

FORM NO. MGT-7

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

8th Floor, Unit No. 808-814, Ambadeep Building Kasturba Gand
hi Marg Connaught Place
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

VA*****FE.

(d) *Telephone number with STD code

01*****00

(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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 08/08/2024

(b) Due date of AGM 30/09/2024

(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
Equity Share				
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	28/08/2023		
Date of registration of transfer (Date Month Year)	29/09/2023		
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	NA (Transfer in demat mode)		
Transferor's Name	Sharma		Parmanand
	Surname	middle name	first name
Ledger Folio of Transferee	NA (Transfer in demat mode)		

Transferee's Name	<input type="text" value="Kumar"/>	<input type="text"/>	<input type="text" value="Arun"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="23/06/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="NA (Transfer in demat mode)"/>
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Transferor's Name	<input type="text" value="Majumder"/>	<input type="text"/>	<input type="text" value="U S"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="NA (Transfer in demat mode)"/>
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Transferee's Name	<input type="text" value="Gaware"/>	<input type="text" value="Janardan"/>	<input type="text" value="Sandeep"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

71,287,011,398

(ii) Net worth of the Company

14,188,822,538

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	484,500,000	51	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	731,500,000	77	0	0

Total number of shareholders (promoters)

7

(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	218,500,000	23	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	218,500,000	23	0	0

Total number of shareholders (other than promoters)

1

**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	7	7
Members (other than promoters)	1	1
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	6	0	6	0	0

B. Non-Promoter	1	6	1	5	0	0
(i) Non-Independent	1	2	1	1	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	11	0	0

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

15

(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)
Satyanarayana Raju K	08607009	Director	0	
Debashish Mukherjee	08193978	Director	1	
Ashok Chandra	09322823	Director	0	
Devendran Surendran	10174317	Director	0	
Gregory T Hingston	10289348	Additional director	0	01/05/2024
Ranjan Bhattacharya	07835117	Director	0	
Raj Kamal Verma	07847454	Director	0	
Kishore Kumar Sansi	07183950	Director	0	
Supratim Bandyopadhy	03558215	Director	0	
Geeta Mathur	02139552	Director	0	
Suryanarayana Somay	00739992	Director	0	
Anuj Dayal Mathur	00584057	Managing Director	0	
Anuj Dayal Mathur	AAEPM4182B	CEO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vatsala Sameer	AYEPS9570M	Company Secretar	0	
Tarun Rustagi	AFYPR3765E	CFO	0	

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

14

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)
Shankar Subramany	09652211	Director	30/04/2023	Cessation
Devendran Surendra	10174317	Additional director	26/05/2023	Appointment
Devendran Surendra	10174317	Director	28/08/2023	Change in designation
Ashok Chandra	09322823	Director	28/08/2023	Change in designation
Eric Emore	09547572	Director	31/08/2023	Cessation
Gregory T Hingston	10289348	Additional director	01/09/2023	Appointment
J P Dua	02374358	Director	26/10/2023	Cessation
Kishore Kumar Sans	07183950	Additional director	27/10/2023	Appointment
Kishore Kumar Sans	07183950	Director	20/11/2023	Change in designation
Thomas Mathew T	00130282	Director	27/11/2023	Cessation
Supratim Bandyopad	03558215	Director	28/11/2023	Appointment
Arun Shrivastava	06640892	Director	30/11/2023	Cessation
Geeta Mathur	02139552	Director	17/12/2023	Re-appointment
Suryanarayana Som	00739992	Director	30/03/2024	Re-appointment

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

3

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	28/08/2023	8	6	100
Extraordinary General Meet	20/11/2023	8	5	100
Extraordinary General Meet	27/03/2024	8	6	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/05/2023	12	12	100
2	20/07/2023	13	12	92.31
3	28/08/2023	13	13	100
4	20/10/2023	13	12	92.31
5	20/11/2023	13	12	92.31
6	22/01/2024	12	11	91.67
7	20/02/2024	12	10	83.33
8	27/03/2024	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

