

### **Notice of 25<sup>th</sup> Extra Ordinary General Meeting**

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

**NOTICE** be and is hereby given that the **Twenty-Fifth (25<sup>th</sup>)** Extra-ordinary General Meeting (“EGM”) of PNB MetLife India Insurance Company Limited (the “**Company**”) will be held on Friday, January 06, 2023, at 04:00 pm at Board room, PNB MetLife India Insurance Company Limited, 101, 1<sup>st</sup> floor, Techniplex 1, Techniplex complex, Veer Savarkar flyover, Off S V Road, Goregaon (West), Mumbai 400062 to transact the following Special Business.

#### **AS SPECIAL BUSINESS**

##### **Agenda 1: Amendments to Articles of Association (“AOA”) of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 5, 14 of the Companies Act, 2013 and any other applicable provisions (including statutory modifications or re-enactments thereof, for the time being in force), and Rules framed thereunder, the consent of the Members of the Company, be and is hereby accorded, to alteration of article number 2 and article number 7, in the Articles of Association as below:”

##### **Article number 2 be amended by addition of below definitions:**

**“Debentures”** means the Rs. 400,00,00,000 (Rupees Four Hundred Crore) unsecured, subordinated, listed, rated, redeemable, taxable, non-cumulative, non-convertible debentures.

**“Debenture Event of Default”** means the events of default set out in and determined in accordance with the Debenture Trust Deed in relation to the Debentures.

**“Debenture Holders”** shall mean Debenture Holders defined in the Debenture Trust Deed and represented by the Debenture Trustee.

**“Debenture Trustee”** shall mean IDBI Trusteeship Services Limited and shall include its successors or assigns under the Debenture Trust Deed and subject to the covenants under the Debenture Trust Deed.

**“Debenture Trust Deed”** shall mean the debenture trust deed executed on 25 January 2022 by and between the Company and IDBI Trusteeship Services Limited in relation to the Debentures.

##### **Article number 7 be amended by addition of clause 7.3.2 as below:**

###### **7.3.2 Power to Appoint Nominee Director**

*Without any prejudice to the rights of the shareholders to appoint a nominee director, and subject to Applicable Laws (including any approval of any governmental authority including the IRDAI), the*

*Debenture Trustee and Debenture Holder(s) shall be entitled to appoint a nominee director on the Board of the Company ("Debenture Holder Nominee Director") in accordance with Applicable Laws, in the event of:*

- (i) 2 (two) consecutive Debenture Event of Defaults in payment of interest to the Debenture Holder(s),*
- or*
- (ii) Debenture Event of Default in redemption of the Debentures.*

*The Debenture Holder Nominee Director shall not be liable to retire by rotation and shall not be required to hold any qualification shares. In the event the Debenture Trustee appoints a Debenture Holder Nominee Director pursuant to this clause, the total Board strength shall stand increased to accommodate such appointment."*

**"RESOLVED FURTHER THAT** Mr. Ashish Kumar Srivastava, Managing Director & CEO and Ms. Yagya Turker, Company Secretary & Compliance Officer, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, 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, Bangalore and issuing certified copies of the resolutions."

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

**YAGYA** Digitally signed by  
YAGYA TURKER  
Date: 2022.12.14  
18:12:51 +05'30'

Yagya Turker  
Company Secretary

Place: Mumbai  
Date: December 14, 2022

## **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.
2. Corporate members are requested to send a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed to the Notice.
4. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
5. Members are requested to intimate the change in their address, if any, quoting the Folio No. to the Company.
6. The relevant records and documents connected with the businesses set out in the Notice along with statutory records and registers are available for inspection at the Registered Office of the Company between 11 am and 2 pm on all working days up to the day of the Extraordinary General Meeting, subject to restrictions, if any, and will also be available for inspection during the EGM.
7. Proxy form, Route map and Attendance sheet is annexed to the notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTY-FIFTH (25<sup>TH</sup>) EXTRAORDINARY GENERAL MEETING OF PNB METLIFE INDIA INSURANCE COMPANY LIMITED TO BE HELD ON FRIDAY, JANUARY 06, 2023, AT 04:00 PM AT BOARD ROOM, PNB METLIFE INDIA INSURANCE CO. LTD., 101, 1ST FLOOR, TECHNIPLEX 1, TECHNIPLEX COMPLEX, VEER SAVARKAR FLYOVER, OFF S V ROAD, GOREGAON (W), MUMBAI, MAHARASHTRA 400062**

