

Notice for Extraordinary General Meeting

NOTICE is hereby given that an **Extraordinary General Meeting** of the Members of **DHFL Pramerica Life Insurance Company Limited** will be held on **Thursday, the 7th day of November, 2019 at 03:30 P.M.**, at a **shorter notice**, at the “Phoenix”, 4th Floor, Building No. 9, Tower B, Cyber City, DLF City Phase 3, Gurgaon -122 002, Haryana to transact the following **Special Business**:

1. Change in Name of the Company including alteration in Memorandum of Association (MOA) and Articles of Association (AOA) of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 4, 13 and any other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”) and subject to the approval of Central Government/Registrar of Companies, Insurance Regulatory Development Authority of India (“IRDAI”) or any other Regulatory Authorities as may be necessary, the consent of the Members be and is hereby accorded to change the name of the Company from “DHFL Pramerica Life Insurance Company Limited” to **“Pramerica Life Insurance Limited”** as approved by IRDAI and CRC, Ministry of Corporate Affairs..

RESOLVED FURTHER THAT the name “DHFL Pramerica Life Insurance Company Limited” wherever it appears in the Memorandum of Association of the Company be substituted by the new name **“Pramerica Life Insurance Limited.”**

RESOLVED FURTHER THAT the name “DHFL Pramerica Life Insurance Company Limited” wherever it appears in the Articles of Association of the Company be substituted by the new name **“Pramerica Life Insurance Limited.”**

RESOLVED FURTHER THAT in accordance with Clause A (b) of Schedule A (Reserved Matters) of the Articles of Association of the Company, the logo and branding of the Company be suitably changed post change in name of the Company from “DHFL Pramerica Life Insurance Company Limited” to **“Pramerica Life Insurance Limited.”**

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, Chief Compliance Officer and Company Secretary of the Company, be and are hereby severally authorised to prepare, file, execute, sign any application, form, fees, explanations, documents, papers etc. in electronic mode and to make any amendment/ alteration/ addition/deletion in the application/ form/explanation/ documents/papers filed, to be filed with and to obtain necessary approvals, consents, grants, permission from the Central Government/Registrar of Companies, Insurance Regulatory Development Authority of India or any other Regulatory Authorities as may be necessary.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, Chief Compliance Officer and Company Secretary of the Company, be and are hereby severally authorised to delegate all or any of the powers entrusted above, in favour of any employees/officers/any other persons by executing a power of attorney or letter of authority or to withdraw the powers delegated to any employees/officers/any other persons and are authorized to do all other acts, deeds, things, matters which in their opinion is in the best interest of the Company and is incidental, necessary or consequential for giving effect to the above Resolution.”

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

**Sd/-
Mayank Goel
Company Secretary
F9665**

**Gurgaon
October 30, 2019**

Address: 694, 2nd Floor, Sector A, Pocket C
Vasant Kunj, New Delhi - 110070

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING. PROXY FORM AND ATTENDANCE SLIP ARE ENCLOSED HEREWITH.
3. Corporate Members (Bodies Corporate) intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney/Authority Letter, authorising their representative to attend and vote on their behalf at the meeting.
4. All documents referred to in the Notice and the Explanatory Statement and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the venue of the Meeting.
5. Members may also note that the Notice of the Extraordinary General Meeting ('EGM') will be available on the website of the Company.
6. A Route Map alongwith prominent landmark showing directions to reach the venue of the Extraordinary General Meeting is annexed hereto.
7. The meeting has been convened at a shorter notice. Therefore, pursuant to Section 101 of the Companies Act 2013 and Secretarial Standard- 2 and to validate the meeting, the consent of majority in number of members representing not less than ninety-five percent of the paid-up share capital of the company entitled to vote is required. The letter seeking approval of shareholders to convene the Extraordinary General Meeting at a **shorter notice** on Thursday, November 7, 2019 is annexed and forms part of this Notice. Members are requested to submit the duly filled and signed consent on or before the commencement of the Extra Ordinary General Meeting.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Members may be aware that the Company's Indian shareholder Dewan Housing Finance Corporation Limited ("DHFL") has been facing significant business challenges for last 12 (twelve) months. During this period significant events such as crashing of the share price, virtual halt in home loan disbursements, consistent defaults in repayment of NCDs and other liabilities were transpired.

The media coverage around **DHFL** has been consistently negative and this has resulted in strong negative perceptions around the DHFL brand, in the mind of customers, agents, partners and Institutional distributors. As a Joint Venture – DHFL Pramerica Life has been facing strong headwinds due the brand impact caused by brand name DHFL. Moreover in view of the association with brand name "**DHFL**", the true strength and health of the Company is also not correctly perceived in the minds of its customers.

