEMBER 23, 2026, AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS **"OAVM" IN LINE WITH THE MINISTRY OF CORPORATE AFFAIRS GENERAL CIRCULAR NO.03/2025 DATED SEPTEMBER 22, 2025**

Agenda Item no. 3 – Appointment of Mr. Arun Kumar Singh (DIN: 09498086), as an Independent Director of the Company

The Insurance Regulatory and Development Authority of India (Corporate Governance) Regulations, 2024 read with the Master Circular issued thereunder ("CG Regulations") provides that every Insurance Company shall have at least three Independent Directors on the Board. It further provides that such vacancy in the office of independent director(s) be filled by the insurer before immediately following Board meeting or 3 months from the date of such vacancy, whichever is later. Owing to cessation of term of one of the independent directors, Ms. Kavita Venugopal on June 12, 2026, the Company has two Independent Directors on its Board. In order to remain compliant with the aforementioned regulatory requirement, the Company will be required to appoint an independent director.

Mr. Arun Kumar Singh is a former Senior Central Banker and has a wide and rich experience of working in RBI for 35 years in the field of Banking and Non-Banking Regulation & Supervision, Enforcement actions against banks & non-banks, Information Technology, Financial Inclusion, Monetary Policy, Government Banking, etc. He has acted as Principal Inspecting Officer / Senior Supervisory Manager for various commercial banks and NBFCs and has actively participated in first Asset Quality Review (AQR) of banks as well as Risk-based Supervision (RBS) related processes and development. He has been associated with committees / working groups related to operational risk, MCLR, stress testing, payment & small finance banks, prompt corrective action, financial resolution, returns rationalisation, etc. He was involved in framing banking policies in various capacities. As Head of Enforcement Department, he was responsible for enforcement action against commercial banks, small finance and payment banks, NBFCs, cooperative banks, credit information companies, payment system operators, asset reconstruction companies, etc. He was also the head of Information Technology, Reserve Bank of India, spearheading technological development in RBI, particularly, in the areas of Currency Management, Government Banking, Payment System, e-Kuber, Cyber Security, Data Centre upgradation, Internal Applications, IT Infrastructure, etc. He was Regional Director for Rajasthan and carried out his Central Banking responsibilities in the areas of currency management, financial inclusion, financial literacy, banking / non-banking development, Government banking, etc. in the state of Rajasthan. He has served as RBI nominee director on the Board of Uttar Bihar Gramin Bank (RRB), Union Bank of India, Reserve Bank Information Technology Pvt. Ltd. (ReBIT), Mumbai, Reserve Bank Innovation Hub (RBiH), Bengaluru, and Institute for Development and Research in Banking Technology (IDRBT), Hyderabad. Mr. Arun has completed his graduation in Economics and MBA in Finance and HR. He is also a Certified Associate of the India Institute of Banking (CAIIB).

He has recently served on the Board of Directors of the Company as an independent director from June 02, 2025 until March 31, 2026.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and IRDAI regulations on Corporate Governance. Further, Mr. Arun Kumar Singh does not hold any shares in the Company.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. Arun Kumar Singh fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that he is independent of the management. His appointment is accordingly approved and recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders.

The Board of Directors in its meeting held on January 22, 2026 had carried out performance evaluation of all directors individually on the basis of questionnaire circulated, and had rated his performance as satisfactory *(with 97.44% voting in support)* towards his contribution as the member of the Board.

None of the Directors except him, Key Management Personnel, or their relatives, except Mr. Arun Kumar Singh and his relatives, may be considered in any way concerned or interested in this resolution.

The details in terms of Secretarial Standard 2 are annexed herewith as **Annexure 1**.

The members are requested to consider candidature of Mr. Arun Kumar Singh and appoint him as an Independent director of the Company.

Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no. 3 as a Special Resolution by the Members.

