## PNB METLIFE INDIA INSURANCE COMPANY LIMITED Proxy Activities Details October 2023 to December 2023

Appendix   Absolute   Color   Absolute   Color   Appendix   Appe	Meeting Date	Investee Company Name	Type of Meeting(AGM / EGM / PBL)	Proposal of Management/ Shareholders	Description of the proposal	Management Recommendation	Vote(For/Again st/Abstrain)	vote decision
Application of Minit per (DND 10721849) as the Not Recoulter Principal Director of the Bank with effect from July 78, 2019, liable to retire by a control of the Control of	12 10 2022	ESAF Small Finance Bank	EGM	Management	Alteration of Articles of Association of the Bank	FOR	EOR	Compliant with Law. No
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Bellance industries Limited   Pall	26-10-2023	Reliance Industries Limited	PBL	Management		FOR	FOR	identified.
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Relational industries Limited   Pall   Management   Company, Industries to reflet by rotation   For   For   For   Control	20-10-2023	Renance industries Limited	PBL	ivianagement		FUR	FUR	Appointment is compliant
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Appointment of Mr. Al-Noor Ramij (DN)  O0330855 as a Non-Executive independent Director of the Company for a term of five years commencing from October 12, 2023, to October  Tata Consultancy Services Illimited  PBL  Management Mana					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			Compliant with law. No
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Re-appointment of Ms. Hanne Birgitte Breinbierg Somers (10) Ro803439) as a Non- Executive Independent Director of the Company for the second consecutive term of five years from December 18, 2023, up to December 17, 2023. Mary to the faible to retire by FOR FOR No con- Re-appointment of Mr. Kels Minon Mistry (DIN 00008886) as a Non-Executive Independent Director of the Company for the second consecutive term of five years from December 18, 2023, up to December 17, 2028, and who 00008886) as a Non-Executive Independent Director of the Company for the second consecutive term of five years from December 18, 2023, up to December 17, 2028, and who 00008886) as a Non-Executive Independent Director of the Company for the second consecutive term of five years from December 18, 2023, up to December 17, 2028, and who 0001 not be liable to retire by rotation. FOR FOR concer Propose 16-11-2023 Maruti Suzuki India Limited PBL Management To approve Related Party Transaction. FOR FOR concer To create, offer, issue and allot on a preferential basis, 1,22,25,154 equity shares of the Company having face value of INIS 7, each, at a price of INIS 10,202,857-for greatly share, which is not less than the floor price determined in accordance with Chapter V of the ICOR Regulations (Subscription Shares) (or Regulations (Subscription of 12,84,11,07,500  R	45 44 2222		201			500	500	with law. No concern
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accordance with Chapter V of the ICDR Regulations (Subscription Shares) for consideration other than cash towards payment of the total purchase consideration of INR 12,84.1.1 Crores, payable by the Company to Suzuk Mor Corporation (SMC) (Proposed Allottee), for acquisition of 12,84,11,07,500 equity shares of INR 10/- each, representing 100% paid-up equity capital of Suzuki Motor Gujarat Private Limited (SMG) owned by Proposed Allottee (Purchase Shares). FOR FOR concer Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration. FOR NOT VOTED voted Appointment of Fire, Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or								
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consideration other than cash towards payment of the total purchase consideration of INR 12,84.1. (Crores, payable by the Company to Suzuki Motor Corporation (SMC) (Proposed Allottee), for acquisition of 12,84,11,07,500 equity shares of INR 10/. each, representing 100% paid-up equity capital of Suzuki Motor Gujarat Private Limited (SMG) owned by Proposed Allottee (Purchase Shares).  FOR FOR concern Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration.  Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  O1-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company, and / or by any applicable statutes, rules, regulations or					accordance with Chapter V of the ICDR			
of the total purchase consideration of INR 12,84.1. (Crores, payable by the Company to Suzuki Motor Corporation (SMC) (Proposed Allottee), for acquisition of 12,84.1.1,07,500 equity shares of INR 10/- each, representing 100% paid-du-p equity capital of Suzuki Motor Gujarat Private Limited (SMG) owned by Proposed Allottee (Purchase Shares). FOR FOR concert Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration. FOR NOT VOTED voted  Routine O1-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank. O1-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or					Regulations (Subscription Shares) for			
12,841.1 Crores, payable by the Company to Suzuki Motor Corporation (SMC) (Proposed Allottee), for acquisition of 12,84,11,07,500 equity shares of INR 10/- each, representing 100% paid-up equity capital of Suzuki Motor Gujarat Private Limited (SMG) owned by Proposed Allottee (Purchase Shares).  16-11-2023 Maruti Suzuki India Limited PBL Management Proposed Allottee (Purchase Shares). FOR FOR concern Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration. FOR NOT VOTED voted Appointment of Management Alteration of Articles of Association of the Bank. FOR NOT VOTED voted Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the appointment of by any applicable statutes, rules, regulations or Compliance and the proposed Allottee (Proposed Allottee), for a period of three years or till such earlier date upon withdrawal by the recommending govern.								
