

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 **Friday, March 1, 2019** at **10:30 A.M.**, at the Registered Office of the Company at **“Phoenix”, 4th Floor, Building No. 9, Tower B, Cyber City, DLF City Phase – III, Gurgaon - 122 002, Haryana**, to transact the following **Special Business**:

1. Re-constitution of the Investment Committee

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

“RESOLVED THAT pursuant to the applicable provisions of the IRDAI Corporate Governance Guidelines, 2016 and Clause A(e) of Schedule A (Reserved Matters) of the Articles of Association of the Company, consent of the Members of the Company, be and is hereby accorded to re-constitute the Investment Committee of the Board by appointing Mr. K Sridharan, Chief Risk Officer in place of Mr. Milind Kari as the Member of the Investment Committee.

RESOLVED FURTHER THAT all the other terms of reference of the Investment Committee shall remain unchanged.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things which may be usual, expedient or proper to give effect to the above Resolution.”

2. Revision in Annual Business Plan of the Company

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

“RESOLVED THAT pursuant to Article 145(2) and Clause A(p) of Schedule A (Reserved Matters) of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the revised Annual Business Plan of the Company for the Financial Years i.e. 2018-19 to 2022-23.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO, Mr. Alok Mehrotra, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things which may be usual, expedient or proper to give effect to the above Resolution.”

3. Re-appointment of Mr. Sunjoy Joshi (DIN: 00449318) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and IRDAI Corporate Governance Guidelines 2016, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Sunjoy Joshi (DIN: 00449318), Non- Executive Independent Director of the Company for his 2nd (Second) term of 5 (Five) consecutive years with effect from April 01, 2019 to hold office upto March 31, 2024 or such other period as may be deemed fit in this regard and that his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT a Notice under Section 160 of the Act in writing proposing the re-appointment of Mr. Joshi has been received by the Company from a Member.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things which may be usual, expedient or proper to give 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**

**Place: Mumbai
Date: January 16, 2019**

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

NOTES:

- 1. 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.**
2. 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.
3. 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.
4. Members may also note that the Notice of the Extraordinary General Meeting ('EGM') will be available on the website of the Company.
5. All documents referred to in the Notice and the Explanatory Statement and such statutory records and registers including proxies lodged, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 9:30 A.M. to 6:30 P.M. on all working days from the date hereof upto the date of the meeting.
6. Details of Director seeking re-appointment at the ensuing meeting are provided in the Annexure to the Notice pursuant to the provisions of Secretarial Standards on General Meetings ('SS-2') issued by Institute of Company Secretaries of India.
7. A Route Map alongwith prominent landmark showing directions to reach the venue of the Extraordinary General Meeting is annexed hereto.

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

The Board of Directors pursuant to the Articles of Association of the Company vide its Circular Resolution passed on Thursday, October 11, 2018 approved the reconstitution of the Investment Committee of the Board by appointing Mr. K Sridharan, Chief Risk Officer in place of Mr. Milind Kari.

The re-constituted Investment Committee of the Company shall be as follows:

S. No.	Name of the Member	Designation
1	Mr. Kapil Wadhawan	Chairman
2	Mr. Anoop Pabby	Managing Director & CEO
3	Mr. James Wayne Weakley	Non-Executive Director
4	Mr. Suresh Mahalingam	Non-Executive Director
5	Mr. Ajay Kumar Chaturvedi	Appointed Actuary
6	Mr. Alok Mehrotra	Chief Financial Officer
7	Mr. Amit Patra	Chief Investments Officer
8	Mr. K Sridharan	Chief Risk Officer

Further in accordance with Clause A (e) of Schedule A (Reserved Matters) of the Articles of Association, any change in the composition of any committee constituted by the Board needs to be approved by the Shareholders. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution for the reconstitution of the Investment Committee with effect from Thursday, October 11, 2018.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution**.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 1 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

Item No. 2

The Members at its Extraordinary General meeting held on Thursday, April 26, 2018, had accorded its approval to the Annual Business Plan of the Company for 5(five) Financial Years i.e. 2018-19 to 2022-23 in accordance with Article 145(2) and Clause A (p) of Schedule A (Reserved Matters) of the Articles of Association of the Company.

Further the Board of Directors at its meeting held on Tuesday, October 23, 2018 and by way of circulation on Thursday, December 6, 2018 respectively have revised the said approved Annual Business Plan in line with the requirements of IRDAI (Expenses of Management of Insurers transacting life insurance business) Regulations, 2016, subject to approval of the

Members. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution for the approval of the revised Annual Business Plan of the Company.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution**.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 2 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

Item No. 3

The Members at their Extraordinary General Meeting held on Wednesday, September 10, 2014 approved the tenure of the appointment of Mr. Sunjoy Joshi (DIN: 00449318) as a Non-Executive Independent Director of the Company for a period of 5 (five) years with effect from April 1, 2014, who was appointed on the Board of the Company on December 18, 2013. Mr. Joshi would be completing his present First term as a Non-Executive Independent Director on March 31, 2019.

