

## NOTICE

**NOTICE** is hereby given that the 13<sup>th</sup> (Thirteenth) Annual General Meeting ('AGM') of the Members of **Pramerica Life Insurance Limited** (Erstwhile **DHFL Pramerica Life Insurance Company Limited**) will be held on **Wednesday, September 23, 2020** at **04:00 P.M.** through Video Conference(VC)/Microsoft Teams/Other Audio Visual means(OAVM) facility at the Registered Office of the Company at "Phoenix", 4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002 (Haryana), to transact the following business as:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements comprising of the Revenue Account (Policyholders' Account), Profit and Loss Account (Shareholders' Account), Receipts and Payments Account (Cash Flow Statement) of the Company for the Financial Year ended March 31, 2020 and the Balance Sheet of the state of affairs of the Company as at March 31, 2020 together with the Reports of the Management, Board of Directors and the Joint Statutory Auditors thereon.
2. To appoint a Director in place of Mr. James Wayne Weakley (DIN: **07922964**), who was appointed in the casual vacancy caused by the resignation of Candace Woods, Non-Executive Director on October 13, 2017, retires by rotation as per the applicable provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

### Remuneration of Joint Statutory Auditors for the Financial Year 2020-21

3. **RESOLVED THAT** an audit remuneration of Rs. 1,750,000/- (Rupees Seventeen Lakhs Fifty Thousand only) each i.e. total remuneration of Rs. 3,500,000/- (Rupees Thirty Five Lakhs only) excluding applicable taxes and reimbursement of out of pocket expenses, incurred by the Joint Statutory Auditors, be paid to M/s. J. C. Bhalla & Co., Chartered Accountants (FRN: 001111N) and M/s. S.N. Dhawan & Co. LLP, Chartered Accountants (FRN: 000050N), in connection with the audit of the Financial accounts of the Company for the Financial Year 2020-21.

### SPECIAL BUSINESS

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

4. **Appointment of Mr. Abhijit Sen (DIN: 00002593) as a Director of the Company**  
"RESOLVED THAT pursuant to the provisions of Section 152, Article 98 of the Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhijit Sen (DIN: 00002593) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 2, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director in the category of Non-Executive Director whose period of office shall be liable to determination by retirement of director by rotation.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Appointment of Mr. Krishnamurthy Ram Mohan (DIN: 02664787) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 152, Article 98 of the Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishnamurthy Ram Mohan (DIN: 02664787) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 2, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director in the category of Non-Executive Director whose period of office shall be liable to determination by retirement of director by rotation.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. **Appointment of Mr. Sunil Kumar Bansal (DIN: 00713868) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 152, Article 98 of the Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Kumar Bansal (DIN: 00713868) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from March 2, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director in the category of Non-Executive Director whose period of office shall be liable to determination by retirement of director by rotation.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. **Appointment of Mr. Pavan Dhamija (DIN: 03393943) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 152, Article 98 of the Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pavan Dhamija (DIN: 03393943) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from April 30, 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director in the category of Non-Executive Director whose period of office shall be liable to determination by retirement of director by rotation.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. **Re-constitution of the Committee(s)**

“**RESOLVED THAT** pursuant to Clause A(e) of Schedule A (Reserved Matters) of the Articles of Association of the Company, provisions of the Companies Act, 2013 and Rules thereto and IRDAI Corporate Governance Guidelines, 2016, consent of the Members be and is hereby accorded to the re-constitution of the Committee of the Board of Directors of the Company effective from September 9, 2019 and March 2, 2020 respectively as detailed in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** any of the Key Managerial Personnel of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. **Annual Business Plan including revision thereto**

“**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 Annual Business Plan of the Company for the Financial Years i.e. 2020-21 to 2024-25 including revision thereto.

