

NOTICE FOR NINTH (9TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Members of DHFL Pramerica Life Insurance Company Limited will be held on Friday, August 19, 2016 at 02:00 P.M. at the “Board Room”, 4th Floor, Building 9, Tower B, Cyber City, DLF City Phase-III, Gurgaon 122 002, Haryana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Financial Statements comprising of the Balance Sheet of the State of Affairs of the Company as at March 31, 2016, Revenue Account (Policyholders’ Account), Profit and Loss Account (Shareholders’ Account), Receipts and Payments Account (Cash Flow Statement) respectively for the Financial Year ended March 31, 2016 and the Management Report together with the report of the Board of Directors and the Auditor’s thereon.
2. To appoint a Director in place of Mr. Kapil Wadhawan (DIN 00028528), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Mahalingam (DIN 01781730), who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of Joint Statutory Auditors

“RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and Corporate Governance Guidelines issued by IRDAI (including any statutory modification(s) or re-enactment thereof), M/s S. N. Dhawan & Co., Chartered Accountants (FRN000050N) be and are hereby appointed as the Joint Statutory Auditors of the Company in place of retiring auditor M/s R. G. N. Price & Co., Chartered Accountants (FRN02785S), to hold office from the conclusion of this Annual General Meeting of the Company, until the conclusion of the 14th Annual General Meeting, on a remuneration, excluding taxes and out of pocket expenses (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit and Compliance Committee.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Mayank Goel, Associate Vice President – 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.”

5. Re-appointment of Joint Statutory Auditors

“RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and Corporate Governance Guidelines issued by IRDAI (including any statutory modification(s) or re-enactment thereof), M/s J. C. Bhalla & Co., Chartered Accountants (FRN 001111N), retiring auditors of the Company, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of the 9th Annual General Meeting of the Company until the conclusion of the 10th Annual General Meeting of the Company, on a remuneration, excluding taxes

and out of pocket expenses (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit and Compliance Committee.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Mayank Goel, Associate Vice President – 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.”

SPECIAL BUSINESS

6. To consider and if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Kent Douglas Sluyter (DIN 07333422) as Director liable to retire by rotation

“RESOLVED THAT pursuant to the provisions of Sections 152 &160 and other applicable provisions of Companies Act, 2013 read with underlying rules viz. Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Kent Douglas Sluyter (DIN 07333422) who was appointed as an Additional Director with effect from Friday, January 1, 2016, be and is hereby confirmed as a Director of the Company and his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Mayank Goel, Associate Vice President – 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.”

7. To consider and if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION**: -

Appointment of Mr. Nitin Gupta (DIN:03316274) as a Non-executive Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Nitin Gupta (DIN 03316274), who was appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company vide Resolution passed by the Nomination and Remuneration Committee and the Board of Directors of the Company w.e.f. July 19, 2016, respectively, who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and IRDAI Corporate Governance Guidelines and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period of 5(five) years, i.e. up to July 18, 2021.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Mayank Goel, Associate Vice President – 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.”

8. To consider and if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION**: -

Re-constitution of Investment Committee

“RESOLVED THAT pursuant to IRDAI Corporate Governance Guidelines and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Investment Committee of the Board in the following manner w.e.f July 19, 2016:

S. No.	Name of Director	Designation
1.	Mr. Kapil Wadhawan	Non-Executive Director (Chairman)
2.	Mr. Anoop Pabby	Managing Director & CEO
3.	Mr. Jan van den berg	Non-Executive Director
4.	Mr.Suresh Mahalingam	Non-Executive Director
5.	Mr. Amit Patra	Chief Investment Officer
6.	Mr. Alok Mehrotra	Chief Financial Officer
7.	Mr. Varun Gupta	Appointed Actuary
8.	Mr. Milind Kari	Chief Risk Officer

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and Mr. Mayank Goel, AVP – Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

**By order of the Board of Directors
For DHFL Pramerica Life Insurance
Company Limited**

**Sd/-
Mayank Goel
Asso. V.P. – Company Secretary
ACS 32253**

**Mumbai
July 19, 2016**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013, relating to Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF.
3. 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.
4. A proxy need not be a Member of the Company.
5. 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 48 (Forty Eight) hours minutes before the scheduled time for commencement of the Meeting.
6. The document(s) referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during all business days (Monday to Friday) between 9:00 A.M. to 6:00 P.M. and will also be available at the meeting for inspection.
7. Route map and details of venue of the meeting is enclosed as Annexure A.

