

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U66010DL2007PLC248825

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCC1881F

(ii) (a) Name of the company

CANARA HSBC LIFE INSURANC

(b) Registered office address

Unit No. 208, 2nd Floor,
Kanchenjunga Building, 18 Barakhamba Road,
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

vatsala.sameer@canarahsbclife

(d) *Telephone number with STD code

01244535500

(e) Website

www.canarahsbclife.com

(iii) Date of Incorporation

25/09/2007

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital



Yes



No

(vi) *Whether shares listed on recognized Stock Exchange(s)



Yes



No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 02/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | K | Financial and insurance Service | K3 | Life/Non-life Insurance and Reinsurance activities | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|--|------------------|
| 1 | Canara Bank | | Holding | 51 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 1,200,000,000 | 950,000,000 | 950,000,000 | 950,000,000 |
| Total amount of equity shares (in Rupees) | 12,000,000,000 | 9,500,000,000 | 9,500,000,000 | 9,500,000,000 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of equity shares | 1,200,000,000 | 950,000,000 | 950,000,000 | 950,000,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 12,000,000,000 | 9,500,000,000 | 9,500,000,000 | 9,500,000,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 0 | 950,000,000 | 950000000 | 9,500,000,000 | 9,500,000,000 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|-------------------------------------|---|-------------|-----------|-------------|------------|---|
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify NA | | | | 0 | 0 | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify NA | | | | 0 | 0 | |
| At the end of the year | 0 | 950,000,000 | 950000000 | 9,500,000,0 | 9,500,000, | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify NA | | | | 0 | 0 | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify NA | | | | 0 | 0 | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☒ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|---------------|---|------------|
| Date of the previous annual general meeting | 23/07/2021 | | |
| Date of registration of transfer (Date Month Year) | 16/06/2021 | | |
| Type of transfer | Equity Shares | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | 1 | Amount per Share/ Debenture/Unit (in Rs.) | 10 |
| Ledger Folio of Transferor | | | |
| Transferor's Name | Duggal | | Vikram |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | 20925965 | | |

| | | | |
|-------------------|-------------------------------------|----------------------|--|
| Transferee's Name | <input type="text" value="Sharma"/> | <input type="text"/> | <input type="text" value="Parmanand"/> |
| | Surname | middle name | first name |

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

| | | | |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

58,899,227,011

(ii) Net worth of the Company

12,903,708,240

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 703,000,000 | 74 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |

| | | | | | |
|-----|---|-------------|-----|---|---|
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 247,000,000 | 26 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 950,000,000 | 100 | 0 | 0 |

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |

| | | | | | |
|--|--------------|---|---|---|---|
| | Total | 0 | 0 | 0 | 0 |
|--|--------------|---|---|---|---|

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|-------------------------------------|-------------------------------|
| Promoters | 8 | 8 |
| Members (other than promoters) | 0 | 0 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|---|---------------|---|---------------|---|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 8 | 0 | 8 | 0 | 0 |
| B. Non-Promoter | 1 | 4 | 1 | 4 | 0 | 0 |
| (i) Non-Independent | 1 | 0 | 1 | 0 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 1 | 12 | 1 | 12 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

16

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-------------------------|------------|-------------------|--------------------------------|--|
| Mr L V Prabhakar | 08110715 | Director | 0 | |
| Mr Debashish Mukherje | 08193978 | Director | 1 | |
| Ms A Manimekhalai | 08411575 | Director | 0 | 03/06/2022 |
| Mr Alistair Chamberlain | 08184995 | Director | 0 | 07/04/2022 |
| Mr Arun Shrivastava | 06640892 | Director | 0 | |
| Mr Raj Kamal Verma | 07847454 | Director | 0 | |
| Mr Ranjan Bhattacharya | 07835117 | Director | 0 | |
| Mr L V R Prasad | 08754519 | Director | 0 | 01/04/2022 |
| Mr Thomas Mathew T | 00130282 | Director | 0 | |
| Mr J P Dua | 02374358 | Director | 0 | |
| Ms Geeta Mathur | 02139552 | Director | 0 | |
| Mr Suryanarayana Som | 00739992 | Director | 0 | |
| Mr Anuj Mathur | 00584057 | Managing Director | 0 | |
| Mr Anuj Mathur | AAEPM4182B | CEO | 0 | |
| Mr Tarun Rustagi | AFYPR3765E | CFO | 0 | |
| Ms Vatsala Sameer | AYEPS9570M | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|----------------------|----------|--|---|--|
| Mr Raj Kamal Verma | 07847454 | Director | 23/07/2021 | Change in designation |
| Mr L V Prabhakar | 08110715 | Director | 23/07/2021 | Change in designation |
| Mr Suryanarayana Som | 00739992 | Director | 23/07/2021 | Change in designation |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 23/07/2021 | 8 | 8 | 100 |

