

Notice of 24th 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-Fourth (24th)** Extra Ordinary General Meeting (“EGM”) of PNB MetLife India Insurance Company Limited (the “**Company**”) will be held on Monday, January 31, 2022, at 03:30 pm through Video Conferencing facility (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following Special Business. This Notice is a shorter notice and is given pursuant to Section 101(1) of the Companies Act, 2013.

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 addition/alteration of clause no. 2, 7.2, 7.3 and 7.13 of the Articles of Association as annexed to the notice of extra ordinary general meeting as **Annexure 1.**”

“**RESOLVED FURTHER THAT** Mr. Agnipushp Singh, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters 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**

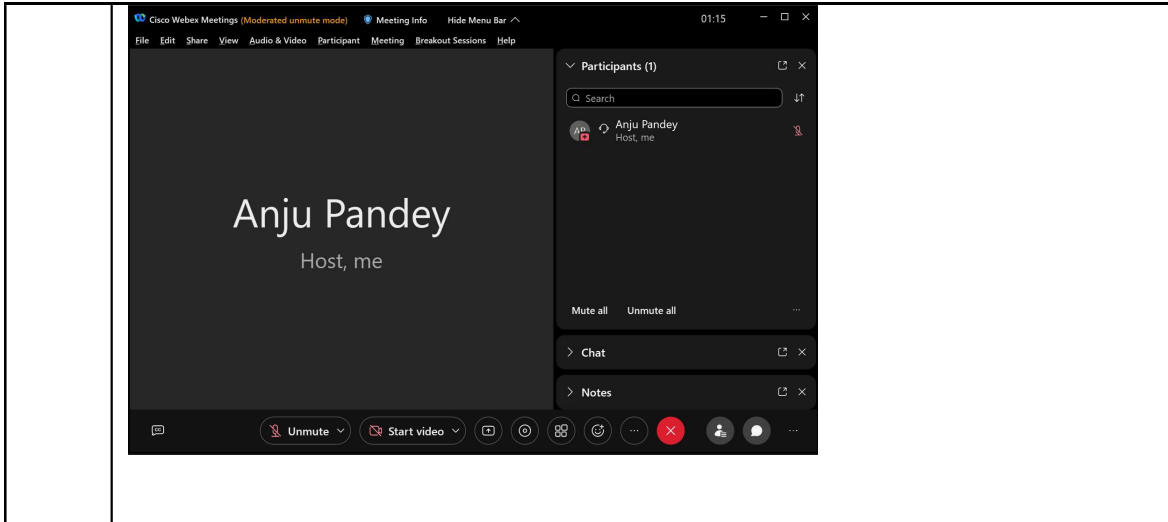
Yagya Turker
Company Secretary

Place: Mumbai
Date: January 25, 2022

NOTES

1. In view of the ongoing COVID-19 pandemic and pursuant to the General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and 20/2021 dated 08.12.2021 issued by the Ministry of Corporate Affairs, Government of India (Collectively referred to as “MCA Circulars”) and in compliance with the provisions of Companies Act, 2013 (the “Act”) this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) (hereinafter referred to as “electronic means”) i.e. without the physical presence of the members at a common venue, the notice is being sent through electronic mode. The deemed venue for the EGM shall be the Registered Office of the Company.
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 are requested to intimate the change in their address, if any, quoting the Folio No. to the Company.
5. Consent for shorter notice pursuant to Section 101(1) of the Companies Act, 2013 is enclosed hereto. The members of the Company are requested to submit the same at the Registered Office of the Company prior to the scheduled time for commencement of the Extra Ordinary General Meeting.
6. The relevant records and documents connected with the businesses set out in the Notice 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 Extra Ordinary General Meeting, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic and will also be available for inspection during the EGM.
7. Steps/Instructions for Participating the Meeting Through VC

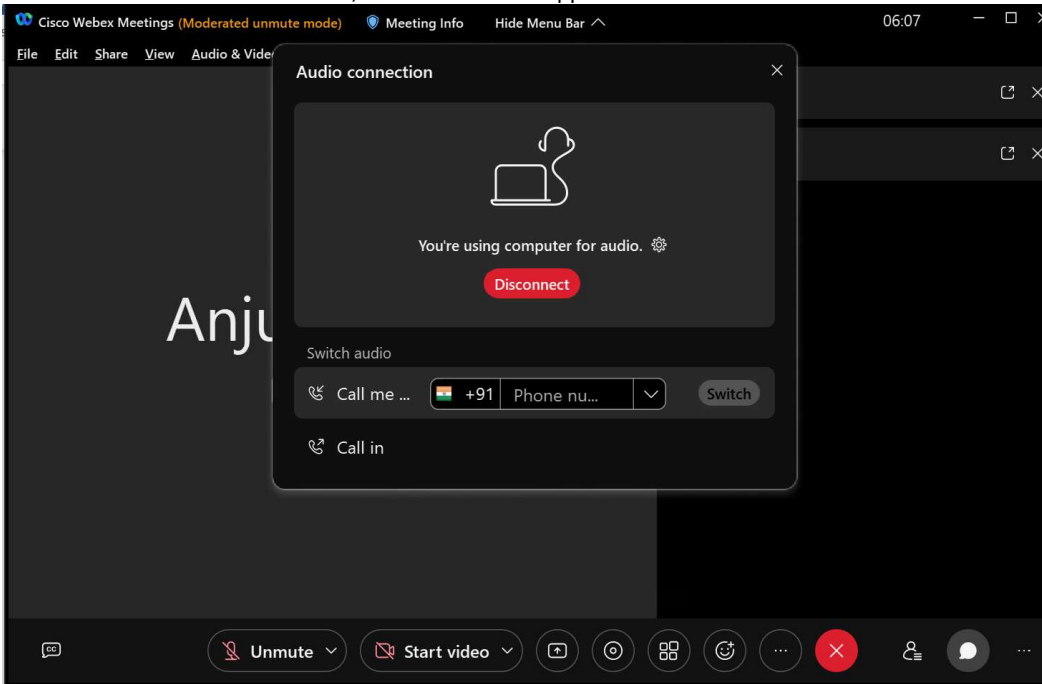
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|---------------|---|
| Step 1 | Access the VC meeting by clicking on below link https://pnbmetlife.webex.com/pnbmetlife/j.php?MTID=m90246a00f917594de8bfb4a6ea548548 <i>Note: If you are not able to access the above link from this document, request you to please copy this link and paste it in the browser.</i> |
| Step 2 | <ul style="list-style-type: none">• Once you have joined the meeting, WebEx screen will appear• Scroll down on the screen, multiple icon will appear (screenshot as below for ready reference) |



