

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

U66000HR2007PLC052028

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD6557A

(ii) (a) Name of the company

PRAMERICA LIFE INSURANCE L

(b) Registered office address

4TH FLOOR, BUILDING NO. 9, TOWER B,
CYBER CITY, DLF CITY PHASE III
GURAGAON
Haryana
122002

(c) *e-mail ID of the company

mayank.goel@pramericalife.in

(d) *Telephone number with STD code

911244697000

(e) Website

www.pramericalife.in

(iii) Date of Incorporation

25/06/2007

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 25/09/2023

(b) Due date of AGM 30/09/2023

(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 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	2,000,000,000	374,061,867	374,061,867	374,061,867
Total amount of equity shares (in Rupees)	20,000,000,000	3,740,618,670	3,740,618,670	3,740,618,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000,000	374,061,867	374,061,867	374,061,867
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000,000	3,740,618,670	3,740,618,670	3,740,618,670

(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	374,061,867	374,061,867	3,740,618,670	3,740,618,670	
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				0	0	
NA						
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				0	0	
NA						
At the end of the year	0	374,061,867	374,061,867	3,740,618,6	3,740,618,	
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				0	0	
NA						
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				0	0	
NA						
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	23/09/2022		
Date of registration of transfer (Date Month Year)	24/11/2022		
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	IN300118-11777700		
Transferor's Name	Wadhwa		Gaurav
	Surname	middle name	first name
Ledger Folio of Transferee	IN300118-11820554		

Transferee's Name	Dhamija		Pavan
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		
--	--	----------------------

Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
------------------	----------------------	---

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
---	----------------------	---	----------------------

Ledger Folio of Transferor	
----------------------------	----------------------

Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
----------------------------	----------------------

Transferee's Name			
	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

14,953,922,000

(ii) Net worth of the Company

10,400,515,376

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	3	0	0	
	(ii) Non-resident Indian (NRI)	1	0	0	
	(iii) Foreign national (other than NRI)	1	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)	374,061,862	100	0	
10.	Others	0	0	0	
	Total	374,061,867	100	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	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)

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

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)	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	5	0	5	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	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	8	1	8	0	0

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

(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)
JAIRAM SRIDHARAN	05165390	Director	0	
JAMES WAYNE WEAK	07922964	Director	1	24/08/2023
ABHIJIT SEN	00002593	Director	0	
JAGDEEP MALLAREDI	07492539	Director	0	
PAVAN DHAMIJA	03393943	Director	1	
PHANESH S V S MODI	09449861	Director	0	
SINDHUSHREE KHULLI	01493839	Director	0	
SUNJOY JOSHI	00449318	Director	0	
PANKAJ GUPTA	10070937	Managing Director	0	
PANKAJ GUPTA	ABGPG9075N	CEO	0	
ALOK MEHROTRA	ABQPM7719P	CFO	0	
MAYANK GOEL	AAJPG3844M	Company Secretary	0	

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

5

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)
PANKAJ GUPTA	10070937	Additional director	15/03/2023	Appointment
PANKAJ GUPTA	10070937	Managing Director	15/03/2023	Change in Designation
PANKAJ GUPTA	ABGPG9075N	CEO	02/03/2023	Appointment
KALPANA SAMPAT	07238015	Managing Director	02/03/2023	Cessation
KALPANA SAMPAT	AAHPS3964Q	CEO	02/03/2023	Cessation

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

6

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Mee	21/06/2022	7	3	98.99
Adjourned Extra-ordinary G	28/06/2022	7	4	98.99
Annual General Meeting	16/09/2022	7	4	98.99
Adjourned Annual General M	23/09/2022	7	4	98.99
Extra-ordinary General Mee	30/01/2023	7	3	98.99
Adjourned Extra-ordinary G	06/02/2023	7	3	98.99

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2022	9	7	77.78
2	22/07/2022	9	9	100
3	12/08/2022	9	9	100
4	04/11/2022	9	9	100
5	06/02/2023	9	8	88.89
6	02/03/2023	9	7	77.78

C. COMMITTEE MEETINGS

Number of meetings held

28

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	With Profits Co	16/05/2022	5	5	100
2	Investment Co	17/05/2022	8	7	87.5
3	Asset Liability	17/05/2022	7	7	100
4	Policyholder P	17/05/2022	4	4	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
5	Risk Management	17/05/2022	4	4	100
6	Audit and Compliance	17/05/2022	5	5	100
7	Corporate Social Responsibility	17/05/2022	4	4	100
8	Nomination and Remuneration	17/05/2022	4	3	75
9	Audit and Compliance	22/07/2022	5	5	100
10	Investment Committee	11/08/2022	8	8	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	25/09/2023
								(Y/N/NA)
1	JAIRAM SRIDHAR	6	6	100	9	9	100	Yes
2	JAMES WAYNE	6	3	50	0	0	0	Not Applicable
3	ABHIJIT SEN	6	5	83.33	8	6	75	Yes
4	JAGDEEP MALHOTRA	6	6	100	18	18	100	Yes
5	PAVAN DHAMANI	6	6	100	27	27	100	Yes
6	PHANESH SINGH	6	6	100	7	7	100	No
7	SINDHUSHREE	6	6	100	10	10	100	No
8	SUNJOY JOSHI	6	6	100	19	19	100	No
9	PANKAJ GUPTA	0	0	0	0	0	0	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kalpna Sampat	Managing Director	58,590,038	0	0	0	58,590,038
2	Pankaj Gupta	Managing Director	2,329,016	0	0	0	2,329,016
	Total		60,919,054	0	0	0	0

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ALOK MEHROTRA	CHIEF FINANCIAL OFFICER	24,248,861	0	0	0	24,248,861
2	MAYANK GOEL	COMPANY SECRETARY	6,110,095	0	0	0	6,110,095
	Total		30,358,956	0	0	0	30,358,956

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHIJIT SEN	NON-EXECUTIVE DIRECTOR	980,000	0	0	0	980,000
2	PHANESH MODUR	NON-EXECUTIVE DIRECTOR	1,160,000	0	0	0	1,160,000
3	SINDHUSHREE KHANNA	NON-EXECUTIVE DIRECTOR	1,400,000	0	0	0	1,400,000
4	SUNJOY JOSHI	NON-EXECUTIVE DIRECTOR	2,120,000	0	0	0	2,120,000
	Total		5,660,000	0	0	0	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

Ms. Aditi Agarwal

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

10512

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. **84.12** dated **02/03/2023**

(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

PANKAJ
PRAMOD
KUMAR GUPTA

DIN of the director

10070937

To be digitally signed by

Digitally signed by
Mayank Gosh
Date: 2023.10.23
11:18:49 +0530

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders.pdf
MGT-8_Primerica.pdf
Committee Meetings.pdf
MCA_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