Agenda Item no. 4 – Appointment of Mr. Sanjeev Kapur (DIN: 09392712) as Nominee Non-Executive Director nominated by MetLife International Holdings LLC on the Board of the Company

The Articles of Association ("AOA") of the Company vide its Article no. 7.3.1 prescribes a waterfall mechanism containing rights of certain shareholders to nominate directors on the Board based on shareholding. The rights are subject to applicable regulations. Currently, MetLife holds 49.73%, PNB holds 30%, and MPCL holds 17.15% equity stake in the Company.

Consequent upon the foreign shareholding in the Company crossing 49%, Rule 4A(b) of the Indian Insurance Companies (Foreign Investment) Rules, 2015, triggered composition of 50% of the Board to be independent, where the Chairman is non-independent. Instead of increasing the board size, PNB and MetLife had voluntarily agreed to temporarily suspend their right to nominate half of their total number of board members, while Rule 4A(b) remained in force. Such arrangement was designed to automatically cease to apply when Rule 4A(b) ceases to be in force, post which the original directorships under the Articles of Association would be restored. Consequently, MetLife reduced its nominees from 6 to 3, and PNB reduced its nominees from 4 to 2. It was followed by appointment of 4 new independent directors on the Board by June 2025.

Subsequently, with effect from December 30, 2025 through the notification of Indian Insurance Companies (Foreign Investment) Amendment Rules, 2025, the aforementioned Rule 4A(b) was withdrawn. The four independent directors appointed pursuant to above, consequently voluntarily resigned from the Board. Three (3) Independent Directors remained on the Board pursuant to the

prevailing regulatory position under the IRDAI (Corporate Governance for Insurers) Regulations, 2024. Further, the Promoter Shareholders who had reduced their number of nominated directors to enable the Company to comply with the FDI norms with an acceptable board size, shall be entitled to nominate back the directors in accordance with the waterfall mechanism prescribed under the AoA.
Pursuant to the above, the Company has received nomination of Mr. Sanjeev Kapur as one of the three proposed directors from MetLife International Holdings LLC ("MetLife").

Mr. Sanjeev Kapur is presently Chief Marketing Officer, Product Head and AI Lead, MetLife Asia. He is responsible for leading the Marketing, Product and Value management teams across Asia Pacific including Japan. He is also the business lead for managing customer facing digital platforms and has commercial accountability to deliver digital sales, service and engagement outcomes for our Asia business. As an extension of his digital responsibilities, he has been appointed as an AI lead for Asia with commercial responsibility of driving AI benefits across Asia operations. In addition to the Asia responsibilities, he is responsible for scaling the global award winning 360Health solution and digital ecosystems across regions. He is a member of MetLife's Asia Leadership Group as well as the Global Marketing Leadership team. He also serves on several boards of MetLife entities in Asia. He is based in Singapore.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. Sanjeev Kapur fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. His appointment is accordingly approved and recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders.

Based on the disclosures received and available on record, none of the Directors, Key Management Personnel, or their relatives, except Mr. Sanjeev Kapur and his relatives, may be considered as concerned or interested in this resolution.

The details in terms of Secretarial Standard 2 are annexed herewith as **Annexure 1**. Further, Mr. Sanjeev Kapur does not hold any shares in the Company.

The members are requested to consider candidature of Mr. Sanjeev Kapur and appoint him as a Non-executive director of the Company.

Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no. 4 as an Ordinary Resolution by the Members.

Agenda Item no. 5 – Appointment of Mr. Genghui Wu (DIN: 11738678) as Nominee Non-Executive Director nominated by MetLife International Holdings LLC on the Board of the Company

The Articles of Association ("AOA") of the Company vide its Article no 7.3.1 prescribes a waterfall mechanism containing rights of certain shareholders to nominate directors on the Board based on shareholding. The rights are subject to applicable regulations. Currently, MetLife holds 49.73%, PNB holds 30%, and MPCL holds 17.15% equity stake in the Company.