29

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	02/05/2023	7	7	100
2	Audit Committee	29/05/2023	7	7	100
3	Audit Committee	20/07/2023	7	7	100
4	Audit Committee	28/08/2023	7	7	100
5	Audit Committee	20/10/2023	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
6	Audit Committee	20/11/2023	7	7	100
7	Audit Committee	22/01/2024	7	7	100
8	Audit Committee	20/02/2024	7	7	100
9	Risk Management	02/05/2023	6	6	100
10	Risk Management	16/08/2023	6	6	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	08/08/2024
								(Y/N/NA)
1	Satyanarayan	8	4	50	0	0	0	Yes
2	Debashish Mu	8	8	100	14	14	100	Yes
3	Ashok Chandr	8	7	87.5	9	9	100	Yes
4	Devendran Su	7	7	100	5	5	100	Yes
5	Gregory T Hin	5	5	100	15	15	100	Not Applicable
6	Ranjan Bhatta	8	6	75	1	1	100	Yes
7	Raj Kamal Ver	8	8	100	15	15	100	Yes
8	Kishore Kuma	4	4	100	9	9	100	No
9	Supratim Banc	3	3	100	5	5	100	Yes
10	Geeta Mathur	8	8	100	20	20	100	Yes
11	Suryanarayan	8	8	100	21	21	100	No
12	Anuj Dayal Ma	8	8	100	16	16	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	Anuj Mathur	Managing Director	43,635,764	0	0	1,077,245	44,713,009
	Total		43,635,764	0	0	1,077,245	44,713,009

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	Anuj Mathur	Chief Executive	43,635,764	0	0	1,077,245	44,713,009
2	Tarun Rustagi	Chief Financial Officer	15,926,468	0	0	39,600	15,966,068
3	Vatsala Sameer	Company Secretary	9,855,374	0	0	0	9,855,374
	Total		69,417,606	0	0	1,116,845	70,534,451

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun Shrivastava	Non- Executive	0	0	0	1,350,000	1,350,000
2	Raj Kamal Verma	Non- Executive	0	0	0	1,725,000	1,725,000
3	Thomas Mathew T	Independent Director	0	0	0	1,800,000	1,800,000
4	J P Dua	Independent Director	0	0	0	1,350,000	1,350,000
5	Geeta Mathur	Independent Director	0	0	0	2,250,000	2,250,000
6	Suryanarayana Soni	Independent Director	0	0	0	2,325,000	2,325,000
7	Kishore Kumar Sanjay	Independent Director	0	0	0	975,000	975,000
8	Supratim Bandyopadhyay	Independent Director	0	0	0	600,000	600,000
	Total		0	0	0	12,375,000	0

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. ...

11

dated

22/07/2024

(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:

1. 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.
2. 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: 2024.09.25
11:31:03 +05'30'

DIN of the director

0*5*4*5*

To be digitally signed by

VATSALA
SAMEER
Digitally signed by
VATSALA SAMEER
Date: 2024.09.25
11:37:37 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

1*8*3

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 2024
Form MGT-8 .pdf
IX-C - Committee Meetings.pdf
Clarification letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Shareholding pattern of Canara HSBC Life Insurance Company Limited
as on 31st March 2024

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 Santanu Kumar Majumdar*	1	00
6.	Mr Shreekanta Sadashiba Mohapatra*	1	00
7.	Mr Sandeep Janardan Gaware*	1	00
8.	Mr Arun Kumar*	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 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 (IRDAI Regn No. 136)

35th Floor, IFC, (M3M) Golf Course Ext Rd, Badshahpur, Sector 66, Gurugram, Haryana 122101

T +91-124-4506700 | F +91-124-4535099 | www.canarahsbclife.com

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

Registered Office: 8th Floor, Unit No. 808-814, Ambadeep Building, Plot No.14, Kasturba Gandhi Marg, New Delhi-110001 (India) | T +91-11-49512300

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	Risk Management Committee	20.11.2023	6	6	100
12	Risk Management Committee	20.02.2024	6	6	100
13	Investment Committee	02.05.2023	10	10	100
14	Investment Committee	16.08.2023	9	9	100
15	Investment Committee	20.11.2023	10	10	100
16	Investment Committee	20.02.2024	10	10	100
17	Nomination and Remuneration Committee	02.05.2023	7	7	100
18	Nomination and Remuneration Committee	28.08.2023	7	7	100
19	Nomination and Remuneration Committee	20.10.2023	7	7	100
20	Nomination and Remuneration Committee	20.11.2023	7	7	100
21	Nomination and Remuneration Committee	20.02.2024	7	7	100
22	Corporate Social Responsibility Committee	02.05.2023	6	6	100
23	Corporate Social Responsibility Committee	20.11.2023	6	6	100
24	Corporate Social Responsibility Committee	20.02.2024	7	7	100
25	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	02.05.2023	6	6	100
26	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	16.08.2023	6	6	100
27	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	20.11.2023	6	6	100



