

**DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED**

**Regd. Office: 4<sup>th</sup> Floor, Building 9, Tower B, Cyber City,**

**DLF City Phase – III, Gurgaon, – 122 002, Haryana**

**Website: [www.dhflpramerica.com](http://www.dhflpramerica.com),**

**Tel: 0124-4697000, Fax: 0124-4697100,**

**CIN: U66000HR2007PLC052028**

**NOTICE FOR ADJOURNED EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the adjourned Extra-ordinary General Meeting of the Members of DHFL Pramerica Life Insurance Company Limited will be held on Tuesday, the 21<sup>st</sup> day of February, 2017 at 10:30 A.M. at the “Board Room”, 4<sup>th</sup> Floor, Building 9, Tower B, Cyber City, DLF City Phase–III, Gurgaon 122 002, Haryana to transact the following **Special Business**:

**1. RE-CONSTITUTION OF THE BOARD COMMITTEES**

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company, approval of the Members be and is hereby accorded to Re-constitute the following Committees of the Board

- Policyholder Protection Committee;
- Risk Management Committee;
- Corporate Social Responsibility Committee;
- Nomination and Remuneration Committee;
- Audit and Compliance Committee; and
- With Profits Committee.

by nominating Mr. Nitin Gupta as a Member in place of Mr. Anil Baijal, who has resigned from the Board w.e.f. December 30, 2016.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and Mr. Mayank Goel, Company Secretary be and are hereby severally authorized to do all such acts, things, deeds etc as may be required to give effect to the Resolution.”

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

**Sd/-**

**Mayank Goel**

**AVP – Company Secretary**

**ACS No. 32253**

**Gurgaon  
February 16, 2017**

**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 30 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 between 9:00 A.M. to 5:00 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.
8. The Extra Ordinary General Meeting of the members of DHFL Parmerica Life Insurance Company Limited was required to be convened on Tuesday, February 16, 2017 at 10:30 A.M. at the "Board Room", 4<sup>th</sup> Floor, Building 9, Tower B, Cyber City, DLF City Phase-III, Gurgaon 122 002, Haryana. However, due to lack of quorum the Meeting could not be held. Accordingly, as per Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, the Meeting was adjourned for want of a quorum to the same day on the next week, at the same time and place.

**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. 1**

**RE-CONSTITUTION OF THE BOARD COMMITTEES**

The Company has received a letter dated December 30, 2016 from Mr. Anil Baijal tendering his resignation from the position of Non - executive Independent Director of the Company with effect from the date of this letter, the Committees in which Mr. Anil Baijal was Member/Chairman needs to be Reconstituted.

Further, in accordance with the Article 154(a) of the Articles of Association of the Company, the Board of Directors vide their Circular Resolution dated January 6, 2017 has approved the Re-constitution of the following Committees of the Board by replacing Mr. Anil Baijal with Mr. Nitin Gupta, subject to the approval of shareholders:

- Policyholder Protection Committee:
- Risk Management Committee:
- Corporate Social Responsibility Committee:
- Nomination and Remuneration Committee:
- Audit and Compliance Committee:
- With Profits Committee

Except Mr. Nitin Gupta, being nominated as Member of the Committee, none of the Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed Ordinary Resolution.

The Board recommends the Resolution as stated in Item No. 1 for the approval of the Members as an Ordinary Resolution.

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

**Sd/-  
Mayank Goel  
AVP – Company Secretary  
ACS No. 32253**

**Gurgaon  
February 16, 2017**

**FORM OF PROXY (FORM NO. MGT - 11)**

CIN: **U66000HR2007PLC052028**

DHFL Pramerica Life Insurance Company Limited

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

Name: of the Member(s):

Registered Address:

Email ID:

Folio No/ Client Id:

DP ID:

We, being the member (s) of 1 (one) shares of the above named company, hereby appoint

1. Name:

Address:

E-mailId:

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 adjourned Extra-ordinary General Meeting (EGM) of the Company, scheduled to be held on **Tuesday, the 21<sup>st</sup> day of February, 2017 at 10:30 A.M.** at the "Board Room", 4<sup>th</sup> 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. Re-Constitution of the Board Committees

Signed this \_\_\_\_\_ day of February, 2017

Signature of Shareholder

Affix  
Revenue  
Stamp  
of Rs. 1/-

Signature of Proxy holder(s)

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