STATEMENT ANNEXED TO THE NOTICE IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

In order to have efficient and effective management of the business activities of the Company, Mr. Kent Douglas Sluyter (DIN 07333422) was appointed as an Additional Director of the Company on Friday, January 1, 2016. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Kent Douglas Sluyter will hold office up to the date of this 9th (ninth) Annual General Meeting of the Company.

The Company has received a notice under Section 160 of Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Mr. Sluyter (DIN 07333422) as Director of the Company and his office shall be liable to retire by rotation.

Mr. Sluyter (DIN 07333422) holds a bachelor's degree from Lafayette College and is a fellow of the Society of Actuaries (FSA) and a Chartered Life Underwriter (CLU). A member of the American Council of Life Insurers (ACLI), serving on both the CEO Task Force on Tax Challenges and the Life Insurance Committee, he is also a frequent speaker at various industry conferences.

Currently, Mr. Sluyter (DIN 07333422) is Chief Executive Officer of Prudential Individual Life Insurance and Prudential Advisors. Mr. Sluyter joined Prudential in 1981 and during the course of his career has held leadership positions across many individual Life's core functions, including Actuarial, Underwriting, Operations, Technology, Risk Management and Marketing.

Except Mr. Sluyter (DIN 07333422) 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 of Directors of your Company recommends the Resolution to be passed as an Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7

In terms of the requirement of recent Corporate Governance Guidelines issued by IRDAI dated May 18, 2016, the Board of Directors of an insurer shall consist of minimum three "Independent Directors". Further, in view of the amended Article 3.2.1 (a) (iii) of the Shareholders' Agreement, the Company should have an additional Independent Director on the Board.

Mr. Nitin Gupta (DIN 03316274) was appointed as an Additional Director of the Company on Tuesday, July 19, 2016. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Gupta will hold office up to the date of this 9th (Ninth) Annual General Meeting of the Company.

The Company has received a Notice under Section 160 of Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Mr. Nitin Gupta(DIN 03316274) as Director of the Company and his office shall be not be liable to retire by rotation.

Mr. Gupta (DIN 03316274) holds a Master degree from IIM, Ahmedabad, law degree from Bombay University, and an Economics Honours degree from St. Stephen's College, Delhi.

Mr. Gupta (DIN 03316274) is a Non-Executive Co-Founder of Faircent, India's first and best known P2P lending Company. Mr. Gupta was a non-executive Co-Founder of Lets Buy, one of India's most successful e-commerce start-ups, which was sold to FlipKart, India's No. 1 e-commerce Company.

Except Mr. Gupta 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 of Directors of your Company recommends the Resolution to be passed as an Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the Members.

Item No. 8

In terms of the requirement of Corporate Governance guidelines issued by IRDAI dated May 18, 2016, CRO of the Company needs to be included as one of the member of the Investment Committee.

The Board of Directors vide their resolution dated July 19, 2016 approved the reconstitution of the Investment Committee of the Board as detailed in the resolution, subject to the approval of shareholders.

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 to be passed as an Ordinary Resolution as set out at Item No. 8 of the Notice for the approval of the Members.

**By order of the Board of Directors
For DHFL Pramerica Life Insurance
Company Limited**

**Sd/-
Mayank Goel
Asso. V.P. – Company Secretary
ACS 32253**

**Mumbai
July 19, 2016**

FORM OF PROXY (FORM NO. MGT - 11)

CIN: **U66000HR2007PLC052028**

DHFL Pramerica Life Insurance Company Limited
4th Floor, Building 9, Tower B, Cyber City, DLF City Phase - III,
Gurgaon - 122 002, Haryana.

