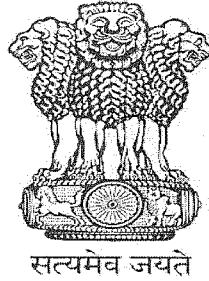


FORM NO. MGT-7

[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]



Annual Return

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

U66010MH2007PLC167164

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCI6277M

(ii) (a) Name of the company

AGEAS FEDERAL LIFE INSURAN

(b) Registered office address

22nd Floor, A Wing, Marathon Futurex
N.M. Joshi Marg, Lower Parel - East
Mumbai
Mumbai City
Maharashtra
400012

(c) *e-mail ID of the company

corporate.relations@ageasfed

(d) *Telephone number with STD code

91222302900

(e) Website

www.ageasfederal.com

(iii) Date of Incorporation

22/01/2007

(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

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM 13/05/2021

(b) Due date of AGM 30/09/2021

(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	2,500,000,000	800,000,000	800,000,000	800,000,000
Total amount of equity shares (in Rupees)	25,000,000,000	8,000,000,000	8,000,000,000	8,000,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	2,500,000,000	800,000,000	800,000,000	800,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	8,000,000,000	8,000,000,000	8,000,000,000

(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				
At the beginning of the year	800,000,000	8,000,000,000	8,000,000,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	800,000,000	8,000,000,000	8,000,000,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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		24/07/2020	
Date of registration of transfer (Date Month Year)			
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			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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) *Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			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**

19,586,373,654

(ii) Net worth of the Company

10,405,530,385

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	408,000,000	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)	392,000,000	49	0	
10.	Others	0	0	0	
	Total	800,000,000	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	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 12

(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)
FILIP ANDRE LODEWI.	03178684	Director	0	
SHYAM SRINIVASAN	02274773	Director	0	
AJAY SHARMA	06417150	Director	0	
PHILIPPE POL A LATO	06949874	Director	0	
SHALINI WARRIER	08257526	Director	0	
MAHADEV NAGENDRA	01296161	Director	0	13/05/2021
VELLUR GOPALARAG	03443982	Additional director	0	
MONAZ NOBLE	03086192	Director	0	
VIGHNESH ASHOK SH	06800850	Managing Director	0	
GARY LEE CRIST	00942109	Alternate director	0	
RAJESH CHANDRAKA	AAAPA5717C	Company Secretar	0	
MATHIVANAN BALAKR	AAFPM6936N	CFO	0	

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

7

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)
ASHUTOSH KHAJURIA	05154975	Director	19/05/2020	Cessation
SHALINI WARRIER	08257526	Additional director	03/06/2020	Appointment
BHAGYAM RAMANI	00107097	Director	24/07/2020	Cessation
VELLUR GOPALARAG	03443982	Additional director	24/07/2020	Appointment
MONAZ NOBLE	03086192	Director	24/07/2020	Change in designation and regularisa
AJAY SHARMA	06417150	Director	24/07/2020	Change in designation and regularisa
SHALINI WARRIER	08257526	Director	24/07/2020	Change in designation and regularisa

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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	24/07/2020	8	6	100
EGM	31/12/2020	8	6	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2020	9	9	100
2	24/07/2020	9	9	100
3	04/11/2020	9	8	88.89
4	31/12/2020	9	9	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	29/01/2020	9	9	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	08/05/2020	3	3	100
2	Audit Committee	23/07/2020	3	3	100
3	Audit Committee	03/11/2020	3	3	100
4	Audit Committee	28/01/2021	3	3	100
5	Business Development	08/05/2020	5	5	100
6	Business Development	23/07/2020	5	5	100
7	Business Development	03/11/2020	5	4	80
8	Business Development	28/01/2021	5	4	80
9	Corporate Social Responsibility	23/07/2020	4	4	100
10	Nomination & Remuneration	08/05/2020	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	
1	FILIP ANDRE	5	5	100	7	7	100	No
2	SHYAM SRINIVAS	5	5	100	5	5	100	No
3	AJAY SHARMA	5	4	80	20	9	45	No
4	PHILIPPE POISSON	5	5	100	13	13	100	No
5	SHALINI WARRIOR	4	4	100	14	14	100	No

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

Mr. Mukesh Siroya

Whether associate or fellow

Associate Fellow

Certificate of practice number

4157

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. ... dated

(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

Digitally signed by
VIGHNESH
SHAHANE
DN: cn=VIGHNESH
SHAHANE,
Date: 2021.07.12
14:22:29 +05'30'

DIN of the director

06800850

To be digitally signed by

Digitally signed by
RAJESH
AJGAONKAR
R
DN: cn=RAJESH
AJGAONKAR,
Date: 2021.07.12
14:21:24 +05'30'

Company Secretary

Company secretary in practice

Membership number

10498

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
Committee Meeting Details.pdf
Transfer details.pdf
MGT-8 2021.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