Consequent upon the foreign shareholding in the Company crossing 49%, Rule 4A(b) of the Indian Insurance Companies (Foreign Investment) Rules, 2015, triggered composition of 50% of the Board to be independent, where the Chairman is non-independent. Instead of increasing the board size, PNB and

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MetLife had voluntarily agreed to temporarily suspend their right to nominate half of their total number of board members, while Rule 4A(b) remained in force. Such arrangement was designed to automatically cease to apply when Rule 4A(b) ceases to be in force, post which the original directorships under the Articles of Association would be restored. Consequently, MetLife reduced its nominees from 6 to 3, and PNB reduced its nominees from 4 to 2. It was followed by appointment of 4 new independent directors on the Board by June 2025.

Subsequently, with effect from December 30, 2025 through the notification of Indian Insurance Companies (Foreign Investment) Amendment Rules, 2025, the aforementioned Rule 4A(b) was withdrawn. The four independent directors appointed pursuant to above, consequently voluntarily resigned from the Board. Three (3) Independent Directors remained on the Board pursuant to the prevailing regulatory position under the IRDAI (Corporate Governance for Insurers) Regulations, 2024. Further, the Promoter Shareholders who had reduced their number of nominated directors to enable the Company to comply with the FDI norms with an acceptable board size, shall be entitled to nominate back the directors in accordance with the waterfall mechanism prescribed under the AoA.

Pursuant to the above, the Company has received nomination of Mr. Genghui Wu as one of the three proposed directors from MetLife International Holdings LLC (“MetLife”).

Mr. Genghui Wu is presently Senior Vice President, Chief Actuary – MetLife Asia. He is responsible for all aspects of actuarial responsibilities and performance across all markets in MetLife’s Asia region, overseeing key actuarial practices in pricing, valuation, reinsurance risk management, value reporting, and capital projection. Prior to joining MetLife, Mr. Wu held a number of senior leadership roles at Prudential Financial, including Managing Director of Global Strategic Investments, Group Vice President of Global Actuarial and Financial Audit, Chief Investment Officer for Prudential Life and Annuities Company, and Vice President and Actuary for Prudential International Insurance. Earlier in his career, he also held global actuarial leadership roles at AIG and Sun Life Financial.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. Genghui Wu fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. His appointment is accordingly approved and recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders.

Based on the disclosures received and available on record, none of the Directors, Key Management Personnel, or their relatives, except Mr. Genghui Wu and his relatives, may be considered as concerned or interested in this resolution.

The details in terms of Secretarial Standard 2 are annexed herewith as **Annexure 1**. Further, Mr. Genghui Wu does not hold any shares in the Company.

The members are requested to consider candidature of Mr. Genghui Wu and appoint him as a Non-executive Director of the Company.

Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no. 5 as an Ordinary Resolution by the Members.

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Agenda Item no. 6 – Appointment of Mr. Marc Allen Parich (DIN: 11731165) as Nominee Non-Executive Director nominated by MetLife International Holdings LLC on the Board of the Company

The Articles of Association ("AOA") of the Company vide its article no 7.3.1 prescribes a waterfall mechanism containing rights of certain shareholders to nominate directors on the Board based on shareholding. The rights are subject to applicable regulations. Currently, MetLife holds 49.73%, PNB holds 30%, and MPCL holds 17.15% equity stake in the Company.

Consequent upon the foreign shareholding in the Company crossing 49%, Rule 4A(b) of the Indian Insurance Companies (Foreign Investment) Rules, 2015, triggered composition of 50% of the Board to be independent, where the Chairman is non-independent. Instead of increasing the board size, PNB and MetLife had voluntarily agreed to temporarily suspend their right to nominate half of their total number of board members, while Rule 4A(b) remained in force. Such arrangement was designed to automatically cease to apply when Rule 4A(b) ceases to be in force, post which the original directorships under the Articles of Association would be restored. Consequently, MetLife reduced its nominees from 6 to 3, and PNB reduced its nominees from 4 to 2. It was followed by appointment of 4 new independent directors on the Board by June 2025.