Suzuki Motor Corporation (SMC) (Proposed Allottee), for acquisition of 12,84,11,07,500 equity shares of INR 10/- each, representing 100% paid-up equity capital of Suzuki Motor Gujarat Private Limited (SMG) owned by  16-11-2023 Maruti Suzuki India Limited PBL Management Proposed Allottee (Purchase Shares). FOR FOR concert Appointment of Munish Sharda (DIN: 0679606) as a Director and Whole-time Director (designated as Executive Director) of the Bank 01-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank 01-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank. FOR NOT VOTED voted Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or								
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16-11-2023 Maruti Suzuki India Limited PBL Management Proposed Allottee (Purchase Shares). FOR FOR concert Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration. FOR NOT VOTED voted Routing Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank. FOR NOT VOTED voted Routing Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or								compliant with law. No
Appointment of Munish Sharda (DIN: 06796060) as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration.  O1-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  O1-12-2023 Axis Bank Limited PBL Management Alteration of Articles of Association of the Bank.  Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or	16-11-2023	Maruti Suzuki India Limited	PBL	Management	1	FOR	FOR	concern identified.
as a Director and Whole-time Director (designated as Executive Director) of the Bank and payment of remuneration.  FOR NOT VOTED voted  Routing  Routing  Axis Bank Limited  PBL Management Alteration of Articles of Association of the Bank. Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or	16-11-2023							
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Axis Bank Limited  PBL  Management  Alteration of Articles of Association of the Bank.  Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or	01-12-2023	Axis Bank Limited	PBL	Management	and payment of remuneration.	FOR	NOT VOTED	
Appointment of Mr. Rahul Jain (DIN: 07442202) as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or	·							Routine matter so not
as a Director of the Company, liable to retire by rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or	01-12-2023	Axis Bank Limited	PBL	Management		FOR	NOT VOTED	voted
rotation, with effect from 1st January, 2024 for a period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or govern.					1 77		1	
period of three years or till such earlier date upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or govern.				1		1	1	
upon withdrawal by the recommending Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or govern.				1		1	1	
Institution or to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or govern				1	15	1	1	
retirement and as may be determined by the Board of Directors of the Company and / or by Compli any applicable statutes, regulations or govern				1	, ,	1	1	
Board of Directors of the Company and / or by Compliany applicable statutes, rules, regulations or govern				1		1	1	
any applicable statutes, rules, regulations or govern.							1	Compliant with Law. No
				1		1	1	governance concern
21-12-2023   ITC Limited PBL Management   guidelines.   FOR   FOR   identifi	21-12-2023	ITC Limited	PBL	Management		FOR	FOR	identified.
To receive, consider and adopt the Standalone	21-12-2023		-		-		1	
Audited Financial Statements of the Bank for the					1		1	
Financial year ended March 31, 2023, together				1		1	1	
with the schedules and annexures thereto, the				1	1	1	1	
		ESAF Small Finance Bank					1	Compliant with Law. No
	29-12-2023		AGM	Management	1 *	FOR	FOR	concern identified.