LIST OF MEMBERS OF AGEAS FEDERAL LIFE INSURANCE COMPANY LIMITED AS ON MARCH 31, 2021

Sr. No.	Name of member	Address	Type of Share	No. of Shares	Amount per Share (Face Value)
1	IDBI Bank Limited (folio number 1)	IDBI Tower, WTC, Cuffe parade, Mumbai 400 005	Equity	199999995	10
2	The Federal Bank Limited (folio number 2)	Federal tower, P.B NO 103 , Aluva 683101, ERANAKULAM, Kerala – 683101	Equity	208000000	10
3	Ageas Insurance International N.V. (folio number 8)	Markiesstraat 1, Box 7 1000 Brussels Belgium	Equity	392000000	10
4	Ms. Maria Saldanha Jointly with IDBI Bank Ltd. (folio number 14)	4C-502, Dheeraj Dreams Co-op. Hsg. Soc. Ltd., Bhandup (W), Mumbai 400078	Equity	1	10
5	Mr. Satish Kamath Jointly with IDBI Bank Ltd. (folio number 16)	H41, Maker Kundan Gardens, Juhu Road, Santacruz (W) Mumbai-400049	Equity	1	10
6	Mr. Amit Rathee Jointly with IDBI Bank Ltd. (folio number 18)	17 TH Floor, IDBI Tower , Cuff Parade, WTC complex, Mumbai- 400005	Equity	1	10
7	Mr. Venkataramana Vankara Jointly with IDBI Bank Ltd. (folio number 19)	Flat No. 205, Sinat Plaza Apartment, Himayat Nagar, Hyderabad-400029	Equity	1	10
8	Mr. Biju George Jointly with IDBI Bank Ltd. (folio number 20)	IDBI Tower, WTC, Cuffe parade, Mumbai 400 005	Equity	1	10

for Ageas Federal Life Insurance Company Limited



Rajesh Ajgaonkar
Chief Compliance & Legal Officer and Company Secretary

Date: June 15, 2021

Membership No.: ACS 10498

Address: 301, Avanish Heights,
13, Saraswat Colony,
Jogeshwari East,
Mumbai – 400060
Maharashtra

Ageas Federal Life Insurance Co. Ltd. (Formerly known as IDBI Federal Life Insurance Co. Ltd.)

22nd Floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel (East), Mumbai – 400013

Toll Free No.: 1800 209 0502 | www.ageasfederal.com | IRDAI Regn.:No.135 | CIN.U66010MH2007PLC167164

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

C. COMMITTEE MEETINGS

Sr. No.	Type of Meeting	Date of Meeting	Total no. of members as on date of meeting	Attendance	
				No. of members attended	% of attendance
1.	Audit Committee	08/05/2020	3	3	100
2.	Audit Committee	23/07/2020	3	3	100
3.	Audit Committee	03/11/2020	3	3	100
4.	Audit Committee	28/01/2021	3	3	100
5.	Business Development Committee	08/05/2020	5	5	100
6.	Business Development Committee	23/07/2020	5	5	100
7.	Business Development Committee	03/11/2020	5	4	80
8.	Business Development Committee	28/01/2021	5	4	80
9.	Corporate Social Responsibility Committee	23/07/2020	4	4	100
11.	Investment Committee	08/05/2020	5	4	80
12.	Investment Committee	24/07/2020	5	5	100
13.	Investment Committee	04/11/2020	5	4	80
14.	Investment Committee	28/01/2021	5	5	100
15.	Nomination & Remuneration Committee	08/05/2020	6	6	100
16.	Nomination & Remuneration Committee	24/07/2020	6	6	100
17.	Nomination & Remuneration Committee	04/11/2020	6	5	83.33
19.	Policyholder Protection Committee	08/05/2020	5	4	80
20.	Policyholder Protection Committee	24/07/2020	5	4	80
21.	Policyholder Protection Committee	04/11/2020	5	4	80

22.	Policyholder Protection Committee	28/01/2021	5	4	80
23.	Risk Management Committee	08/05/2020	4	4	100
24.	Risk Management Committee	23/07/2020	4	4	100
25.	Risk Management Committee	03/11/2020	4	3	75
26.	Risk Management Committee	28/01/2021	4	3	75
27.	With Profit Committee	03/11/2020	5	5	100
28.	With Profit Committee	30/03/2021	5	5	100

for Ageas Federal Life Insurance Company Limited



Rajesh Ajgaonkar
Chief Compliance & Legal Officer and Company Secretary

Date: June 15, 2021

Membership No.: ACS 10498


Address: 301, Avanish Heights,
13, Saraswat Colony,
Jogeshwari East,
Mumbai – 400060
Maharashtra

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

(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)

Date of the previous annual general meeting	24/07/2020
Date of registration of transfer (Date Month Year)	31/12/2020
Type of transfer	Equity Shares
Number of Shares/ Debentures/ Units Transferred	184000000
Amount per Share/ Debenture/Unit (in Rs.)	27.56
Ledger Folio of Transferor	1
Transferor's Name	IDBI Bank Limited
Ledger Folio of Transferee	8
Transferee's Name	Ageas Insurance International N. V.