**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.”

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

**10. Contribution from Shareholders' Account (Non-technical Account) to Policyholders' Account (Technical Account)**

**"RESOLVED THAT** pursuant to IRDA Circular No. IRDA/F&A/Cir/232/12/2013 dated December 11, 2013, the consent of the Members be and is hereby accorded to the contribution of Rs. 338,752,000/- (Rupees Thirty three crores Eighty Seven lakhs Fifty two thousand only) from the Shareholders' Fund (Non-Technical Account) to the Policyholders' Funds (Technical Account) as appearing in the Audited Financial Statements for the Financial Year ended March 31, 2020 to make good the deficit, if any, in the Policyholders' funds in respect of Financial Year ended March 31, 2020.

**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 authorized to do all such acts, deeds and things which may be usual, expedient or proper to give effect to the above Resolution."

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

**Gurgaon  
August 26, 2020**

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

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**Regd. Office:**

4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City,  
DLF City Phase – III, Gurgaon, – 122 002, Haryana  
Website: [www.pramericalife.in](http://www.pramericalife.in)  
Tel: 0124-4697000, Fax: 0124-4697100,  
CIN: U66000HR2007PLC052028

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic and considering the social distancing norms, the Ministry of Corporate Affairs has, vide its General Circular no. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (“MCA Circulars”), allowed the companies to convene their Annual General Meeting (‘AGM’) during the calendar year 2020 through video conferencing (VC)/ other audio visual means (OAVM) facility. Therefore, in line with the MCA Circulars, applicable provisions of the Companies Act, 2013 (‘Act’), the 13<sup>th</sup> AGM of the Company is scheduled to be held through VC/ OAVM in the manner given below. The physical presence of the Members, Directors, Auditors and other eligible persons at a common venue has been dispensed with. The deemed venue of this meeting shall be considered at the Registered Office of the Company.
2. In view of relaxation given by MCA circulars and owing to the difficulties involved in dispatching of physical copies, notice of the AGM, financial statements (including Directors’ report, Auditor’s report or other documents required to be attached therewith) is being sent through email to all members as on August 26, 2020 i.e. date of Board meeting in which notice along with other documents would be approved, on their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the notice and annual report for FY 2019-20 will also be available on the Company’s website.
3. Pursuant to the MCA Circular no. 20/2020 dated May 5, 2020, issued by the MCA, the meeting will be held through VC/ OAVM, therefore, the facility to appoint proxy to attend and cast vote on behalf of a member is not available for this AGM and the proxy form and route map are not annexed to this Notice.
4. The statutory registers along with the documents relating to any of the items mentioned in the Notice and Explanatory Statement shall be available for inspection by the members of the Company in electronic form during the business hours at the AGM.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons in respect of the business mentioned under item nos. 4 to 9 of the Notice, is annexed hereto and forms part of the Notice.
6. In terms of Section 113 of the Companies Act, 2013, the corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified scanned copy of Board resolution or Power of Attorney or authority letter authorizing their representative(s) to attend and vote at the AGM through their registered email address.
7. The attendance of the members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The facility for joining the meeting through VC/ OAVM will be opened at 03:45 p.m. i.e. 15 minutes before the time scheduled for convening the meeting and shall remain open throughout the proceedings of the meeting for at least 15 minutes from commencement of AGM.

## NOTICE

9. Members may attend the AGM by following the invitation link sent to their registered email ID.
10. The Members shall cast their vote on the resolution(s) by sending “**I assent**” or “**I dissent**” to Company Secretary at **mayank.goel@pramericalife.in**, from their registered email address or the members may vote by show of hands at the AGM.
11. In case if any member need any technical assistance for participating in the meeting using the steps given above or has any issue during the course of the meeting can contact Mr. Mayank Goel, Company Secretary.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT')

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide their Circular Resolution dated March 2, 2020 appointed Mr. Abhijit Sen (DIN: 00002593) as an Additional Director of the Company with effect from March 2, 2020 as a nominee of DHFL Investments Limited, a wholly owned subsidiary of Dewan Housing Finance Corporation Limited ('DHFL'), the Indian promoter of the Company. Mr. Sen holds office as Non-Executive Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Mr. Abhijit Sen held the position of CFO in India Subcontinent Citigroup for over 18 years. On retirement from Citi, Mr. Sen is associated with E & Y, as a part-time Senior Advisor, to provide broad strategic support for their activities in the Banking and Financial Services Sector. He is also associated with several other boards of well-known companies. Mr. Sen has a B.Tech (Hons) degree from the Indian Institute of Technology, Kharagpur and a Post-graduate Diploma in Management from the Indian Institute of Management, with Majors in Finance & Information Systems. Throughout his academic career, he was a recipient of numerous academic awards and distinctions. Further details of Mr. Sen have been given in the Annexure to this Notice.

