

**Transcript of 20<sup>th</sup> Annual General Meeting of PNB MetLife India Insurance Company Limited held on September 06, 2021 at 12:00 p.m. through Video conference facility**

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The 20<sup>th</sup> Annual General Meeting had been convened through video conferencing facility in line with general circular no. 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs

Welcome address

Ms. Yagya Turker, Company Secretary, welcomed the Shareholders, Directors and Auditors to the 20<sup>th</sup> Annual General Meeting of the Company. The meeting link was opened for participation 20 minutes ahead of the scheduled time for the meeting. The Directors and Members present confirmed that they were able to clearly communicate with each other.

Mr. Ashish Kumar Srivastava, Managing Director & CEO was unanimously elected as the Chairman of the meeting by the shareholders present.

Ms. Yagya Turker confirmed the presence of quorum for the Meeting and the Meeting was duly convened. She called out the names and location of participation of all participants of the meeting obtained from them in advance of the meeting, and the participants identified themselves by raising their hand.

The Chairman welcomed all the shareholders and their authorized representatives at the AGM and began the proceedings.

The Chairman welcomed the Directors, members, auditors 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 circulated via Email to shareholders for their inspection, were being presented at the meeting and were separately available for inspection through digital means as per the statutory provisions. He also informed that Mr. Sunil Gulati, the Chairman of Audit Committee and Nomination & Remuneration Committee was present at the meeting for answering queries of the shareholders, if any.

With the Consent of the members present, the notice convening the meeting was taken as read.

Thereafter he 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, 2021 along with reports of the Board of Directors and Statutory Auditors

Ms. Parita Ashar representing Oman India Joint Investment Fund II ('OIJIF') proposed and Mr. Ashish Kumar Srivastava representing MetLife International Holdings LLC ('MetLife') 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

a) Kishore Ponnayolu

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

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

b) Ashish Bhat

Mr. Ketan Thaker representing M. Pallonji & Co. Pvt. Ltd. and M. Pallonji & Enterprises Pvt. Ltd. ('MPCL & MPEL') proposed and Ms. Parita Ashar representing OIJIF seconded the resolution.

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

c) Mr. CH S. S. Mallikarjuna Rao

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

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

d) Thallapaka Venkateswara Rao

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

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

e) Arvind Kumar Jain

Mr. Narjay Gupta representing JKB proposed and Ms. Parita Ashar representing OIJIF seconded the resolution.

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

f) Pheroze Mistry

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

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

g) Surbhit Dabriwala

Mr. Ashish Kumar Srivastava representing MetLife proposed and Ms. Parita Ashar representing OIJIF seconded the resolution:

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

h) Erach Kotwal

Mr. Ashish Kumar Srivastava representing MetLife proposed 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. Atinder Jit Singh (DIN: 08900694) as a Nominee Director representing MetLife International Holdings LLC

Ms. Parita Ashar representing OIJIF proposed and Ashish Kumar Srivastava representing MetLife 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 Mr. Sanjay Kumar (DIN: 06741352) as a Nominee Director representing MetLife International Holdings LLC

Mr. Ashish Kumar Srivastava representing MetLife proposed and Mr. Ketan Thaker representing MPCL & MPEL 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 a Special Resolution i.e. Appointment of Ms. Sonu Bhasin (DIN: 02872234) as an Independent Director on the Board

Mr. Ashish Kumar Srivastava representing MetLife proposed and Mr. Narjay Gupta representing JKB 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 Ms. Padma Chandrasekaran (DIN 06609477), as an Independent Director on the Board

Ms. Parita Ashar representing OIJIF proposed and Mr. Ashish Kumar Srivastava representing MetLife 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 a Special Resolution i.e. Appointment of Mr. Neeraj Swaroop (DIN 00061170) as an Additional Independent Director of the Company from October 10, 2020 to May 31, 2021

Ms. Parita Ashar representing OIJIF proposed and Mr. Ashish Kumar Srivastava representing MetLife 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. Appointment of Mrs. Ranjana Agarwal (DIN 03340032), as an Additional Independent Director of the Company from September 23, 2020 to May 31, 2021

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

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

9. Ninth item of Notice was put to vote as an Ordinary Resolution i.e. Renewal of Company's Directors' and Officers' Liability Insurance Policy

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

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

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### **Vote of Thanks**

There being no other business to transact at the meeting, the meeting concluded at 12.30 p.m. with a vote of thanks to the chair.

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