for Ageas Federal Life Insurance Company Limited



Rajesh Ajgaonkar
Chief Compliance & Legal Officer and Company Secretary

Date: June 15, 2021
Membership No.: ACS 10498
Address: 301, Avanish Heights,
13, Saraswat Colony,
Jogeshwari East,
Mumbai – 400060
Maharashtra

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel.: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

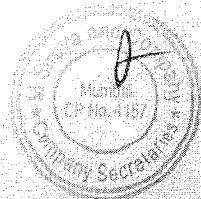
Form No. MGT-8

[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 **Ageas Federal Life Insurance Company Limited** (Formerly "**IDBI Federal Life Insurance Company Limited**") (hereinafter called 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, 2021. 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, wherever applicable, complied with the provisions of the Act & Rules made there under in respect of the following:
 1. the Company is a Public Limited Company incorporated under the provisions of the Companies Act, 1956;
 2. the Company has maintained requisite registers/records & made necessary entries therein within the time prescribed therefore;
 3. the Company has filed forms and returns as stated in the annual return, with the Registrar of Companies ("ROC"), Regional Director, Central Government, the Tribunal, Court or other authorities, wherever applicable, within the prescribed time;
 4. the Company has called/ convened/ held meetings of Board of Directors, 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. No resolutions were passed by postal ballot;
 5. the Company was not required to close the Register of Members / Security holders, as the case may be during the year under review;

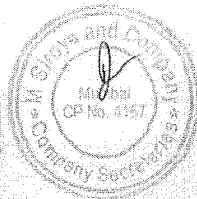


M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel.: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

6. the Company has not made any loans advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. the Company has entered into contracts/arrangements with related parties as specified in section 188 of the Act and as informed by the Management, all Related Party Transactions entered into during the year were in the Ordinary Course of Business and on Arm's Length basis. The Company has taken prior approval of the Audit Committee for all related party transactions;
8. the Company has not issued/allotted/transmitted/bought back any securities/redeemed preference shares/debentures/alter or reduced the share capital or converted its shares/ securities. However, the Company has undertaken the transfer of equity shares between promoters under demat form post acquiring requisite approvals;
9. the Company was not required to keep in abeyance the rights to dividend nor rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. there was no unpaid/ unclaimed dividend /other amounts as applicable which was required to be transferred to the Investor Education and Protection Fund in accordance with sections 124 and 125 of the Act;
11. the Company has complied with the provisions of Section 134 of the Act w.r.t. signing of audited financial statements and Report of Directors as per sub-sections (3), (4) and (5) thereof;
12. the Board of the Company is duly constituted and during the year under review the appointment/ re-appointment/retirement/cessation of Directors, disclosures of the Directors were duly made. The Company being an Insurance Company has paid the remuneration to the Managing Director & Chief Executive Officer with the prior approval of the Insurance Regulatory and Development Authority of India (the IRDAI). The limits prescribed under the Act are not applicable to the Company. There was no instance of filling-up of casual vacancy of Directors and no change in Key Managerial Personnel during the year under review;
13. the Company has appointed M/s. Gokhale & Sathe, Chartered Accountants and M/s. Mukund M. Chitale & Co., Chartered Accountants, as Joint Statutory Auditors as per the requirements of IRDAI Corporate Governance Guidelines, the Companies Act, 2013 and rules made thereunder, for a term of five years from the conclusion of the 9th and 10th Annual General Meeting ("AGM") held on August 4, 2016 and August 4, 2017 until the conclusion of the 14th AGM and 15th AGM of the Company respectively;



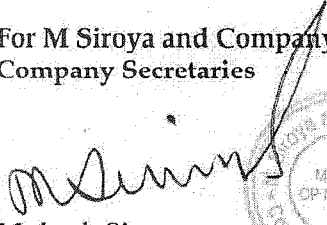
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14. the Company had obtained all requisite regulatory approvals for the change of name. Other than the above, no other approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company had not accepted/ renewed/ repaid any deposits;
16. the Company has not borrowed any amounts from its directors, members, public financial institutions, banks and others during the year under review and therefore was not required to create/modify/satisfy any charges in that respect;
17. the Company being an Insurance Company, the provisions of Section 186 of the Act are not applicable; and
18. the Company has altered name clause of Memorandum of Association and adopted new set of Articles of Association during the year under review.

**For M Siroya and Company
Company Secretaries**

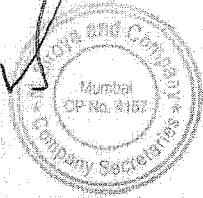

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682C000516907



Date: June 25, 2021

Place: Mumbai

Note:

In view of the ongoing restrictions/advisories issued by the Government of India/Maharashtra to contain the spread of Covid-19 pandemic on the movement of people, we have relied on electronic data for verification of the Company books, papers, minute books, forms and returns filed, and other records maintained by the Company.