

DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED

(erstwhile DLF Pramerica Life Insurance Company Limited)

(Regd Office: 4th Floor, Building 9B, Cyber City, DLF Phase – III, Gurgaon, Haryana - 122002)
Website: www.dhflpramerica.com, Tel: 0124-4697000, Fax: 0124-4697100, CIN: U66000HR2007PLC052028

NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of DHFL Pramerica Life Insurance Company Limited will be held *at shorter notice* on Friday, the 17th day of October 2014 at 09:30 A.M. at DHFL Corporate Office, 10th Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, to transact the following business:

SPECIAL BUSINESS:

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

Appointment of Mr. Sunjoy Joshi, Non-Executive Independent Director as Member of the Audit and Compliance Committee

“**RESOLVED THAT** pursuant to applicable provisions of Companies Act 2013, IRDA Corporate Governance Guidelines and the applicable provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment of Mr. Sunjoy Joshi, Non-Executive Independent Director as the member of the Audit and Compliance Committee of the Board of Directors with immediate effect.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO and Mr. Amit Raheja, AVP – Company Secretary & Legal, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in order to give effect to this resolution.”

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

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

**Date: 17th October 2014
Place: Mumbai**

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 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. 1

Appointment of Mr. Sunjoy Joshi, Non-Executive Independent Director as Member of the Audit and Compliance Committee

Mr. Anil Bajjal, Chairman of the Audit Committee, has intimated to the Board that on account of his appointment as Advisor to the Governor of Maharashtra, he would not be functionally available during the period of this assignment which is expected to be of duration of about one month.

Mr. Bajjal is the only Independent Director on the Audit and Compliance Committee of the Board of Directors.

In accordance with IRDA Corporate Governance Guidelines, the Chairman of the Audit Committee has to be an independent director with the knowledge of finance and his presence is mandatory to constitute a valid quorum for the Audit Committee.

The Board of Directors approved the reconstitution of the Audit and Compliance Committee by appointing Mr. Sunjoy Joshi, Non-Executive Independent Director as the member of the Committee.

In accordance with Article 154(a) of Articles of Association of the Company, the composition of the Board and its committees or any amendment(s) thereof, is determined by the shareholders of the Company.

Except Mr. Sunjoy Joshi, 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. 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/-
Amit Raheja
AVP – Company Secretary & Legal**

**Date: 17th October 2014
Place: Mumbai**



LIFE INSURANCE

DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED
(Regd Office: 4th Floor, Building 9B, Cyber City, DLF Phase – III, Gurgaon, Haryana - 122002)

FORM OF PROXY (FORM NO. MGT – 11)

CIN: U66000HR2007PLC052028

DHFL Pramerica Life Insurance Company Limited

4th 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:

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 Extra-ordinary General Meeting (EGM) of the Company, scheduled to be held on Friday, the 17th day of October, 2014 at 09:30 am at DHFL Corporate Office, 10th Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Appointment of Mr. Sunjoy Joshi, Non-Executive Independent Director as Member of the Audit and Compliance Committee

Signed this _____ day of _____, 2014

Affix Revenue Stamp of Rs. 1/-

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 30 minutes before the commencement of the Meeting.