The Company has received from Mr. Abhijit Sen Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has further received a notice under Section 160 of the Companies Act, 2013 from a Member indicating his intention to propose Mr. Abhijit Sen for the office of Director at the forthcoming Annual General Meeting.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 4 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sen, to whom the Resolution relates, is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution** as set out at Item No. 4.

### Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide their Circular Resolution dated March 2, 2020 appointed Mr. Krishnamurthy Ram Mohan (DIN: 02664787) as an Additional Director of the Company with effect from March 2, 2020 as a nominee of DHFL Investments Limited, a wholly owned subsidiary of Dewan Housing Finance Corporation Limited, the Indian promoter of the Company. Mr. Krishnamurthy holds office as Non-Executive Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Mr. Krishnamurthy Ram Mohan, aged 64 years, holds a Masters Degree in Chemistry. He has retired from Punjab National Bank as Chief Operating Officer (CGM) after having served for a period of 39 years. Post retirement from PNB, he is practicing as an Advocate in Karnataka High

Court- Bangalore Bench and in DRT. He is also associated with M/s Srisattva Advisors as Head – Legal Consultancy. Further details of Mr. Krishnamurthy have been given in the Annexure to this Notice.

The Company has received from Mr. Krishnamurthy Ram Mohan Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has further received a notice under Section 160 of the Companies Act, 2013 from a Member indicating his intention to propose Mr. Krishnamurthy for the office of Director at the forthcoming Annual General Meeting.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 5 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Krishnamurthy, to whom the Resolution relates, is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution** as set out at Item No. 5.

#### **Item No. 6**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide their Circular Resolution dated March 2, 2020 appointed Mr. Sunil Kumar Bansal (DIN: 00713868) as an Additional Director of the Company with effect from March 2, 2020 as a nominee of DHFL Investments Limited, a wholly owned subsidiary of Dewan Housing Finance Corporation Limited, the Indian promoter of the Company. Mr. Bansal holds office as Non-Executive Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Mr. Sunil Kumar Bansal, aged 62 years, is a Chartered Accountant and Fellow of Insurance Institute of India. He has retired as General Manager from IDBI Bank Limited after handling the entire gamut of banking operations encompassing strategic planning, operations, agri-business etc. over more than 20 years. Apart from banking, he has an illustrious experience of 11 years in the Insurance Sector as well. At present he is working as the Chief Financial Officer of DHFL after DHFL was admitted for ***Insolvency proceedings*** under IBC on December 3, 2019. He is on the Board of 2(Two) unlisted Private Limited Companies. Further details of Mr. Bansal have been given in the Annexure to this Notice.

The Company has received from Mr. Bansal, Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has further received a notice under Section 160 of the Companies Act, 2013 from a Member indicating his intention to propose Mr. Sunil Kumar Bansal for the office of Director at the forthcoming Annual General Meeting.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 6 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.



None of the Directors, Key Managerial Personnel or their relatives, except Mr. Bansal, to whom the Resolution relates, is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution** as set out at Item No. 6.

