

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[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: 080 6600 6969 / 022 4179 0000
	Fax: 080 2558 5815 / 022 4179 0203
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and	Link Intime India Pvt Ltd.
Transfer Agent, if any	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:

SI. No.	Name and Description of main products / services	NIC code of the Product/ service	% to total turnover of the company		
1	Life Insurance	6511	100%		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NA

SI. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)					
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
(a) Individual/ HUF	-	-	-	-	-	-	-	-	-	
(b) Central Govt	-	-	-	-	-	-	-	-	-	
(c) State Govt(s)	-	-	-	-	-	-	-	-	-	
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-	
(e) Banks/Fl	60,38,65,285	-	60,38,65,285	30.00	60,38,65,285	-	60,38,65,285	30.00	-	
(f) Any Other	-	-	-	-	-	-	-	-	-	
Sub-Total(A)(1)	60,38,65,285	-	60,38,65,285	30.00	60,38,65,285	-	60,38,65,285	30.00	-	
(2) Foreign										
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-	
(b) Other-Individuals	-	-	-	-	-	-	-	-	-	
(c) Bodies Corp.	64,51,81,407	-	64,51,81,407	32.05	64,51,81,407	-	64,51,81,407	32.05	-	
(d) Banks/FI	-	-	-	-	-	-	-	-	-	
(e) Any Other	-	-	-	-	-	-	-	-	-	
Sub-total(A) (2)	64,51,81,407	-	64,51,81,407	32.05	64,51,81,407	-	64,51,81,407	32.05	-	
Total shareholding of Promoter (A) = $(A)(1)+(A)(2)$	1,24,90,46,692	-	1,24,90,46,692	62.05	1,24,90,46,692	-	1,24,90,46,692	62.05	-	
B. Public Shareholding										
1. Institutions										
i) Mutual Funds	-	-	-	-	-	-	-	-	-	

🖳 pnb MetLife

Category of Shareholders	at the begi		hares held the year (01.04	.2019)		No. of Shares held at the end of the year (31.03.2020)					
	Demat	Physical			Demat	Physical		% of Total Shares			
ii) Banks/Fl	61,078,078	-	61,078,078	3.03	61,078,078	-	61,078,078	3.03	-		
iii) Central Govt	-	-	-	-	-	-	-	-	-		
iv) State Govt(s)	-	-	-	-	-	-	-	-	-		
v) Venture Capital Funds	-	-	-	-	-	-	-	-	-		
vi) Insurance Companies	-	-	-	-	-	-	-	-	-		
vii) FIIs	-	-	-	-	-	-	-	-	-		
viii)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-		
ix) Others (specify) – Alternate Investment Funds	41,111,111	-	41,111,111	2.04	41,111,111	-	41,111,111	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	66,16,48,402	-	66,16,48,402	32.88	66,16,48,402	-	66,16,48,402	32.88	-		
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):-	66,16,48,402	-	66,16,48,402	32.88	66,16,48,402	-	66,16,48,402	32.88	-		
Total Public Shareholding (B)=(B) (1)+ (B)(2)	76,38,37,591	-	76,38,37,591	37.95	76,38,37,591	-	76,38,37,591	37.95	-		
c) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-		
Grand Total (A+B+C)	2,01,28,84,283	-	2,01,28,84,283	100.00	2,01,28,84,283	-	2,01,28,84,283	100.00	-		

ii) Shareholding of Promoters

SI No.	Shareholders' Name	Shareholding at the beginning of the year (01.04.2019)			at the end	% change in share holding		
		No. of Shares	% of total Shares of the Company			% of total Shares of the Company		during the year
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	64,51,81,407	32.05	0.00	64,51,81,407	32.05	0.00	0.00
	Total	1,24,90,46,692	62.05	0.00	1,24,90,46,692	62.05	0.00	0.00

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

SI No.	Particulars Shareholding at the beginning of the year (01.04.2				Shareholding ar (31.03.2020)
		No. Of shares % of total shares of the company		No. Of shares	% of total shares of the company



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 (01.04.2019)		Increase/ Decrease in shareholding	Reason	No. of shares at the end of the year (31.03.2020)	
1.	Elpro International Limited	22,97,89,903	-	-	-	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	7,76,33,357	-	-	-	7,76,33,357	3.86
5.	The Jammu and Kashmir Bank Limited	61,078,078	-	-	-	61,078,078	3.03
6.	Oman India Joint Investment Fund II	4,11,11,111	-	-	-	4,11,11,111	2.04
7.	Read & Rite Marketing Private Limited	0	05/10/2019	72,84,944*	Transfer	72,84,944	0.37
8.	Manimaya Holdings Private Limited	89,84,944	05/10/2019	(72,84,944)*	Transfer	17,00,000	0.08

