

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U66010KA2001PLC028883
Registration Date	11/04/2001
Name of the Company	PNB METLIFE INDIA INSURANCE COMPANY LIMITED
Category / Sub-Category of the Company	Company limited by Shares/ Indian Non-Govt company
Address of the Registered office and contact details	Address: Unit No. 701, 702 & 703, 7th Floor, West Wing Raheja Towers, 26/27 M G Road, Bangalore - 560001, Karnataka Tel: 022 4179 0000 Fax: 022 4179 0203
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Ltd. Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai- 400083. Contact: 022 4918 6000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

ii) Banks/Fl	10,21,89,189	-	10,21,89,189	5.07	61,078,078	-	61,078,078	3.03	(2.04)
iii) Central Govt	-	-	-	-	-	-	-	-	-
iv) State Govt(s)	-	-	-	-	-	-	-	-	-
v) Venture Capital Funds	-	-	-	-	-	-	-	-	-
vi) Insurance Companies	-	-	-	-	-	-	-	-	-
vii) Flls	-	-	-	-	-	-	-	-	-
viii) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
ix) Others (specify) – Alternate Investment Funds	-	-	-	-	41,111,111	-	41,111,111	2.04	2.04
Sub-total (B) (1):-	10,21,89,189	-	10,21,89,189	5.07	10,21,89,189	-	10,21,89,189	5.07	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	35,42,25,142	42,92,54,754	78,34,79,896	38.93	66,16,48,402	-	66,16,48,402	32.88	(6.05)

ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
iii) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	35,42,25,142	42,92,54,754	78,34,79,896	38.93	66,16,48,402	-	66,16,48,402	32.88	(6.05)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	45,64,14,331	42,92,54,754	88,56,69,085	44.00	76,38,37,591	-	76,38,37,591	37.95	(6.05)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total	1,58,36,29,529	42,92,54,754	2,01,28,84,283	100.00	2012884283	-	2012884283	100.00	-

(A+B+C)									
---------	--	--	--	--	--	--	--	--	--

ii) Shareholding of Promoters

SI No.	Shareholders' Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in share holding during the year
		No. Of Shares	% of total Shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of shares pledged/encumbered to total shares	
1.	Punjab National Bank	60,38,65,285	30.00	0.00	60,38,65,285	30.00	0.00	0.00
2.	MetLife International Holding LLC	52,33,49,913	26.00	0.00	64,51,81,407	32.05	0.00	6.05
	Total	1,12,72,15,198	56.00	0.00	1,24,90,46,692	62.05	0.00	6.05

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

SI No.	Particulars	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year (31.03.2019)	
		No. Of shares	% of total shares of the company	No. Of shares	% of total shares of the company
1.	MetLife International Holdings LLC (+)Transfer* – 17.08.2018	52,33,49,913 12,18,31,494	26.00 6.05	 64,51,81,407	 32.05

*Pursuant to approval received from IRDAI and Competition Commission of India, Elpro International Limited and IGE (India) Private Limited sold 26,843,494 and 94,988,000 equity shares respectively to MetLife International Holdings LLC.

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SI No.	Name	No. of Shares at the beginning of the year (01.04.2018)	Date	Increase/Decrease in shareholding	Reason	No. of shares at the end of the year (31.03.2019)	Percentage of total shares of the Company
1.	Elpro International Limited	25,66,33,397	17/08/2018	(2,68,43,494)	Transfer	22,97,89,903	11.42
2.	M Pallonji and Company Private Limited	20,08,35,377	-			20,08,35,377	9.98

3.	M Pallonji Enterprises Private Limited	14,44,04,821	-			14,44,04,821	7.17
4.	IGE (India) Private Limited	17,26,21,357	17/08/2018	(9,49,88,000)	Transfer	7,76,33,357	3.86
5.	The Jammu and Kashmir Bank Limited	10,21,89,189	29/03/2019	(4,11,11,111)*	Transfer	61,078,078	3.03
6.	Oman India Joint Investment Fund II	-	29/03/2019	4,11,11,111*	Transfer	4,11,11,111	2.04
7.	Manimaya Holdings Private Limited	89,84,944	-			89,84,944	0.45

*Pursuant to approval received from IRDAI, The Jammu and Kashmir Bank Limited sold 4,11,11,111 equity shares to Oman India Joint Investment Fund II.

v) Shareholding of Directors and Key Managerial Personnel:

SI No.		Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year (31.03.2019)	
		No. of shares	% of total shares of the company	No. Of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for				

	increase/decrease(e.g. allotment/transfer/bonus/sweat equity etc):	
	At the end of the year (or on the date of separation, if separated during the year)	

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
		Ashish Kumar Srivastava

1.	Gross Salary	
	(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	(a) 35,071,469
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(b) 488,000
	(c) Reimbursement	(c) 90,922
	(d) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	(d) --
2.	Stock Option*	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- Others, specify...	-
5.	Others, please specify (including contribution to PF) - Employer Contribution to PF and NPS	1,104,960
	Total (A)	36,755,351
	Ceiling as per the Act [#]	

[#]The remuneration paid to the MD & CEO is within the limits prescribed under section 197 of the Companies Act, 2013.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		Interim CFO* (Khalid Ahmad)	CFO (Niraj Shah)	Company Secretary (Yagya Turker)	Total
1	Gross Salary				
	(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961	(a) 3,094,304	(a) 13,377,922	(a) 3,532,781	(a) 20,005,007
	(a.2) Reimbursement	(a.2) 0	(a.2) 0	(a.2) 0	(a.2) 0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, (including contribution to PF) - employer contribution to PF and NPS	42,036	1,015,079	144,887	1,202,002
	Total (A)	3,136,340	14,393,001	3,677,668	21,207,009

*Calculated from date of taking over interim CFO position (Feb.15, 2019)

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding imposed fees	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	-	-	NIL	-	-
Punishment	-	-	NIL	-	-
Compounding	-	-	NIL	-	-
D. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	NIL	-	-
Punishment	-	-	NIL	-	-
Compounding	-	-	NIL	-	-

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 10, 2019

Kishore Ponnayolu
Chairman
(DIN: 08226069)