B. BOARD MEETINGS

*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 26/04/2021 | 13 | 11 | 84.62 |
| 2 | 08/06/2021 | 13 | 12 | 92.31 |
| 3 | 23/07/2021 | 13 | 12 | 92.31 |
| 4 | 22/10/2021 | 13 | 13 | 100 |
| 5 | 07/12/2021 | 13 | 13 | 100 |
| 6 | 24/01/2022 | 13 | 12 | 92.31 |
| 7 | 10/03/2022 | 13 | 13 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

26

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 26/04/2021 | 7 | 7 | 100 |
| 2 | Audit Committee | 23/07/2021 | 7 | 7 | 100 |
| 3 | Audit Committee | 22/10/2021 | 7 | 7 | 100 |
| 4 | Audit Committee | 07/12/2021 | 7 | 7 | 100 |
| 5 | Audit Committee | 24/01/2022 | 7 | 7 | 100 |
| 6 | Audit Committee | 07/03/2022 | 7 | 7 | 100 |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 7 | Corporate Soc | 25/06/2021 | 5 | 5 | 100 |
| 8 | Corporate Soc | 23/07/2021 | 5 | 5 | 100 |
| 9 | Corporate Soc | 07/03/2022 | 6 | 6 | 100 |
| 10 | Investment Co | 25/06/2021 | 10 | 10 | 100 |

D. * ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 02/09/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | Mr L V Prabha | 7 | 6 | 85.71 | 0 | 0 | 0 | Yes |
| 2 | Mr Debashish | 7 | 7 | 100 | 6 | 6 | 100 | Yes |
| 3 | Ms A Manimel | 7 | 4 | 57.14 | 15 | 15 | 100 | Not Applicable |
| 4 | Mr Alistair Cha | 7 | 7 | 100 | 22 | 22 | 100 | Not Applicable |
| 5 | Mr Arun Shriya | 7 | 7 | 100 | 13 | 13 | 100 | Yes |
| 6 | Mr Raj Kamal | 7 | 7 | 100 | 11 | 11 | 100 | Yes |
| 7 | Mr Ranjan Bha | 7 | 7 | 100 | 2 | 2 | 100 | Yes |
| 8 | Mr L V R Pras | 7 | 7 | 100 | 3 | 3 | 100 | Not Applicable |
| 9 | Mr Thomas Ma | 7 | 7 | 100 | 19 | 19 | 100 | Yes |
| 10 | Mr J P Dua | 7 | 7 | 100 | 17 | 17 | 100 | Yes |
| 11 | Ms Geeta Mat | 7 | 7 | 100 | 16 | 16 | 100 | Yes |
| 12 | Mr Suryanaray | 7 | 7 | 100 | 18 | 18 | 100 | Yes |
| 13 | Mr Anuj Mathu | 7 | 7 | 100 | 17 | 17 | 100 | Yes |

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Mr Anuj Dayal Math | MD & CEO | 35,137,212 | 0 | 0 | 0 | 0 |
| | Total | | 35,137,212 | 0 | 0 | 0 | 35,137,212 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Mr Anuj Dayal Math | MD & CEO | 35,137,212 | 0 | 0 | 0 | 0 |
| 2 | Mr Tarun Rustagi | Chief Financial C | 12,725,346 | 0 | 0 | 0 | 0 |
| 3 | Ms Vatsala Sameer | Company Secre | 7,318,318 | 0 | 0 | 0 | 0 |
| | Total | | 55,180,876 | 0 | 0 | 0 | 55,180,876 |