---

**Agenda Item no 1 – Amendments to Articles of Association (“AOA”) of the Company**

Pursuant to the issuance of unsecured, subordinated, listed, rated, redeemable, taxable, non-cumulative, non-convertible debentures (“Debentures”) by the Company in Jan 2022, to comply with the requirement of SEBI (Debenture Trustee) Regulations, other applicable provisions and the covenants of the Debenture Trust Deed, it is required to amend the Articles of Association of the Company with incorporation of rights of Debenture Trustees and holders to nominate a director on the Board in case of a default in interest payment for two consecutive years or default in redemption of debentures by the Company. The AOA requires amendment prior to the first interest payment to the debentureholders by the Company. In the event, a Debenture Holder Nominee Director is appointed pursuant to this clause, the total Board strength shall stand automatically increased to accommodate such appointment.

A copy of the revised AOA is attached herewith.

None of the Directors, Manager or Key Managerial Personnel or their relatives are interested in above resolution.

Your Board recommends the Resolution at Item no 1 as Special Resolution by the Members.

By order of the Board of Directors

For and on behalf of **PNB MetLife India Insurance Company Limited,**

**YAGYA** Digitally signed  
by YAGYA TURKER  
**TURKER** Date: 2022.12.14  
18:14:18 +05'30'

**Yagya Turker**

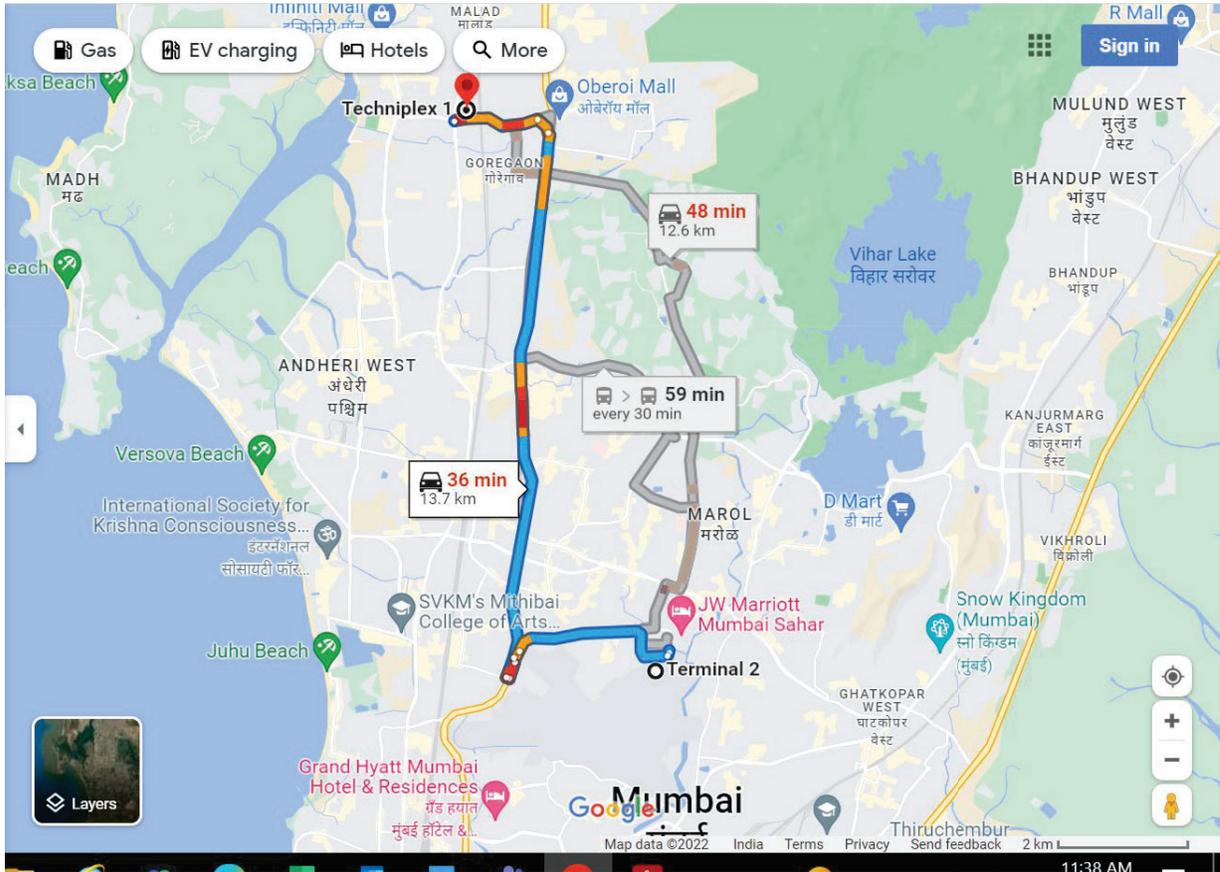
**Company Secretary**

Place: Mumbai

Date: December 14, 2022

## ANNEXURE – ROUTE MAP OF THE VENUE OF THE MEETING

Address: 1<sup>st</sup> floor, Techniplex -1, Techniplex complex, Off Veer Savarkar flyover, Goregaon (West), Mumbai 400062



Registered office address: Unit Nos. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, # 26/27, M. G. Road, Bengaluru - 560 001.  
IRDAI Registration Number: 117, CI No.: U66010KA2001PLC028883, Phone: 080 - 6600 6969  
Fax : 080 - 25585815, Website: [www.pnbmetlife.com](http://www.pnbmetlife.com), Email: [indiaservice@pnbmetlife.co.in](mailto:indiaservice@pnbmetlife.co.in)