Name of the Member(s) :
Registered Address :
Email ID :
Filo No./Client ID :
DP ID :

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 9th (Ninth) Annual General Meeting (AGM) of the Company, scheduled to be held on Friday, the August 19, 2016 at 02:00 P.M. at the "Board Room", 4th Floor, Building 9, Tower B, Cyber City, DLF Phase - III, Gurgaon - 122 002, Haryana and at any adjournment thereof in respect of such resolution as indicated below:

1. To receive, consider, approve and adopt the audited Financial Statements as at March 31, 2016, the Management Report together with the report of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Kapil Wadhawan (DIN 00028528), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Mahalingam (DIN 01781730), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Joint Statutory Auditors.
5. Re-appointment of Joint Statutory Auditors.
6. Appointment of Mr. Kent Douglas Sluyter (DIN 07333422) as Director liable to retire by rotation.
7. Appointment of Mr. Nitin Gupta (DIN 03316274) as a Non-Executive Independent Director
8. Reconstitution of the Investment Committee.

Signed this ____ day of _____, 2016

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp of Rs. 1/-

Note: This form of Proxy in order to be effective should be duly completed and deposited with the Company not less than 30 (thirty) minutes before the commencement of the Meeting.

Brief Resume of Directors being re-appointed/appointed

Mr. Kapil Wadhawan

Date of Birth	18.10.1973
Age	43 years
Original Date of Appointment	18.12.2013
Qualifications	MBA
Experience and expertise in functional area	Finance
Terms and conditions of appointment and remuneration	As mentioned in the Board's Report
Remuneration last drawn	Nil
No. of Board meetings attended during the year	As detailed in Corporate Governance Report
Shareholding in DHFL Pramerica Life Insurance Company Limited	3 shares
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	<ul style="list-style-type: none"> • Dewan Housing Finance Corporation Ltd • DHFL Vysya Housing Finance Limited • Aadhar Housing Finance Limited • Avanse Financial Services Limited • Arthveda Fund Management Private Limited • DHFL Venture Trustee Company Private Limited • R K Wadhawan Institute For Universal Learning Private Limited • Rochester Wadhawan Foundation for Learning • Wadhawan Global Capital Private Limited • Wadhawan Techspaces Pvt. Ltd. • WGC Management Services Pvt. Ltd • KYTA TECH Private Limited • DHFL Pramerica Asset Managers Private Limited • DHFL Advisory & Investments Private Limited • WGC Advisory Services Private Limited • WGC Advanced Healthcare Private Limited • DHFL General Insurance Limited

Mr. Suresh Mahalingam

Date of Birth	17.02.1962
Age	54 years
Original Date of Appointment	17.12.2014
Qualifications	PGPIM
Experience and expertise in functional area	Business Management
Terms and conditions of appointment and remuneration	As mentioned in the Board's Report
Remuneration last drawn	Nil
No. of Board meetings attended during the year	As detailed in Corporate Governance Report
Shareholding in DHFL Pramerica Life Insurance Company Limited	Nil

Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	<ul style="list-style-type: none"> • Avanse Financial Services Limited • DHFL Pramerica Asset Managers Private Limited • Pratishruti Foundation • DHFL General Insurance Limited

Mr. Kent Douglas Sluyter

Date of Birth	10.08.1959
Age	57
Original Date of Appointment	01.01.2016
Qualifications	Fellow of Society of Actuaries and Chartered Life Underwriter
Experience and expertise in functional area	Actuary
Terms and conditions of appointment and remuneration	As mentioned in the Board's Report
Remuneration last drawn	Nil
No. of Board meetings attended during the year	As detailed in Corporate Governance Report
Shareholding in DHFL Pramerica Life Insurance Company Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	Nil

Mr. Nitin Gupta

Date of Birth	05-July-1960
Age	56
Original Date of Appointment	19.07.2016
Qualifications	MBA (IIM Ahmedabad), LL.B. (Bombay University), Economics Honors from St. Stephen's College.
Experience and expertise in functional area	Business Management
Terms and conditions of appointment and remuneration	As mentioned in the Board's Report
Remuneration last drawn	Nil
No. of Board meetings attended during the year	Nil
Shareholding in DHFL Pramerica Life Insurance Company Limited	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil
Directorships held in other companies in India	<ul style="list-style-type: none"> • Amplio Technologies India Private Limited • Dynamis Mentors Private Limited • Fusion Micro Finance Private Limited • Loylty Rewardz Management Private Limited • Mo Dynamis Digital Private Limited • Talisman Advisors Private Limited • Vdoselect Advisors Private Limited