#### **Item No. 7**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide their circular resolution dated March 2, 2020 appointed Mr. Pavan Dhamija (DIN: 03393943) as an Additional Director of the Company with effect from April 30, 2020 as a nominee of Prudential International Insurance Holdings Limited, a fully owned subsidiary of Prudential Financial Inc., the Foreign promoter of the Company. Mr. Dhamija holds office as Non-Executive Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Mr. Dhamija, aged 53 years, is an alumnus of the Indian Institute of Management, Ahmedabad, and the Indian Institute of Technology, Kanpur. At present he is the Vice President, Head of Africa Business for Prudential Financial's International Insurance businesses with the overall responsibility of building PII's presence in and its capabilities for Africa. He is a financial services professional with more than 25 years of industry experience in India and abroad -- primarily with GE, Standard Chartered Bank, HDB (HDFC Bank), DLF Pramerica Life Insurance and now Prudential Financial.

Apart from this Company, he is not on the Board of any other Company. Further details of Mr. Dhamija have been given in the Annexure to this Notice.

The Company has received from Mr. Pavan Dhamija Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has further received a notice under Section 160 of the Companies Act, 2013 from a Member indicating his intention to propose Mr. Dhamija for the office of Director at the forthcoming Annual General Meeting.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at Item No. 7 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dhamija, to whom the Resolution relates, is in any way concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution** as set out at Item No. 7.

#### **Item No. 8**

The Board of Directors pursuant to the provisions of the Articles of Association of the Company vide its Circular Resolution passed on September 9, 2019, had approved the reconstitution of the Investment Committee of the Board by nominating Mr. Malay Ray, Chief Risk Officer as a Member in place of Mr. K Sridharan, in view of the Change in Chief Risk Officer of the Company w.e.f. September 9, 2019.

Further the Board vide its Circular Resolution passed on March 2, 2020, had approved the reconstitution of the following Committee of the Board by inducting new members in place of outgoing members:

### Investment Committee

S. No.	Name	Designation	Chairman/Member
1	Mr. Sunil Kumar Bansal	Non-Executive Director	Chairman
2	Mr. James Wayne Weakley	Non-Executive Director	Member
3	Mr. Abhijit Sen	Non-Executive Director	Member
4	Mr. Anoop Pabby	Managing Director & CEO	Member
5	Mr. Alok Mehrotra	Chief Financial Officer	Member
6	Mr. Amit Chand Patra	Chief Investment Officer	Member
7	Mr. Malay Ray	Chief Risk Officer	Member
8	Mr. Pawan Kumar Sharma	Appointed Actuary	Member

### Asset Liability Management Committee

S. No.	Name	Designation	Chairman/Member
1	Mr. Krishnamurthy Ram Mohan	Non-Executive Director	Chairman
2	Mr. James Wayne Weakley	Non-Executive Director	Member
3	Mr. Sunil Kumar Bansal	Non-Executive Director	Member
4	Mr. Anoop Pabby	Managing Director & CEO	Member
5	Mr. Alok Mehrotra	Chief Financial Officer	Member
6	Mr. Amit Chand Patra	Chief Investment Officer	Member
7	Mr. Pawan Kumar Sharma	Appointed Actuary	Member

### Policyholder Protection Committee

S.No.	Name	Designation	Chairman/Member
1	Mr. James Wayne Weakley	Non-Executive Director	Chairman
2	Mr. Anoop Pabby	Managing Director & CEO	Member
3	Mr. Sunil Kumar Bansal	Non-Executive Director	Member
4	Mr. Nitin Gupta	Non-Executive Independent Director	Member
5	Mr. Sunjoy Joshi	Non-Executive Independent Director	Member

### Risk Management Committee

S. No.	Name	Designation	Chairman/Member
1	Mr. James Wayne Weakley	Non-Executive Director	Chairman
2	Mr. Anoop Pabby	Managing Director & CEO	Member
3	Mr. Krishnamurthy Ram Mohan	Non-Executive Director	Member
4	Mr. Nitin Gupta	Non-Executive Independent Director	Member

### Audit and Compliance Committee

S. No.	Name	Designation	Chairman/Member
1	Mr. Sunjoy Joshi	Non-Executive Independent Director	Chairman
2	Mr. Nitin Gupta	Non-Executive Independent Director	Member
3	Mr. James Wayne Weakley	Non-Executive Director	Member
4	Mr. Sunil Kumar Bansal	Non-Executive Director	Member
5	Ms. Sindhushree Khullar	Non-Executive Independent Director	Member