The Nomination & Remuneration Committee (“NRC”) of the Board of Directors (“the Board”) of the Company at the meeting held on Wednesday, January 16, 2019 on the basis of the report of his performance evaluation has recommended the re-appointment of Mr. Sunjoy Joshi as a Non-executive Independent Director of the Company with effect from April 1, 2019 for a Second term of 5 (Five) consecutive years upto March 31, 2024 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 (‘the Act’), or any amendment thereto or modification thereof.

The Board based on his performance evaluation and recommendation of the NRC at its meeting held on Wednesday, January 16, 2019 considered that given his background, experience and contributions made by him during his tenure, the continued association of Mr. Joshi would immensely benefit the Company. The Company has received a declaration from Mr. Joshi that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and consent pursuant to Section 152 of the Act.

In the opinion of the Board, Mr. Joshi fulfils the conditions specified in the Act, the Rules thereunder and IRDAI Corporate Governance Guidelines 2016 for re-appointment as an Independent Director and that he is independent of the management of the Company. Further he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of Mr. Joshi’s qualification, knowledge and vast experience and his meeting the criteria of independence, your Board considered his directorship as justified.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Joshi, in terms of the provisions of Section 149(10) of the Act.

Requisite Notice under Section 160 of the Act proposing the candidature of Mr. Joshi as Non-executive Independent Director for re-appointment has been received by the Company.

Additional information in respect of Mr. Joshi pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is also attached herewith. Mr. Joshi does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Copy of draft letter of appointment of Mr. Joshi setting out the terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sunjoy Joshi, to whom the Resolution relates, is in any way concerned or interested, financially or otherwise, in the proposed **Special Resolution** as set out at Item No. 3.

Accordingly, the Board of Directors of your Company, recommends the Resolution as set out at Item No. 3 of the Notice to be passed as **Special Resolution** for the approval of the Members of the Company.

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

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

**Place: Mumbai
Date: January 16, 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 :
Folio No./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;

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____ ;

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 **Friday, March 1, 2019** at **10:30 A.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 are indicated below:

Resolution No.	Resolution
Special Business	
1	Re-constitution of the Investment Committee
2	Revision in Annual Business Plan of the Company
3	Re-appointment of Mr. Sunjoy Joshi (DIN: 00449318) as Non-Executive Independent Director

Signed this ____ day of _____, 2019

Signature of Shareholder _____ 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

No. of Shares	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 10:30 A.M. on Friday, March 1, 2019.**