Number of other directors whose remuneration details to be entered

6

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------|-----------------|--------------|------------|-------------------------------|------------|-----------------|
| 1 | Mr Thomas Mathew | Independent Dir | 0 | 0 | 0 | 2,100,000 | 0 |
| 2 | Ms Geeta Mathur | Independent Dir | 0 | 0 | 0 | 1,875,000 | 0 |
| 3 | Mr J P Dua | Independent Dir | 0 | 0 | 0 | 1,950,000 | 0 |
| 4 | Mr Suryanarayana S | Independent Dir | 0 | 0 | 0 | 1,875,000 | 0 |
| 5 | Mr Arun Shrivastava | Non Executive D | 0 | 0 | 0 | 1,500,000 | 0 |
| 6 | Mr Raj Kamal Verm | Non Executive D | 0 | 0 | 0 | 1,350,000 | 0 |
| | Total | | 0 | 0 | 0 | 10,650,000 | 10,650,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rupesh Agarwal

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

5673

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

7

dated

02/09/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANUJ
DAYAL
MATHUR
Digitally signed by
ANUJ DAYAL
MATHUR
Date: 2022.10.22
16:01:05 +05'30'

DIN of the director

00584057

To be digitally signed by

VATSALA
SAMEER
Digitally signed by
VATSALA SAMEER
Date: 2022.10.22
15:28:38 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 14813

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Shareholding pattern as on 31st March 202
Form_MGT-8.pdf
Clarification letter.pdf
IX-C - Committee Meetings.pdf

Remove attachment

Modify

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**Shareholding pattern of Canara HSBC Life Insurance Company Limited
as on 31st March 2022**

| S. No. | Name | No. of shares held | % of shareholding |
|--------|--|---------------------|-------------------|
| 1. | Canara Bank | 48,44,99,995 | 51 |
| 2. | HSBC Insurance (Asia-Pacific) Holdings Limited | 24,70,00,000 | 26 |
| 3. | Punjab National Bank | 21,85,00,000 | 23 |
| 4. | Mr Debashish Mukherjee* | 1 | 00 |
| 5. | Mr Uday Sankar Majumder* | 1 | 00 |
| 6. | Mr V Ramachandra* | 1 | 00 |
| 7. | Mr Santanu Kumar Majumdar* | 1 | 00 |
| 8. | Mr Parmanand Sharma* | 1 | 00 |
| | Total | 95,00,00,000 | 100 |

* Held jointly with Canara Bank, beneficial interest of which lies with Canara Bank

For Canara HSBC Life Insurance Company Limited

VATSALA Digitally signed by
VATSALA SAMEER
SAMEER Date: 2022.10.21
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Vatsala Sameer
Company Secretary
Membership no. : A14813
R/o: B-903, Media Society,
Sector 7, Plot no. 18A, Dwarka,
New Delhi – 110 075

Canara HSBC Life Insurance Company Limited (formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)

139 P, Sector-44, Gurugram-122003, Haryana, India.

T +91 0124-4535500 | F +910124-4535099 www.canarahsbclife.com

Corporate Identity No.: U66010DL2007PLC248825 | E-mail: customerservice@canarahsbclife.in

Registration Office: Unit No: 208, 2nd Floor, Kanchanjunga Building, 18 Barakhamba Road, New Delhi-110001 (India) | T +91 11-49512300

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. Canara HSBC Life Insurance Company Limited (Formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)** (the 'Company') as required to be maintained under the Companies Act, 2013 (the 'Act') and the Rules made thereunder for the financial year ended on March 31, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/ beyond the prescribed time;

During the financial year ended on March 31, 2022, the Company was not required to file any forms and returns to the Regional Director, Central Government, Tribunal or Court.

4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

During the financial year ended on March 31, 2022, the Company was not required to pass any resolution through postal ballot.