### Nomination and Remuneration Committee

S. No.	Name	Designation	Chairman/ Member
1	Mr. Sunjoy Joshi	Non-Executive Independent Director	Chairman
2	Mr. Nitin Gupta	Non-Executive Independent Director	Member
3	Mr. James Wayne Weakley	Non-Executive Director	Member
4	Mr. Abhijit Sen	Non-Executive Director	Member

### Corporate Social Responsibility Committee

S. No.	Name	Designation	Chairman/ Member
1	Mr. Sunil Kumar Bansal	Non-Executive Director	Chairman
2	Mr. Anoop Pabby	Managing Director & CEO	Member
3	Mr. James Wayne Weakley	Non-Executive Director	Member
4	Mr. Nitin Gupta	Non-Executive Independent Director	Member
5	Mr. Sunjoy Joshi	Non-Executive Director	Member

### With Profits Committee

S. No.	Name	Designation	Chairman/ Member
1	Mr. Nitin Gupta	Non-Executive Independent Director	Chairman
2	Mr. Anoop Pabby	Managing Director & CEO	Member
3	Mr. Alok Mehrotra	Chief Financial Officer	Member
4	Mr. Pawan Kumar Sharma	Appointed Actuary	Member
5	Mr. Navin V Iyer	Independent Actuary	Member

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 aforementioned Committee(s) with effect from September 9, 2019 and March 2, 2020 respectively.

The Board of Directors of your Company, therefore, recommends the Resolution as set out at **Item No. 8** of the Notice to be passed as an Ordinary Resolution for the approval of the Members 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.

### Item No. 9

The Board of the Company pursuant to the provisions of the Articles of Association of the Company vide its Resolutions passed in its meetings held on March 4, 2020, May 28, 2020 and August 26, 2020 had approved the Business Plan of the Company for the FY-2020-21 to 2024-25 capturing the impact of COVID 19 as well.

Further in accordance with Article 145(2) and Clause A(p) of Schedule A (Reserved Matters) of the Articles of Association of the Company formulation/updation/changes to the Business Plan from time to time needs to be approved by the Shareholders of the Company. Consequently, the consent of the Members is sought for passing an Ordinary Resolution at Item No. 8 for according

approval to the Business Plan of the Company for the FY-2020-21 to 2024-25 capturing the impact of COVID 19 as well.

The Board of your Company, therefore, recommends the Resolution as set out at Item No. 8 of the Notice to be passed as an **Ordinary Resolution** for the approval of the Members of the Company.

**Item No. 10**

IRDAI has, vide its IRDA Circular No. IRDA/F&A/Cir/232/12/2013 dated December 11, 2013 mandated that the Insurer shall make good the accumulated deficit in the Policyholders' account and also transfer adequate assets to cover the cost of bonus, prior to declaration of bonus to the participating policyholders. Further, the said Circular provides that such transfer shall be subject to the approval of the shareholders by way of a Special Resolution.

The Board of Directors, in its meeting held on May 28, 2020, considered and approved a transfer from the Shareholders' Account equivalent to the deficit in the Policyholders' Account appearing in the audited Financial Statements for the Financial Year ended March 31, 2020, subject to the approval of the Members. Accordingly, the Board of Directors of your Company, recommends the Resolution as set out at Item No. 10 of the Notice to be passed as a Special Resolution for the approval of the Members of the Company.

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

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

**Gurgaon  
August 26, 2020**

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

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Regd. Office:  
4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City,  
DLF City Phase – III, Gurgaon, – 122 002, Haryana,  
Tel: 0124-4697000, Fax: 0124-4697100  
Website: [www.pramericalife.in](http://www.pramericalife.in)  
CIN: U66000HR2007PLC052028

**Pramerica Life Insurance Limited**  
 (Erstwhile DHFL Pramerica Life Insurance Company Limited)  
 Regd. Office: 4<sup>th</sup> 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.pramericalife.in](http://www.pramericalife.in)

**ATTENDANCE SLIP**

<b>Folio No.:</b>	<b>DP ID No.:</b>	<b>Client ID No.:</b>
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I/ We hereby record my/our presence at the 13<sup>th</sup> (Thirteenth) Annual General Meeting of the Company at “Phoenix”, 4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002 (Haryana) at 04:00 P.M. on Wednesday, September 23, 2020.