Name of the Member	Signature
Name of the Proxyholder	Signature

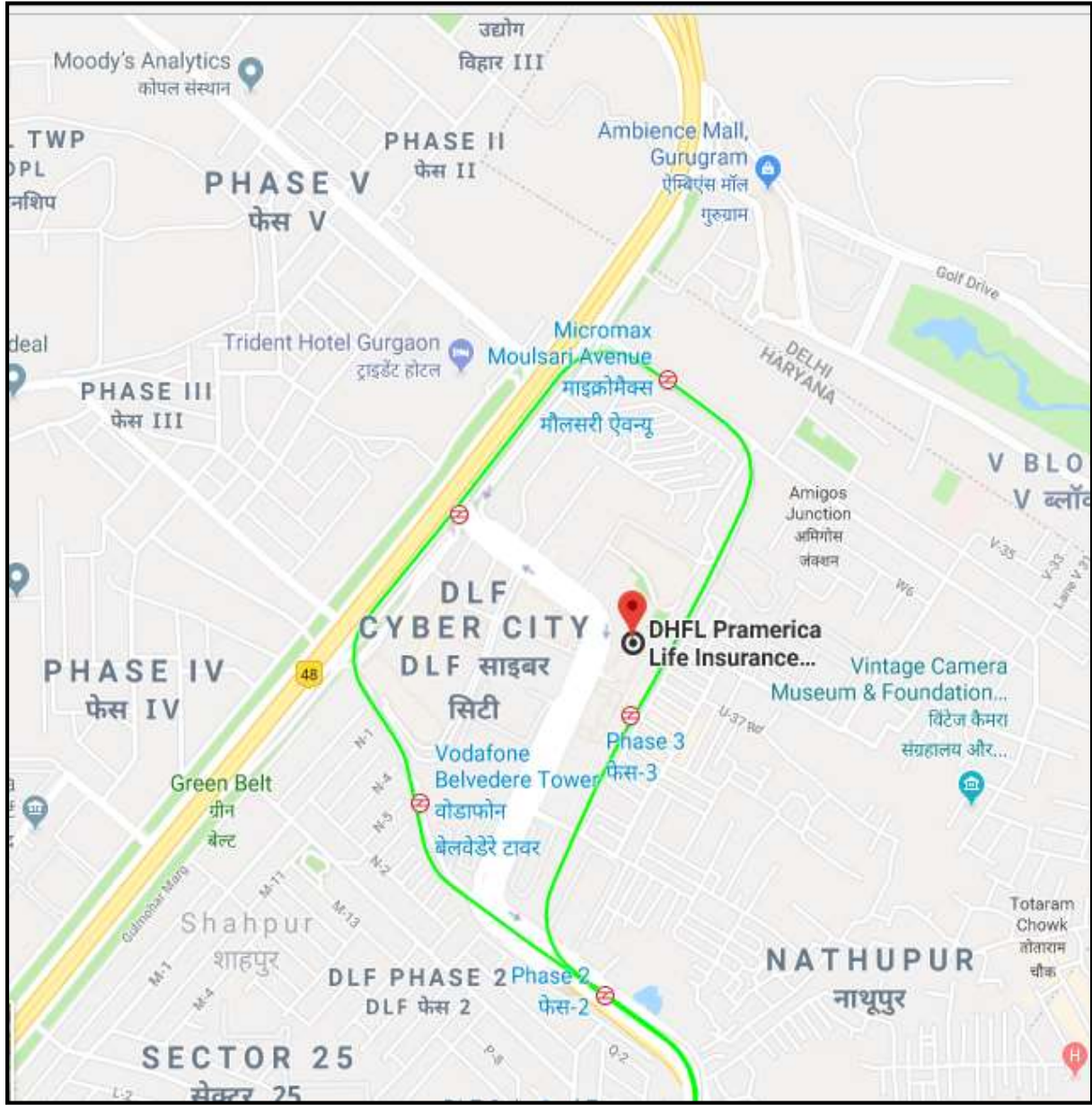
Notes:

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.

DHFL Pramerica Life Insurance Company Limited

ROUTEMAP ALONGWITH PROMINENT LANDMARK

Day Friday
Date March 1, 2019
Time 10:30 A.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)



Disclosure relating to Secretarial Standard on General Meetings	
Particulars	Mr. Sunjoy Joshi
Date of Birth/ Age	March 03, 1959/ 59 years
Original Date of Appointment	December 18, 2013
Qualifications	Master Degree in English Literature, Development Studies
Experience in Functional Area	<p>Mr. Joshi began his illustrious career with the Government of India as a Member of the Indian Administrative Service in 1983 (Madhya Pradesh Cadre) serving in various capacities ranging from social, economic, administrative responsibilities to running and managing commercial enterprises for 25 years. During his tenure, Mr. Joshi has handled oil and gas exploration as Joint Secretary in the Ministry of Petroleum and Natural Gas and was the Government nominated Director on the Boards of large energy companies such as Oil and Natural Gas Corporation (ONGC), ONGC Videsh Limited (OVL) and Mangalore Refinery and Petrochemicals Limited (MRPL). This deep and vast exposure at the Board level in very large-sized Public Sector Undertakings clearly shows the commercial acumen and financial understanding on part of Mr. Sunjoy Joshi.</p> <p>He, thereafter, joined Observer Research Foundation ('ORF') as Chairman. The ORF has been ranked as 5th in the Think Tank ranking order ahead of Institute for Defence Studies in Asia according to the <i>Global Go To Think Tank Index Report 2017</i> prepared by the Pennsylvania University.</p> <p>He has also been a Visiting Associate to the International Institute of Strategic Studies, London and Distinguished Visitor to the Program on Energy and Sustainable Development, University of Stanford.</p>
Expertise in Functional Area	Finance
Terms and conditions of appointment	As per the resolution at Item No. 3 of the Notice convening Extraordinary General Meeting on Friday, March 1, 2019 read with explanatory statement thereto.
Remuneration last drawn	Nil (except for Sitting fees paid for attending meeting of Board and its Committees thereof)

No. of Board meetings attended during the financial year	4
Shareholding in the Company	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel	Nil
Directorships held in other companies in India	<ol style="list-style-type: none"> 1. Saras Mercantile Private Limited 2. GTrade Carbon Ex Rating Services Private Limited 3. DHFL General Insurance Limited 4. Chi Energie Private Limited 5. Sulabh Energie Private Limited 6. Observer Research Foundation 7. India Energy Forum 8. Mountain Children's Foundation
Membership/ Chairmanship of Committees of other Boards	<p>DHFL General Insurance Limited Nomination and Remuneration Committee (Chairman) Audit Committee (Member) Policyholder Protection Committee (Member)</p>