Subsequently, with effect from December 30, 2025 through the notification of Indian Insurance Companies (Foreign Investment) Amendment Rules, 2025, the aforementioned Rule 4A(b) was withdrawn. The four independent directors appointed pursuant to above, consequently voluntarily resigned from the Board. Three (3) Independent Directors remained on the Board pursuant to the prevailing regulatory position under the IRDAI (Corporate Governance for Insurers) Regulations, 2024. Further, the Promoter Shareholders who had reduced their number of nominated directors to enable the Company to comply with the FDI norms with an acceptable board size, shall be entitled to nominate back the directors in accordance with the waterfall mechanism prescribed under the AoA.

Pursuant to the above, the Company has received nomination of Mr. Marc Allen Parich as one of the three proposed directors from MetLife International Holdings LLC ("MetLife").

Mr. Marc Allen Parich is presently Head of Strategy & Head of Government Relations, MetLife Asia. In his strategy role, he helped lead the design and delivery of the region's strategy refresh in 2024, with a focus on identifying new initiatives to drive further growth and value. He is now focused on supporting the successful execution of those initiatives. As head of government relations, Mr. Marc leads a team focused on driving policy advocacy outcomes to grow and protect MetLife's businesses spanning Northeast Asia, South Asia, and Southeast Asia. This includes designing and driving government relations strategies to expand market access for distribution channels and products, and to shape rules to support capital efficiency, solvency, trade and investment.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. Marc Parich fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. His appointment is accordingly approved and recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders.

Based on the disclosures received and available on record, none of the Directors, Key Management Personnel, or their relatives, except Mr. Marc Parich and his relatives, may be considered as concerned or interested in this resolution.

The details in terms of Secretarial Standard 2 are annexed herewith as **Annexure 1**. Further, Mr. Marc Parich does not hold any shares in the Company.

The members are requested to consider candidature of Mr. Marc Parich and appoint him as a Non-executive director of the Company.

Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no. 6 as an Ordinary Resolution by the Members.

Agenda Item no. 7 – Appointment of Mr. K R Kamath (DIN: 01715073) as Punjab National Bank Nominee Non-Executive Director on the Board of the Company

The Articles of Association ("AOA") of the Company vide its Article no. 7.3.1 prescribes a waterfall mechanism containing rights of certain shareholders to nominate directors on the Board based on shareholding. The rights are subject to applicable regulations. Currently, MetLife holds 49.73%, PNB holds 30%, and MPCL holds 17.15% equity stake in the Company.

Consequent upon the foreign shareholding in the Company crossing 49%, Rule 4A(b) of the Indian Insurance Companies (Foreign Investment) Rules, 2015, triggered composition of 50% of the Board to be independent, where the Chairman is non-independent. Instead of increasing the board size, PNB and MetLife had voluntarily agreed to temporarily suspend their right to nominate half of their total number of board members, while Rule 4A(b) remained in force. Such arrangement was designed to automatically cease to apply when Rule 4A(b) ceases to be in force, post which the original directorships under the Articles of Association would be restored. Consequently, MetLife reduced its nominees from 6 to 3, and PNB reduced its nominees from 4 to 2. It was followed by appointment of 4 new independent directors on the Board by June 2025.

Subsequently, with effect from December 30, 2025 through the notification of Indian Insurance Companies (Foreign Investment) Amendment Rules, 2025, the aforementioned Rule 4A(b) was withdrawn. The four independent directors appointed pursuant to above, consequently voluntarily resigned from the Board. Three (3) Independent Directors remained on the Board pursuant to the prevailing regulatory position under the IRDAI (Corporate Governance for Insurers) Regulations, 2024. Further, the Promoter Shareholders who had reduced their number of nominated directors to enable the Company to comply with the FDI norms with an acceptable board size, shall be entitled to nominate back the directors in accordance with the waterfall mechanism prescribed under the AoA.

Pursuant to the above, the Company has received nomination of Mr. K R Kamath as one the two proposed directors from Punjab National Bank ("PNB").