				To re-appoint Shri. John Samuel (DIN:	ı		
İ				07725212), who retires by rotation this year, and			
	ESAF Small Finance Bank			being eligible, offered himself for re-			Compliant with Law. No
29-12-2023	Limited	AGM	Management	appointment.	FOR	FOR	concern identified.
27-12-2023	Limited	AGIVI	ivialiagement	арропилени.	TOK	TOK	concern identified.
				Appointment of M/s. Kirtane and Pandit,			
				Chartered Accountants (Firm Registration			
				Number: 105215W/ W100057), as one of the			
				Joint Statutory Auditors of the Bank to hold the			
				office for a period of three financial years, from the conclusion of the 07th Annual General			
				Meeting until the conclusion of the 10th Annual			
				General Meeting of the Bank, subject to the			
				approval of the Reserve Bank of India to be			
İ	ESAF Small Finance Bank			obtained by the Bank for the Financial Year 2024-	1		Compliant with Law. No
29-12-2023	Limited	AGM	Management	25 and Financial Year 2025-26.	FOR	FOR	concern identified.
				Appointment of Shri. Biju Varkkey (DIN:			
				01298281) as Non-Executive Independent	1		
				Director of the Bank, to hold office for a period			
				of three (3) consecutive years with effect from			
	ESAE Secoli Figure - Book						Committee to with Law Ma
29-12-2023	ESAF Small Finance Bank Limited	AGM		August 17, 2023 up to August 16, 2026, whose	FOR	FOR	Compliant with Law. No concern identified.
29-12-2023	Limited	AGIVI	Management	office shall not be liable to retire by rotation.	FUR	FUR	concern identified.
				Appointment of Dr. Joseph Vadakkekara Antony			
				(DIN: 00181554) as the Non-Executive Director			
				of the Bank, to hold office for a period of two (2)			
				consecutive years, with effect from November			
	ESAF Small Finance Bank			18, 2023 up to November 17, 2025, and whose			Compliant with Law. No
29-12-2023	Limited	AGM	Management	office shall be liable to retire by rotation.	FOR	FOR	concern identified.
23-12-2023	Limited	AGIVI	ivialiagement	office shall be hable to retire by rotation.	TOK	TOK	concern identified.
				Revision of Remuneration of Shri. Kadambelil			
İ	ESAF Small Finance Bank			Paul Thomas (DIN: 00199925), Managing			Compliant with Law. No
29-12-2023	Limited	AGM	Management	Director and Chief Executive Officer of the Bank.	FOR	FOR	concern identified.
				Borrowing / raising of funds, by issue of debt			
				securities on a Private Placement basis for an			
	ESAF Small Finance Bank			amount not exceeding in aggregate			Compliant with Law. No
29-12-2023	Limited	AGM	Management	Rs.500,00,00,000/	FOR	FOR	concern identified.
				Ratification and Amendment of ESAF Small	1		
	ESAF Small Finance Bank			Finance Bank Employees Stock Option Plan 2019			Compliant with Law. No
29-12-2023	Limited	AGM	Management	(ESAF ESOP Plan-2019/ ESOP 2019 / the Plan).	FOR	FOR	concern identified.
				Material Related Party Transactions for			
				Acceptance of Deposits in Current / Savings	1		
	ESAF Small Finance Bank			Account or any other similar accounts permitted			Compliant with Law. No
29-12-2023	Limited	AGM	Management	to be opened under applicable laws.	FOR	FOR	concern identified.
	ESAF Small Finance Bank			Material Related Party Transactions in relation to			Compliant with Law. No
20.42.2022		1,514		Material Related Party Transactions in relation to	FOR	FOR	·
29-12-2023	Limited	AGM	Management		FOR	FOR	concern identified.
20.42.2022	ESAF Small Finance Bank	1,514		Related Party Transactions pertaining to	FOR	F65	Compliant with Law. No
29-12-2023	Limited	AGM	Management	payment of Trademark License Fee.	FOR	FOR	concern identified.