Name of the Member	Signature
Name of the Proxyholder	Signature

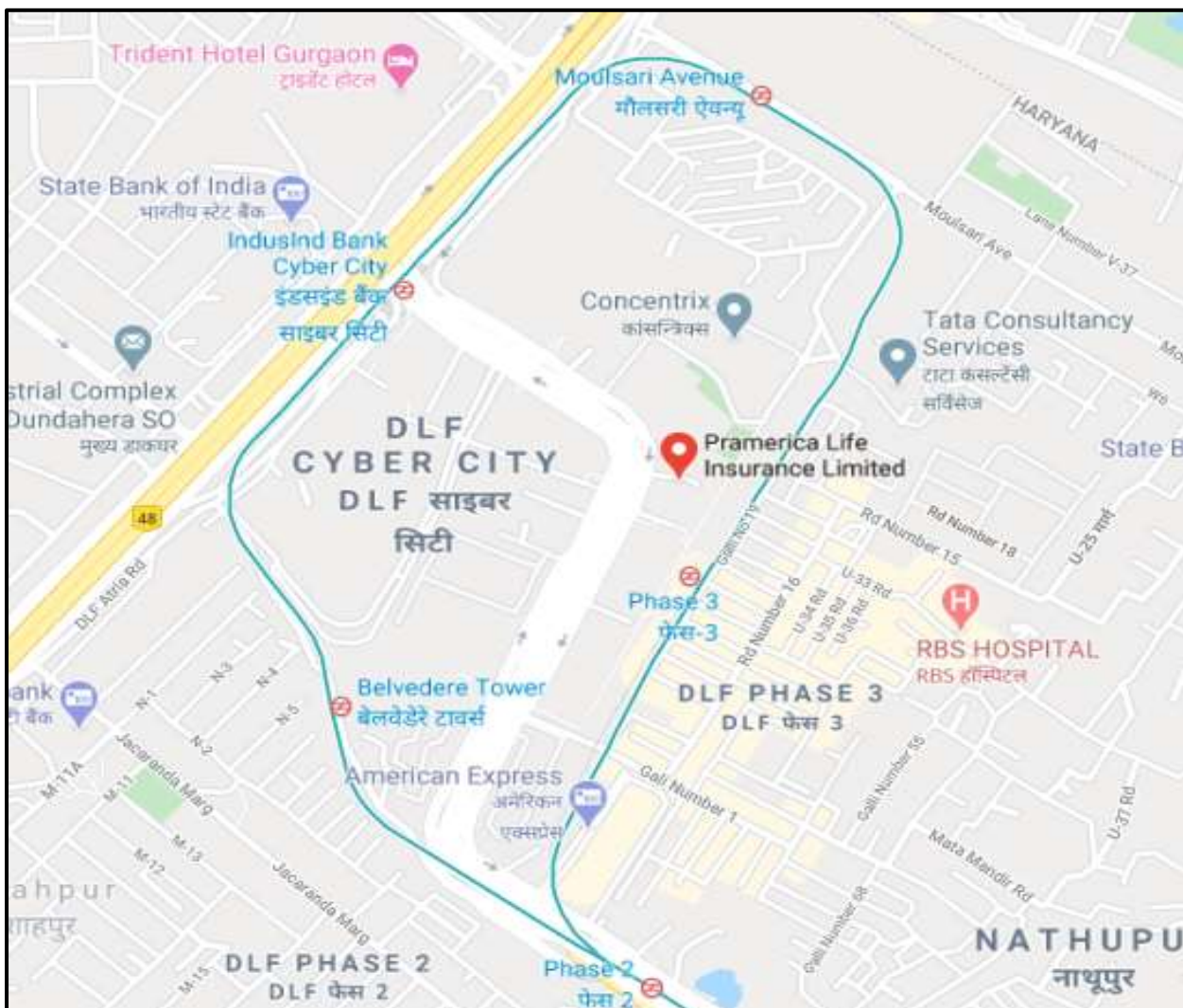
**Notes:**

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.