It is pertinent to note that despite the challenges in the external environment key parameters like solvency and claims paid ratio of the Company continues to remain healthy at 351% and 95% respectively as at June 30, 2019.

Further it is to be noted that as a life insurer, DHFL Pramerica Life Insurance Company Limited ('DPLI') enters into long liability contracts through life insurance policies with its customers where premiums are collected in lieu of obligations that are supposed to be delivered over significantly long period of time in the future. This business model is unique to life insurance - essentially a business of honoring a long term future promise in which the credibility of the Company plays a very significant role. It is precisely this credibility that has got significantly affected due to challenges associated with the brand name "**DHFL**".

The Board of Directors of the Company by passing a Resolution by Circulation on September_26, 2019 has approved to change the name of the Company as "**Pramerica Life Insurance Limited**". Thereafter the Insurance Regulatory and Development Authority of India have conveyed in principal approval to the proposed change in name of the Company vide its letter dated October 18, 2019. Further Central Registration Centre, Office of Registrar of Companies, Ministry of Corporate Affairs has provided **no objection** to the availability of the changed name "**Pramerica Life Insurance Limited**" vide its letter dated October 24, 2019 which will remain valid for 60 days.

In accordance with Clause A (b) of Schedule A (Reserved Matters) of the Articles of Association of the Company and in terms of Section 13, 14 of the Companies Act, 2013("Act"), the change of Company's name in the aforesaid manner including change in the Name clause of the Memorandum of Association and consequent change in Articles of Association of the Company respectively requires approval of the Shareholders of the Company by a Special Resolution.

Also, any change in the logo and branding of the Company in accordance with Clause A (b) of Schedule A (Reserved Matters) of the Articles of Association of the Company also requires approval of the Shareholders of the Company by a Special Resolution.

Therefore, the Board of Directors of your Company vide passing a Resolution by Circulation on Wednesday, October 30, 2019 recommends the passing of Special Resolution as set out at Item No. 1 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

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

**Sd/-
Mayank Goel
Company Secretary
F9665**

**Gurgaon
October 30, 2019**

Address: 694, 2nd Floor, Sector A, Pocket C
Vasant Kunj, New Delhi - 110070

PROXY FORM (FORM NO. MGT - 11)
[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U66000HR2007PLC052028
Name of the Company : DHFL Pramerica Life Insurance Company Limited
Registered Office : 4th Floor, Building No. 9, Tower B, Cyber City, DLF City
Phase – III, Gurgaon - 122 002, Haryana.

Name of the Member(s) :
Registered Address :
Email ID :
Client ID :
DP ID :

I/ We, being the member (s) of _____ share(s) of the above named company, hereby appoint

1. 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 Extraordinary General Meeting (EGM) of the Members of the Company, to be held on **Thursday, November 7, 2019 at 03:30 P.M.** at the “**Phoenix**”, **4th Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002, Haryana** and at any adjournment thereof in respect of such Resolution as is indicated below:

No.	Resolution
Special Business	
1	Change in Name of the Company including alteration in Memorandum of Association (MOA) and Articles of Association (AOA) of the Company

Signed this _____ day of _____, 2019

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 the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the Meeting.

DHFL Pramerica Life Insurance Company Limited

Regd. Office: 4th Floor, Building No. 9, Tower B, Cyber City, DLF City Phase – III,
Gurgaon – 122 002, Haryana, CIN: U66000HR2007PLC052028
Tel: 0124-4697000, Fax: 0124-4697100, Website: www.dhflpramerica.com

ATTENDANCE SLIP

Folio No.:	DP ID No.:	Client ID No.:
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I/ We hereby record my/our presence at the Extraordinary General Meeting of the Company at “Phoenix”, 4th Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002, Haryana at 03:30 P.M. on Thursday, November 7, 2019.

Name of the Member	Signature
Name of the Proxyholder	Signature

Notes:

1. Only Member/Proxyholder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the venue.

Consent of shareholder for shorter notice

[Pursuant to Section 101(1) of Companies Act 2013]

**The Board of Directors
DHFL Pramerica Life Insurance Company Limited
4th Floor, Building No. 9, Tower B,
Cyber City, DLF City Phase – III,
Gurgaon – 122 002 (Haryana)**

Dear Sirs,

I/ We, _____, son of/ a company having its registered office at _____, holding _____ equity shares of Rs. 10/- each in the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Members of the Company on **Thursday, November 07, 2019 at 03:30 P.M., at a Shorter Notice.**

For _____

Member/ Authorised Signatory/ Representative

DP ID :

Client ID :

ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day Thursday
Date November 7, 2019
Time 03:30 P.M.
Venue "Phoenix", 4th Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002, Haryana
(Landmark: Phase III Metro Station)

