

**NOTICE OF THE SEVENTH (7<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventh (7<sup>th</sup>) Annual General Meeting of the Members of DHFL Pramerica Life Insurance Company Limited will be held on Wednesday, the 20<sup>th</sup> day of August 2014 at 11:00 A.M. at 4<sup>th</sup> Floor, Building 9B, Cyber City, DLF City Phase - III, Gurgaon, Haryana – 122 002, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2014, the Revenue Account [Policyholders' Account], the Profit & Loss Account [Shareholders' Account], the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2014, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To re-appoint J. C. Bhalla & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To re-appoint R. G. N. Price & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To appoint a director in place of Mr. Timothy Edward Feige, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**: -

**APPOINTMENT OF MR. JAN VAN DEN BERG AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

**“RESOLVED THAT** Mr. Jan van den Berg, who was appointed as an additional director with effect from April 4, 2014, be and is hereby confirmed as a Director of the Company with immediate effect, and he shall be liable to retire by rotation.

**“RESOLVED FURTHER THAT** Mr. Anoop Kumar Pabby, Managing Director and CEO, and Mr. Amit Raheja, AVP – Company Secretary be and are hereby severally authorised to file the information with the Registrar of Companies concerned in the prescribed form and take any further actions in this regard.”

**By order of the Board of Directors**

**Date: July 25, 2014**

**Registered Office:**

4<sup>th</sup> Floor, Building 9B,  
Cyber City, DLF City Phase - III  
Gurgaon, Haryana – 122 002

**Sd/-**  
**Amit Raheja**  
**AVP-Company Secretary**  
**& Legal**

**NOTES:**

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll in his place.
- 2) A member of the Company, which is a body corporate, is entitled to appoint its representative duly authorized in accordance with Section 113 of the Companies Act, 2013, to vote on its behalf.
- 3) A proxy need not be a member of the Company.
- 4) The instrument appointing a proxy and a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority must be deposited at the Company's registered office not later than 30 minutes before the scheduled time for commencement of the Meeting.
- 5) The Explanatory Statement in terms of Section 102 of Companies Act, 2013, relating to special business is annexed to the Notice.
- 6) The statutory registers and document(s) referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. and will also be available for inspection at the meeting.

## **EXPLANATORY STATEMENT**

**(Pursuant to the provisions of section 102 of the Companies Act, 2013)**

### **ITEM NO. 5**

#### **APPOINTMENT OF MR. JAN VAN DEN BERG AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

In order to have efficient and effective management of the business activities of the Company, Mr. Jan van den Berg was appointed as the additional director of the Company on April 4, 2014. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Jan will hold office up to the date of this seventh annual general meeting.

The Company has received a notice under Section 160 of Companies Act, 2013 from a member proposing the candidature of Mr. Jan van den Berg as director of the Company, liable to retire by rotation.

Keeping in view the qualification and experience of Mr. Jan van den Berg, it is in the interest of the Company to appoint him as a Director of the Company.

Except Mr. Jan van den Berg, to whose appointment this resolution pertains, none of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

The Board recommends the resolution as stated in item no. 5 for the approval of the Members as an ordinary resolution.

**By order of the Board of Directors**

**Date: July 25, 2014**

**Registered Office:**

4<sup>th</sup> Floor, Building 9B,  
Cyber City, DLF City Phase - III  
Gurgaon, Haryana – 122 002

**Sd/-  
Amit Raheja  
AVP-Company Secretary  
& Legal**

**DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED**  
(Regd Office: 4<sup>th</sup> Floor, Tower 9B, DLF Cyber City, Gurgaon, Haryana – 122 002)

**FORM OF PROXY (FORM NO. MGT – 11)**

CIN: U66000HR2007PLC052028

DHFL Pramerica Life Insurance Company Limited

4<sup>th</sup> Floor, Building No. 9B, Cyber City, DLF City Phase-III, Gurgaon-122002

Name: of the Member(s): Registered Address: Email ID Folio No/ Client Id: DP ID:
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We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:..... or failing him;
2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:..... or failing him;
3. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:..... or failing him;

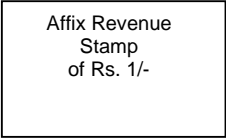
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>th</sup> Annual General Meeting (AGM) of the Company, scheduled to be held on Wednesday, the 20<sup>th</sup> day of August 2014 at 11:00 A.M. at 4<sup>th</sup> Floor, Building 9B, Cyber City, DLF City Phase - III, Gurgaon -122002 Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2014, the Revenue Account [Policyholders' Account], the Profit & Loss Account [Shareholders' Account], the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2014, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To re-appoint J. C. Bhalla & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To re-appoint R. G. N. Price & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To appoint a director in place of Mr. Timothy Edward Feige, who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Mr. Jan van den Berg as Director liable to retire by rotation

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature of Shareholder

Signature of Proxy holder(s)



**Note: This form of Proxy in order to be effective should be duly completed and deposited at 4th Floor, Building 9B, Cyber City, DLF City Phase – III, Gurgaon, Haryana – 122 002, not less than 48 hours before the commencement of the Meeting.**