**Pramerica Life Insurance Limited**  
 (Erstwhile DHFL Pramerica Life Insurance Company Limited)

**ROUTEMAP ALONGWITH PROMINENT LANDMARK**

**Day** Wednesday  
**Date** September 23, 2020  
**Time** 04:00 P.M.  
**Venue** “Phoenix”, 4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III,  
 Gurgaon – 122 002 (Haryana)  
**(Landmark: Phase III Metro Station)**



# Draft Notice

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting [Pursuant to Secretarial Standard - 2 on General Meetings]						
	Mr. James Wayne Weakley	Mr. Abhijit Sen	Mr. Sunil Kumar Bansal	Mr. Krishnamurthy Ram Mohan	Mr. Pavan Dhamija	
<b>Date of Birth/ Age</b>	08-Jun-62 (58 Yrs)	17-Nov-1950 (62 Yrs)	02-May-1958 (64 Yrs)	23-Sep-55 (64 Yrs)	09-Aug-67 (53 Yrs)	
<b>Original Date of Appointment</b>	13-Oct-2017	02-Mar-2020	02-Mar-2020	02-Mar-2020	30-Apr-2020	
<b>Qualifications</b>	Bachelor of Business Administration with concentrations in Finance and Management from Belmont University, Nashville, Tennessee	MBA – Finance and Information Systems (IIM Calcutta) Engineering Technology (Honors) (IIT Kharagpur)	Member of ICAI; Fellow of Insurance Institute of India; CAIIB; IRP regd. with IBBI	M.Sc Chemistry ; Diploma in Management (IIMS Delhi) LLB, PGDPM (NIBM Pune), CAIIB (Indian Institute of Bankers) IRQA (Quality Auditor); IRP regd. with IBBI	Alumnus of the IIM - Ahmedabad, IIT - Kanpur	
<b>Experience and expertise in functional area</b>	Finance & Management	Finance & Information Systems	Finance	Finance & Law	Finance Management	&
<b>Terms and conditions of appointment</b>	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as Non-Executive Director
<b>Remuneration last drawn</b>	Not Applicable	Sitting Fees as mentioned in CG Report	Sitting Fees as mentioned in CG Report	Sitting Fees as mentioned in CG Report	Not Applicable	Not Applicable
<b>No. of Board meetings attended during the financial year</b>	2	1	1	1	None	None
<b>Shareholding in the Company</b>	1 share as Nominee of PIIH	None	None	None	None	None

# Draft Notice

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting [Pursuant to Secretarial Standard - 2 on General Meetings]					
	Mr. James Wayne Weakley	Mr. Abhijit Sen	Mr. Sunil Kumar Bansal	Mr. Krishnamurthy Ram Mohan	Mr. Pavan Dhamija
Relationship with other Directors, Managers and Other Key Managerial Personnel	None	None	None	None	None
Directorships and Chairmanship/ Membership of Committees held in other companies in India	<ul style="list-style-type: none"> <li>Prudential do Brasil Seguros de Vida S.A., President, Brazil</li> <li>Prudential do Brasil Vida em Grupo S.A. Brazil</li> <li>Prudential International Insurance Holdings, Ltd. Delaware</li> </ul>	<ul style="list-style-type: none"> <li>None</li> </ul>	<ul style="list-style-type: none"> <li>Krishna Solvechem Limited</li> <li>DHFL Investments Limited</li> </ul>	None	None

NRC- Nomination and Remuneration Committee; RMC - Risk Management Committee; CSR - Corporate Social Responsibility Committee and AC - Audit Committee