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28	Policyholder Protection, Grievance Redressal and Claims Monitoring Committee	20.02.2024	6	6	100
29	With-Profits Committee	29.04.2023	5	5	100

For **Canara HSBC Life Insurance Company Limited**



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

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 **Canara HSBC 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, 2024. 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 therefor;
 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, 2024, the Company was not required to file any forms and returns with 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, 2024, 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, 2024, 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, 2024, 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, 2024, 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 arms' 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, 2024, the Company has not made any

- issue or allotment
- transmission
- buy back of securities
- redemption of preference shares or debentures
- alteration or reduction of share capital
- 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, 2024, 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, 2024, 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.

During the financial year ended on March 31, 2024, the Company has paid final Dividend for the financial year 2022-23, of Rs. 0.30 per share on 95,00,00,000 equity shares of Rs. 10 each fully paid up to its shareholders and also interim Dividend of Rs. 0.20 per share on 95,00,00,000 equity shares of Rs. 10 each fully paid up to its shareholders out of profits of the Company generated for the 9-month period ended 31st December 2023.



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, 2024, there was no filling up of casual vacancies of Directors and no appointment/ re-appointment/ retirement/ filling up of casual vacancies of Key Managerial Personnel.

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, 2024, there was no filling up of casual vacancies of auditors as per the provisions of Section 139 of the Act. The appointment of Joint Statutory Auditors of the Company is done by the Comptroller and Auditor General of India for every year.

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, 2024, 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. The Company has taken various approvals from Insurance Regulatory and Development Authority of India (IRDAI) as required from time to time.

15. acceptance/ renewal/ repayment of deposits;

During the financial year ended on March 31, 2024, 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, 2024, 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 are not applicable to the Company except Section 186(1) of the Act, since it is Insurance Company.

However, the Board of Directors of the Company approved Investment in Holding Company of Bima Sugam aggregating to a cumulative equity share investment upto



6.38% of the total issued, subscribed and paid-up share capital of the Holding Company of Bima Sugam, in the capacity of an Insurer which is a subsidiary of public sector bank.

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

During the financial year ended on March 31, 2024, the Company has made alteration in the provisions of Articles of Association of the Company pursuant to the provisions of sections 5, 14 and other applicable provisions, respectively.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024



Rupesh Agarwal

Rupesh Agarwal
Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN: A016302F001193381

Date: 11.09.2024

Place: Delhi

Note: - 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. This report is limited to the Statutory Compliances on laws/regulations/guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2024 pertaining to Financial Year 2023-24.

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 Parmanand Sharma to Mr Arun Kumar and Mr U S Majumder to Mr Sandeep Gaware have been mentioned. Mr Arun Kumar and Mr Sandeep Gaware holds 1 share each jointly with Canara Bank, beneficial interest of which lies with Canara Bank.
2. On Page no. 8 of Form MGT-7, under Clause VI (b) – Shareholding pattern - Public/other than promoters : as per IRDAI (Registration, Capital Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024, the shareholding of Punjab National Bank (PNB) has been classified as 'Investor' instead of 'Promoter' and accordingly is appearing under this head.
3. On Page no. 9 of Form MGT-7, under Clause VII – Number of promoters, members, debenture holders, the Company has two (2) promoter shareholders - Canara Bank, and HSBC Insurance (Asia-Pacific) Holdings Limited and five (5) individual shareholders holding 1 share each, 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 2024 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 Santanu Kumar Majumdar*	1	00
6.	Mr Shreekanta Sadashiba Mohapatra*	1	00
7.	Mr Sandeep Janardan Gaware*	1	00
8.	Mr Arun Kumar*	1	00
	Total	95,00,00,000	100

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



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4. 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.
5. 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.
6. In Clause - VIII. Details of Directors and Key Managerial Personnel – (A) Composition of Board of Directors, all 6 directors mentioned under "Promoter – Non-Executive" category, are nominated by the Promoters of the Company i.e., Canara Bank and HSBC Insurance (Asia-Pacific) Holdings Limited as per the requirement of Joint Venture Agreement.

Request you to kindly take note of the same.

For Canara HSBC Life Insurance Company Limited



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