Mr. K R Kamath is the former Chairman & Managing Director of Punjab National Bank (2009-2014). He also served as Chairman of PNB Housing Finance at that time and oversaw the transformation and rapid growth of that business. Prior to his assignment at PNB, Mr. Kamath spent almost 30 years in Corporation Bank, before moving on to Bank of India as Executive Director and then to Allahabad Bank as Chairman & Managing Director. He has also been the Chairman of the Indian Banks Association for two years and has consistently figured in the Top 100 India Inc. Most Powerful CEOs surveyed by Economic Times during 2010-2014. He has also served on the Board of PNB MetLife from August 14, 2013 to October 27, 2014, as a nominee director of PNB. He was also a member of the Governing Councils of Institute of Banking Personnel Selection (IBPS), National Institute of Bank Management (NIBM) and the Board of Governors of Indian Institute of Management (IIM) Lucknow.

He has recently served on the Board of Directors of the Company as an Independent Director from June 02, 2025 until March 31, 2026.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. K R Kamath fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder. His appointment is accordingly approved and recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders.

Based on the disclosures received and available on record, none of the Directors, Key Management Personnel, or their relatives, except Mr. K R Kamath and his relatives, may be considered as concerned or interested in this resolution.

The details in terms of Secretarial Standard 2 are annexed herewith as **Annexure 1**. Further, Mr. K R Kamath does not hold any shares in the Company.

The members are requested to consider candidature of Mr. K R Kamath and appoint him as a Non-executive director of the Company.

Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no. 7 as an Ordinary Resolution by the Members.

Agenda Item no. 8 – Renewal of Company's Directors' and Officers' Liability Insurance Policy

The Company had taken a Directors' & Officers' Indemnity Insurance Policy with M/s. ICICI Lombard General Insurance Company Limited for INR 50 Crore during the previous year, which the Shareholders' approved in their Meeting held on June 27, 2025. The said policy will be due for renewal in August-September 2026, and is being renewed for INR 75 Crore. The management shall renew the insurance as per the best available quote.

Your Board recommends passing of resolution at Item no. 8 as an Ordinary Resolution.

By order of the Board of Directors
For and on behalf of PNB MetLife India Insurance Company Limited

Yagya Turker
Digitally signed by Yagya Turker
Date: 2026.08.28 13:52:33 +05'30'

Yagya Turker
Company Secretary

Place: Mumbai
Date: 28 August 2026

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ATTENDANCE SLIP

25th Annual General Meeting of PNB MetLife India Insurance Company Limited (Corporate Office – 1st Floor, Techniplex-1, Techniplex complex, Off Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062) being held on Wednesday, September 23, 2026, at 3:00 p.m. (IST) through Video Conferencing mode.

Folio No. / DP ID Client ID No.	:
Name of First named Member/Proxy/	:
Authorized Representative	:
Name of Joint Member(s), if any	:
No. of Shares held	:

I/we hereby certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 25th Annual General Meeting of the Company being held on Wednesday, September 23, 2026, at 03:00 p.m. through Video Conferencing mode.

Signature of First holder/Proxy/Authorized Representative: ____________________

Signature of 1st Joint holder ____________________

Signature of 2nd Joint holder ____________________

Note:
(1) Please sign this attendance slip and hand it over at the venue of the meeting.
(2) Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
(3) No duplicate attendance slip will be issued at the meeting hall.

Annexure – 1

Particulars	**Lyndon Oliver**	**Ashish Jawaharlal Bhat**	**Kastity Chongyim Ha**
	DIN: 07561067	**DIN: 08652335**	**DIN: 07499371**
Age	61 Years	50 Years	58 Years
Nationality	USA	Indian	USA
Educational Qualification	MBA, Bachelor of Accounting - University of Alabama	B. Tech- IIT Delhi PGDM- IIM Calcutta	Bachelor of Science in Operations, Research & Economics from Carnegie Mellon University
Professional Experience	Regional President, Asia, MetLife	23+ years of experience in life insurance industry across Europe and Asia. Current role with MetLife Asia Limited as Regional CFO	Insurance, Actuarial, Financial analytics, Analytics, Risk and Compliance
Expertise	Actuarial, Finance, Strategy, Marketing, Leadership positions	Insurance and Finance	Insurance, Actuarial, Financial analytics, Process innovation, Capability enhancement
Terms & Conditions of appointment	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation
Details of remuneration	NA	NA	NA
Remuneration last drawn, if applicable	NA	NA	NA
Date of first appointment on the Board	June 24, 2022	January 04, 2020	December 22, 2022
Date of re-appointment	June 27, 2025	June 27, 2025	June 27, 2025
Shareholding in the Company (%)	NIL	NIL	NIL
Relationship with other Directors, Manager and other KMPs	NIL	NIL	NIL
No. of meetings of the Board attended during the year#	7/7	7/7	7/7
Details of directorship in other Companies $	NIL	NIL	NIL
Membership/ Chairmanship of Committees of other Boards*	NIL	NIL	NIL

