

September 15, 2023

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

Dear Sir/Madam,

**Sub: Intimation pursuant to Reg. 51 (1) read with Part B of Schedule III of the SEBI (LODR) Regulation 2015 – Proceedings of Twenty-Second (22<sup>nd</sup>) Annual General meeting of the Company for the FY ended March 31, 2023**

We wish to inform you that the 22<sup>nd</sup> Annual General meeting of the Members of the Company was held on Thursday, September 14, 2023, through Video conferencing or other Audio-visual means in compliance with the applicable circulars issued by the Ministry of Corporate Affairs.

Seven shareholders were present for the meeting and passed the proposed resolutions unanimously.

Further, pursuant to the provisions Part B of Schedule III of the SEBI (LODR) Regulation 2015, please find enclosed the proceedings of Twenty-Second (22<sup>nd</sup>) Annual General meeting of the Company for the FY ended March 31, 2023.

Request you to kindly take the above submission on record.

Thanking you,

Yours faithfully  
**For PNB MetLife India Insurance Company Limited**

**Yagya Turker**  
**Company Secretary**  
**Place: Mumbai**

**Encl.: Proceedings of 22<sup>nd</sup> Annual General meeting**

**Transcript of 22<sup>nd</sup> Annual General Meeting of PNB MetLife India Insurance Company Limited held on September 14, 2023, at 03:00 p.m. and concluded at 03:30 p.m. through Video Conference facility.**

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The 22<sup>nd</sup> Annual General Meeting was convened through video conferencing facility in line with General Circular nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard the latest being 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, and other applicable provisions under the Companies Act.

Welcome address

Ms. Yagya Turker, Company Secretary, welcomed the Members, Directors and the representative of Statutory Auditor to the 22<sup>nd</sup> Annual General Meeting of the Company. The meeting link was opened for participation 15 minutes ahead of the scheduled time for the meeting and closed 15 minutes after the conclusion of proceedings of the meeting. The Directors and Members present confirmed that they were able to clearly communicate with each other. It was noted that the Chairman of the Board expressed his inability to attend the meeting.

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

In line with the applicable provisions, Mr. Ashish Kumar Srivastava was unanimously elected as the Chairman of the meeting by the shareholders present.

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

The Company Secretary further informed that the AGM notice along with Annual Report for the FY 2022-23 was circulated at 21 clear days' notice to the Members. It was further informed that one of the joint Statutory auditor and Secretarial auditor informed about their unavailability for the meeting. It was further confirmed that no other person, other than the authorized persons who had identified themselves at the meeting, had access to the meeting proceedings.

The Chairman welcomed all the shareholders and their authorized representatives at the AGM and informed that in compliance with the General Circulars as notified above, the meeting was being held through Audio Visual mode. He then began with the proceedings.

On behalf of the Chairman, the Company Secretary welcomed the Directors, members, representative of statutory auditor and other invitees present to the Annual General Meeting. The members noted that the Statutory Registers and other relevant documents of the Company as prescribed under the Act, were being presented at the meeting and were separately available for inspection through digital means as per the statutory provisions. She also informed that Ms. Kavita Venugopal, the Chairperson of the Audit Committee and Ms. Padma Chandrasekaran, the Chairperson of the Nomination & Remuneration Committee were present at the meeting to answer the queries of the shareholders, if any.

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

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

1. First Item of the Notice was put to vote as an Ordinary Resolution i.e. Adoption of Financial Statements for the financial year ended March 31, 2023 along with reports of the Board of Directors and Statutory Auditors.

With the consent of the Members, the Audit report along with Financial Statements were taken as read.

Mr. Ashish Srivastava representing MetLife International Holdings LLC ('MetLife') proposed and Shri Rajeev Kamal representing Punjab National Bank ("PNB") seconded the resolution. The resolution was put to vote by show of hands and was passed unanimously.

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

a) Mr. Lyndon Oliver

Mr. Ashish Kumar Srivastava representing MetLife proposed and Shri Rajeev Kamal representing PNB and Ms. Parita Ashar representing Oman India Joint Investment Fund II ("OIJIF") seconded the resolution.

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

b) Mr. Ashish Bhat

Mr. Pheroze Mistry representing M. Pallonji & Co. Pvt. Ltd. and M. Pallonji & Enterprises Pvt. Ltd. ("MPCL & MPEL") proposed and Shri Rajeev Kamal representing PNB seconded the resolution.

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

c) Mr. Sanjeev Kapur

Ms. Parita Ashar representing OIIF-proposed and Mr. Rushabh Ajmera representing Elpro International Limited ("Elpro") seconded the resolution.

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

d) Mr. Atul Kumar Goel

Mr. Pheroze Mistry representing MPCL & MPEL proposed and Mr. Rajeev Kamal representing PNB seconded the resolution.

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

e) Mr. Thallapaka Venkateswara Rao

Mr. Syed Shafat Hussain Rufai representing Jammu & Kashmir Bank Limited ("JKB") proposed and Mr. Rushabh Ajmera representing Elpro seconded the resolution.

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

f) Mr. Arvind Kumar Jain

Mr. Ashish Kumar Srivastava representing MetLife proposed and Shri Rajeev Kamal representing PNB and Ms. Parita Ashar representing OIIF seconded the resolution.

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

g) Mr. Pheroze Mistry

Mr. Rajeev Kamal representing PNB proposed and Ms. Parita Ashar representing OIIF seconded the resolution.

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

h) Mr. Erach Kotwal

Mr. Ashish Kumar Srivastava representing MetLife proposed and Shri Rajeev Kamal representing PNB and Ms. Parita Ashar representing OIJIF seconded the resolution.

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

3. Third item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Pawan Singh Verma (DIN:09763118) as a Nominee Director representing MetLife International Holdings LLC.

Mr. Pheroze Mistry representing MPCL & MPEL proposed and Shri Rajeev Kamal representing PNB seconded the resolution.

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

4. Fourth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Ms. Kastity Chong Yim Ha (DIN: 07499371) as a Nominee Director representing MetLife International Holdings LLC.

Mr. Rushabh Ajmera representing Elpro proposed and Shri Rajeev Kamal representing PNB seconded the resolution.

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

5. Fifth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Derwyn Thomas (DIN:10063198), as a Nominee Director representing MetLife International Holdings LLC.

Ms. Parita Ashar representing OIJIF proposed and Shri Rajeev Kamal representing PNB seconded the resolution.

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

6. Sixth item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Mr. Binod Kumar (DIN:07361689), as a Nominee Director representing Punjab National Bank.

Mr. Pheroze Mistry representing MPCL & MPEL proposed and Shri Rajeev Kamal representing PNB and Ms. Parita Ashar representing OIJIF seconded the resolution.

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

7. Seventh item of Notice was put to vote as an Ordinary Resolution i.e. Appointment of Ms. Kavita Venugopal (DIN:07551521), as an Independent Director of the Company.

Mr. Ashish Kumar Srivastava representing MetLife proposed and Shri Rajeev Kamal representing PNB seconded the resolution.

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

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

Mr. Ashish Kumar Srivastava representing MetLife proposed and Mr. Pheroze Mistry representing MPCL & MPEL seconded the resolution.

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

#### **Vote of Thanks**

There being no other business to transact at the meeting, the meeting concluded at 03:30p.m. with a vote of thanks to the chair.