5. closure of Register of Members/ Security holders, as the case may be;

During the financial year ended on March 31, 2022, the Company was not required to close its Register of Members/Security holders.



6. advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act;

During the financial year ended on March 31, 2022, the Company has not made any advances/ loans to its directors and/ or persons or firms or companies referred in Section 185 of the Act.

7. contracts/ arrangements with related parties as specified in Section 188 of the Act;

During the financial year ended on March 31, 2022, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Companies Act, 2013, in the ordinary course of business and on arm's length basis therefore, Section 188 is not attracted.

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the financial year ended on March 31, 2022, the Company has not made any

- issue or allotment or
- transmission or
- buy back of securities or
- redemption of preference shares or debentures or
- alteration or reduction of share capital or
- conversion of shares/ securities or
- issue of security certificates

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

During the financial year ended on March 31, 2022, the Company was not required to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. declaration/ payment of dividend/ transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

During the financial year ended on March 31, 2022, the Company has neither declared nor made any payment of dividend. Therefore, the Company was not required to make any transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.



11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - Sections (3), {4} and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year ended on March 31, 2022, there was no filling up of casual vacancies of Directors and no appointment / re-appointments / retirement / filling up of casual vacancies of Key Managerial Personnel. However, the Company has appointed Key Management Persons as per the IRDAI Regulations.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;

During the financial year ended on March 31, 2022, there was no re-appointment/ filling up of casual vacancies of auditors as per the provisions of Section 139 of the Act. The appointment of Joint Statutory Auditors was made by the Comptroller and Auditor General of India.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the financial year ended on March 31, 2022, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director or Court, under the various provisions of the Act. The appointment of Joint Statutory Auditors was made by the Comptroller and Auditor General of India.

15. acceptance/ renewal/ repayment of deposits;

During the financial year ended on March 31, 2022, the Company has not made any acceptance/ renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the financial year ended on March 31, 2022, the Company has not taken borrowings from its directors, members, public financial institutions, banks and others and was therefore not required to file any form for creation/ modification/ satisfaction of charges in that respect.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

The provisions of Section 186 is not applicable to the Company except Section 186(1) of the Act, since it is Insurance Company.



18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

During the financial year ended on March 31, 2022, the Company has not made any alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

The Board of Directors in its meeting held on 24th January 2022 accorded its approval to change the name of the Company from 'Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited' to 'Canara HSBC Life Insurance Company Limited' subject to the approval of Shareholders, Ministry of Corporate Affairs and Insurance Regulatory and Development Authority of India.

Further after the closure of financial year under review, name of the Company has been changed to 'Canara HSBC Life Insurance Company Limited' with effect from 15th June 2022, pursuant to in-principal approval of Insurance Regulatory and Development Authority of India, for change in name of the Company vide its letter dated 19th April 2022. Also, members of the Company in their meeting held on 3rd June, 2022, have approved the change in the name of the Company including Alteration in Memorandum of Association and Articles of Association of the Company.

Pursuant to all the above approvals, a fresh Certificate was issued with respect to the new name of the Company.

For Chandrasekaran Associates
Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021



Rupesh Agarwal

Rupesh Agarwal
Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302D001335686

Date: 21.10.2022

Place: Delhi

Note:- Due to restricted movement amid COVID-19 pandemic, we are issuing this report after examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.

TO WHOMSOEVER IT MAY CONCERN

We would like to inform you the following:

1. On page no. 5 of Form MGT-7, under clause IV (iii) – details of shares/ debentures transfers since closure date of last financial year, the details of shares transferred from Mr Vikram Duggal to Mr Parmanand Sharma have been mentioned. Mr Parmanand Sharma holds 1 share jointly with Canara Bank, beneficial interest of which lies with Canara Bank.
2. On Page no. 9 of Form MGT-7, under Clause VII – Number of promoters, members, debenture holders, the Company has three (3) promoter shareholders - Canara Bank, HSBC Insurance (Asia-Pacific) Holdings Limited & Punjab National Bank and five (5) individual shareholders holding jointly with Canara Bank. These five (5) shareholders have been included under the category of promoter as the beneficial interest of these shares lies with Canara Bank. The shareholding pattern of the Company as on 31st March 2022 is as follows:

| S. No. | Name | No. of shares held | % of shareholding |
|--------|--|---------------------|-------------------|
| 1. | Canara Bank | 48,44,99,995 | 51 |
| 2. | HSBC Insurance (Asia-Pacific) Holdings Limited | 24,70,00,000 | 26 |
| 3. | Punjab National Bank | 21,85,00,000 | 23 |
| 4. | Mr Debashish Mukherjee* | 1 | 00 |
| 5. | Mr Uday Sankar Majumder* | 1 | 00 |
| 6. | Mr V Ramachandra* | 1 | 00 |
| 7. | Mr Santanu Kumar Majumdar* | 1 | 00 |
| 8. | Mr Parmanand Sharma* | 1 | 00 |
| | Total | 95,00,00,000 | 100 |

* Held jointly with Canara Bank, beneficial interest of which lies with Canara Bank

3. The Company received a share premium amount of ₹ 125,00,00,000 in February, 2008. However, the Form is not accepting this amount in column IV (i)(d) under total premium against 'At the beginning of the year' on page 3.
4. We are unable to write ISIN of the equity shares of the Company in Form MGT-7 on page 4. Further, the ISIN of the equity shares of the Company is INE01TY01017.

Request you to kindly take note of the same.

For **Canara HSBC Life Insurance Company Limited**

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VATSALA SAMEER
Date: 2022.10.21
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Vatsala Sameer
Company Secretary
Membership no. : A14813
R/o: B-903, Media Society,
Sector 7, Plot no. 18A, Dwarka,
New Delhi – 110 075

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS – Continued...

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of meeting | Attendance | |
|--------|---------------------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 11 | Investment Committee | 23/07/2021 | 10 | 10 | 100 |
| 12 | Investment Committee | 17/11/2021 | 10 | 10 | 100 |
| 13 | Investment Committee | 07/03/2022 | 9 | 9 | 100 |
| 14 | Nomination and Remuneration Committee | 26/04/2021 | 7 | 7 | 100 |
| 15 | Nomination and Remuneration Committee | 23/07/2021 | 7 | 7 | 100 |
| 16 | Nomination and Remuneration Committee | 07/03/2022 | 7 | 7 | 100 |
| 17 | Policyholder Protection Committee | 25/06/2021 | 7 | 7 | 100 |
| 18 | Policyholder Protection Committee | 23/07/2021 | 7 | 7 | 100 |
| 19 | Policyholder Protection Committee | 17/11/2021 | 6 | 6 | 100 |
| 20 | Policyholder Protection Committee | 10/03/2022 | 6 | 6 | 100 |
| 21 | Risk Management Committee | 25/06/2021 | 6 | 6 | 100 |
| 22 | Risk Management Committee | 23/07/2021 | 6 | 6 | 100 |
| 23 | Risk Management Committee | 17/11/2021 | 6 | 6 | 100 |
| 24 | Risk Management Committee | 07/03/2022 | 6 | 6 | 100 |
| 25 | With Profits Committee | 26/04/2021 | 5 | 4 | 80 |
| 26 | With Profits Committee | 25/02/2022 | 5 | 5 | 100 |

For Canara HSBC Life Insurance Company Limited

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 Date: 2022.10.21
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Vatsala Sameer
 Company Secretary
 Membership no. : A14813
 R/o: B-903, Media Society,
 Sector 7, Plot no. 18A, Dwarka,
 New Delhi- 110 075

Canara HSBC Life Insurance Company Limited (formerly known as Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited)
 139 P, Sector-44, Gurugram-122003, Haryana, India.

T +91 0124-4535500 | F +91 0124-4535099 www.canarahsbclife.com

Corporate Identity No.: U66010DL2007PLC248825 | E-mail: customerservice@canarahsbclife.in

Registered Office: Unit No: 208, 2nd Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi-110001 (India) | T +91 11-49512300