Step 3

Uses of Icons are as below;
 1st tab is for Mute/Unmute option
 2nd tab is for Video on/off
 3rd tab is for sharing the content
 4th tab - not to be used by the members
 5th tab – not to be used by the members
 6th tab – sharing the reactions
 7th tab - More options – If you are facing Audio issues from the WebEx please use this option for Audio call on your mobile number. Steps to be followed:

- a. Go to more option (...)
- b. Go to Audit Connection, below screen will appear



- c. Mention your country code and mobile number
- d. Click on Switch
- e. You will receive call your provided mobile number

7th tab - (X) for Leave Meeting

| | |
|---------------|---|
| | 8 th tab – to view the list of participants 9 th tab – chat option |
| Step 4 | Other instructions/guidelines for members participating through VC <ul style="list-style-type: none">• Members are requested to ensure that the cell phones/other devices are kept on silent mode during the course of meeting.• Members to keep their video mode on so as to be visible to everyone.• Members when not discussing on agenda are requested to keep themselves on mute mode.• Please note that members connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended/advised to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches |

- B. The facility for joining the meeting through above mentioned link will be open 15 minutes before the time scheduled for the start of the meeting.
- C. Attendance of the members through VC shall be counted for purpose of quorum.
- D. Member by show of hands shall cast vote separately on each of the resolution as specified in the notice.
- E. In case if any of the member need any technical assistance for participating in the meeting using link or has any issue in participation can contact Mr. Rakesh Singh on 9326569199 and rakesh.khushal-singh@pnbmetlife.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTY-FOURTH (24TH) EXTRA ORDINARY GENERAL MEETING OF PNB METLIFE INDIA INSURANCE COMPANY LIMITED TO BE HELD ON MONDAY, JANUARY 31, 2022, AT 3:30 PM THROUGH VIDEO CONFERENCING FACILITY (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”)

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

The current Articles of Association of the Company is drawn in line with the IRDAI Guidelines on “Indian Owned and Controlled” (“IOC Guidelines”) dated October 19, 2015. In order to comply with Indian Insurance Companies (Foreign Investment) amendment rules, 2021, and withdrawal of the IOC Guidelines, certain changes pertaining to the Board structure and quorum requirements for Board meetings are being proposed in Article 7 of the AOA. Change in Article 2 is a minor update in the definition.

A copy of the revised AOA highlighting changes in marked up version is attached herewith for perusal of the Board as **Annexure 1**.

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 a Special Resolution by the Members.

By order of the Board of Directors

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

Yagya Turker

Company Secretary

Place: Mumbai

Date: January 25, 2022

THE COMPANIES ACT, 2013

**Consent of shareholder for shorter
notice**

[Pursuant to section 101(1)]

To:
The Board of Directors
PNB MetLife India Insurance Company
Limited, Unit No. 701, 702 & 703, 7th Floor,
West Wing, Raheja Towers, 26/27
M G Road, Bangalore – 560001

We _____ having its registered office at
_____ holding _____ equity shares of Rs. 10/-
each in PNB MetLife India Insurance Co. Ltd. (“the Company”) in our own name hereby give
consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the 24th Extra Ordinary
General Meeting of the Company on Monday, January 31, 2022 at a shorter notice.

For _____

Name:
Date: January ____, 2022

ATTENDANCE SLIP

24th Extra Ordinary General Meeting of PNB MetLife India Insurance Company Limited, (Corporate office - 1st Floor, Techniplex-1, Techniplex Complex, Off Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062) being held on Monday, January 31, 2022, at 03:00 pm through Video Conferencing mode.

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 24th Extra Ordinary General Meeting of the Company being held on Monday, January 31, 2022, at 03:00 pm at PNB MetLife India Insurance Company Limited, Board Room, 1st Floor, Techniplex-1, Techniplex Complex, Off Veer Savarkar Flyover, Goregaon (West), Mumbai – 400062 / through Video Conferencing mode.

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd 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
Unit No. 701, 702 & 703, 7th 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, 7th Floor, West Wing, Raheja Towers, 26/27 M G Road, Bangalore – 560001**

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 24th Extra Ordinary General Meeting of the company, to be held on Monday, January 31, 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 Annual General Meeting.