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Particulars	**Sudhir Dalal**	**Pheroze Kersasp Mistry**	**M Paramasivam**
	DIN: 11163828	**DIN: 00344590**	**DIN: 08997088**
Age	51 Years	64 Years	59 Years
Nationality	Indian	Indian	Indian
Educational Qualification	MBA	MBA from Cornell University, B.Sc (Civil)	Agriculture graduate, CAIIB
Professional Experience	Working in PNB since 2002, having a total work experience of 27 years in Banking Sector. Worked as Branch Head for 5 years, Circle Head for 5 years, and have vast experience in Banking Operations & Credit. Served as Nominee Director in South Bihar Gramin Bank for 3 years. Presently, looking after Deposit Portfolio and Marketing	Business Management, Pallonji Group of Companies	Banking experience of nearly 35 years with expertise in various capacities such as Branch Head of VLBs, Regional Head and Circle Head of various regional and circle offices
Expertise	Banking Operations & Credit	Business	Branch Banking, Credit, Priority Sector, Forex and Trade Finance, Compliance
Terms & Conditions of appointment	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation
Details of remuneration	NIL	NIL	NA
Remuneration last drawn, if applicable	NIL	NIL	NA
Date of first appointment on the Board	June 24, 2025	April 20, 2001	May 09, 2025
Date of re-appointment	NA	June 27, 2025	NA
Shareholding in the Company (%)	NIL	NIL	NIL
Relationship with other Directors, Manager and other KMPs	NIL	NIL	NIL

No. of meetings of the Board attended during the year#	5/7	7/7	3/7
Details of directorship in other Companies $		1. M Pallonji Shipping Pvt. Ltd. 2. M Pallonji and Company Pvt. Ltd. 3. Pallonji Leasing Pvt. Ltd 4. MP Automotors Pvt. Ltd. 5. Pallonji Investment and Finance Pvt. Ltd. 6. M Pallonji Investment Advisors Pvt. Ltd. 7. Pallonji Industrial Finishers Pvt. Ltd. 8. M. Pallonji Enterprises Pvt. Ltd. 9. Ravson Investments Pvt. Ltd. 10. MP offshore Pvt. Ltd. 11. M. Pallonji logistics Pvt. Ltd. 12. Ohnicio Pvt. Ltd. 13. M Pallonji Shipyard Pvt. Ltd. 14. MJ Biopharm Pvt. Ltd. 15. Fettle Tone LLP 16. Travotel (India) LLP 17. KMP Properties LLP 18. Organic Biosystems LLP 19. Kanji Advisors LLP 20. ADF Foods Ltd. 21. Protec General Insurance Ltd 22. Supermax Shieldwise LLP	1. PSB Alliance Pvt. Ltd. 2. PNB Investment Services Ltd.
Membership/Chairmanship of Committees of other Boards*	NIL	NIL	NIL