Write to us at: Office Unit No. 101, 1st Floor, Techniplex-1, Techniplex Complex, Off Veer Savarkar Flyover, SV Road, Goregaon (West), Mumbai - 400 062. Phone: 022 4179 0000, Fax : 022 - 41790203

**ATTENDANCE SLIP**

25<sup>th</sup> Extraordinary General Meeting of the Company being held on Friday, January 06, 2023, at 04:00pm at Board room, PNB MetLife India Insurance Company Limited, 101, 1<sup>st</sup> floor, Techniplex 1, Techniplex complex, Veer Savarkar flyover, Off S V Road, Goregaon (West), Mumbai 400062

Folio No. / DP ID Client ID No. :  
Name of First named Member/Proxy/ :  
Authorised 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 25<sup>th</sup> Extraordinary General Meeting of the Company being held on Friday, January 06, 2023, at 04:00pm at Board room, PNB MetLife India Insurance Company Limited, 101, 1<sup>st</sup> floor, Techniplex 1, Techniplex complex, Veer Savarkar flyover, Off S V Road, Goregaon (West), Mumbai 400062

Signature of First holder/Proxy/Authorised Representative

Signature of 1<sup>st</sup> Joint holder

Signature of 2<sup>nd</sup> 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.

**PNB METLIFE INDIA INSURANCE COMPANY LIMITED**

**Regd Off: Unit No. 701, 702 & 703, 7<sup>th</sup> Floor, West Wing, Raheja Towers, 26/27 M G Road, Bangalore – 560001**

**FORM NO. MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U66010KA2001PLC028883**

Name of the Company: **PNB MetLife India Insurance Co. Ltd.**

Registered Office: **Unit No. 701, 702 & 703, 7<sup>th</sup> Floor, West Wing, Raheja Towers, 26/27 M G Road, Bangalore – 560001**

Corporate Office: **Unit no. 101, 1<sup>st</sup> Floor, Techniplex -1, Techniplex complex, Goregaon (West), Mumbai 400062**

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID DP. ID :

I/We, being the Member(s), holding \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name:.....

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Friday, January 06, 2022, and at any adjournment thereof in respect of such resolutions as are indicated below:

Signature of shareholder

Signature of Proxy holder(s)

Affix revenue stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.