*Pursuant to approval received from Board of Directors, Manimaya Holdings Private Limited has transferred 72,84,944 equity shares to its affiliate 'Read & Rite Marketing Private Limited'.

v) Shareholding of Directors and Key Managerial Personnel:

SI. No.	For Each of Directors and KMP		t the beginning (01.04.2019)	Cumulative Shareholding during the year (31.03.2020)				
		No. of shares	% of total shares of the company	No. Of shares	% of total shares of the company			
	At the beginning of the year							
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment/transfer/bonus/sweat equity etc):	-	Ν	NIL				
	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:

		(Figures in Rs.)
SI.	Particulars of Remuneration	Name of MD/WTD/Manager
No.		Ashish Kumar Srivastava
1.	Gross Salary	5,09,17,344
	 (a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Reimbursement (d) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 	5,01,76,159 5,61,185 1,38,195 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	
	- Others, please specify	
5.	Others, please specify (including contribution to PF) - Employer Contribution to PF and NPS	12,52,704
	Total (A)	5,21,28,243
	Ceiling as per the Act	Refer note below#

#The remuneration of MD & CEO is governed by the provisions of the Insurance Act, 1938 and the same is in line with approval of Insurance Regulatory and Development Authority of India (IRDAI) under the said Insurance Act.

B. Remuneration to other directors:

								(F	igures in Rs.)
SI. No.	Particulars of Remuneration	Name of Director							
1.	Independent Directors	Dr. Archana Hingorani	Ms. Anisha Motwani*	Mr. Neeraj Swaroop	Mr. Abhaya Prasad Hota*	Mr. Nitin Chopra*	Ms. Sonu Bhasin*	Mr. Sunil Gulati*	Mr. Joginder Pal Dua*
	• Fee for attending board / committee meetings	10,75,000	10,00,000	12,50,000	4,25,000	4,50,000	4,50,000	3,50,000	4,50,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	10,75,000	10,00,000	12,50,000	4,25,000	4,50,000	4,50,000	3,50,000	4,50,000
2.	Other Non-Executive Directors#								
	• Fee for attending board / committee meetings	-	-	-	-	-	-	-	
	Commission								
	Others, please specify								
	Total (2)	-	-	-	-	-	-	-	
	Total (B)=(1+2)	10,75,000	10,00,000	12,50,000	4,25,000	4,50,000	4,50,000	3,50,000	4,50,000
	Total Managerial Remuneration	_	-	-	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	-

*Ceased to be the Directors of the Company.

During the FY 2019-20, No sitting fees is paid to Non-Executive Directors of the Company.



C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

	y Managerial Personnel	Ke	Particulars of Remuneration		
Total	Company Secretary (Yagya Turker)	CFO (Khalid Ahmad)		No	
			Gross Salary	1	
1,51,93,230	a) 34,77,333	a) 1,16,88,302 a.2) 27,595	(a) Salary as per provision contained in section 17(1) of the Income-tax Act, 1961 (a.2) Reimbursement		
69,424	27,419	42,005	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
		-	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
		-	Stock Option	2	
		-	Sweat Equity	3	
		-	Commission	4	
		-	- as % of profit		
		-	- others, specify		
5,85,373	1,66,693	4,18,680	Others, (including contribution to PF) - Employer contribution to PF and NPS	5	
1,58,48,027	36,71,445	1,21,76,582	Total (A)		

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Тур	e	Section of the	Brief Description	Details of Penalty	Authority [RD/	Appeal made, if
	Co	Companies Act	/ Punishment/	NCLT/	any (give Details)	
				Compounding	COURT]	
				fees imposed		
Α.	COMPANY					
	Penalty	-	-	NIL	-	-
	Punishment	-	-	NIL	-	-
	Compounding	-	-	NIL	-	-
В.	DIRECTORS					
	Penalty	-	-	NIL	-	-
	Punishment	-	-	NIL	-	-
	Compounding	-	-	NIL	-	-
С.	OTHER OFFICERS IN DEFAULT					
	Penalty	-	-	NIL	-	-
	Punishment	-	-	NIL	-	-
	Compounding	-	-	NIL	-	-

For and on behalf of the Board of Directors

Kishore Ponnavolu

Chairman (DIN: 08226069)

Place: Mumbai Date: May 26, 2020