Particulars	**Arun Kumar Singh**	**Sanjeev Kapur**	**Genghui Wu**
	DIN: 09498086	**DIN: 09392712**	**DIN: 11738678**
Age	62 Years	52 Years	52 Years
Nationality	Indian	British	USA
Educational Qualification	Graduation, CAIIB, MBA (Finance)	Bachelor of Engineering – Indian Institute of Technology Roorkee; MBA in marketing and finance - XLRI	Master of Science
Professional Experience	Seasoned Central Banker with 35 years of distinguished service at the Reserve Bank of India (RBI), where he most recently served as Chief General Manager-in-Charge & Head of the Enforcement Department	Management roles including P&L, sales, online distribution, marketing, product management over 20+ years	Actuarial, Investment
Expertise	Regulation and supervision of banks and NBFCs, Enforcement, Information Technology and Monetary Policy	Brand growth, product innovation and profitability, customer experience, digital commercialization, and enterprise AI adoption	Actuarial science, product development, business operations, investments, finance, risk management and capital management
Terms & Conditions of appointment	Independent Director	Shareholders representative on the Board, Non-executive Director Liable to retire by rotation	Shareholders representative on the Board, Non-executive Director Liable to retire by rotation
Details of remuneration	NA	NA	NA
Remuneration last drawn, if applicable	NA	NA	NA
Date of first appointment on the Board	June 02, 2025	May 14, 2026	May 24, 2026
Date of re-appointment	July 16, 2026	NA	NA
Shareholding in the Company (%)	NA	NA	NA
Relationship with other Directors, Manager and other KMPs	NIL	NA	NA

No. of meetings of the Board attended during the year#	NA	NA	NA
Details of directorship in other Companies $	1. Bandhan Bank	NA	NA
Membership/Chairmanship of Committees of other Boards*	1. Bandhan Bank – Audit Committee (Member)	NA	NA

Particulars	**Marc Allen Parich**	**K R Kamath**
	DIN: 11731165	**DIN: 01715073**
Age	50 Years	70 Years
Nationality	USA	Indian
Educational Qualifications	Master of Arts, Asia Studies International Economics from John Hopkins University School of Advanced International Studies, Washington, D.C.	B.Com
Professional Experience	Currently is Head of Strategy and Government Relations, Asia at MetLife Asia Ltd.	Distinguished Indian banker whose career spans nearly four decades, marked by transformative leadership across India's major public sector banks. He has held leadership positions in several prominent institutions
Expertise	Government Relations leader with expertise in policy advocacy, regulatory affairs, market access, stakeholder engagement, and international public affairs for multinational organizations	Management adviser, Business mentor
Terms & Conditions of appointment	Shareholders representative on the Board, Non-executive Director Liable to retire by rotation	Shareholders representative on the Board, Non-executive Director Liable to retire by rotation
Details of remuneration	NA	NA
Remuneration last drawn, if applicable	NA	NA
Date of first appointment on the Board	May 20, 2026	May 14, 2026
Date of re-appointment	NA	NA
Shareholding in the Company (%)	NA	NA
Relationship with other Directors, Manager and	NA	NA

other KMPs		
No. of meetings of the Board attended during the year#	NA	NA
Details of directorship in other Companies $	NA	1.New Opportunity Consultancy Pvt. Ltd. 2.Spandana Sphoorty Financial Ltd. 3.Conatus Finserve Pvt. Ltd. 4.Manipal Payment and Identity Solutions Ltd. 5. Niwas Housing Finance Ltd.
Membership/Chairmanship of Committees of other Boards*	NA	1. New Opportunity Consultancy Private Limited – Audit Committee (Member), Nomination & Remuneration Committee (Member) 2. Spandana Sphoorty Financial Ltd. – Stakeholders Relationship Committee (Chairperson), 3. Manipal Payment and Identity Solutions Limited – Audit Committee, Nomination & Remuneration Committee (Chairman)

$ *Includes details of Companies incorporated in India under the Companies Act, 1956/the Companies Act, 2013 and LLPs.*

******* *For the purpose of considering the Committee Memberships and Chairmanships for a Director, the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Grievance Committee of Public Companies only have been considered. The details of "Directorships held in other companies" and "Chairmanship/Memberships of Committees in other companies" are considered on the basis of annual disclosure received from the Directors as on March 31, 2026.*

*Information is provided for the FY 2025-26.*