

NOTICE

NOTICE is hereby given that the 12th (Twelfth) Annual General Meeting ('AGM') of the Members of **DHFL Pramerica Life Insurance Company Limited** will be held on **Monday, September 02, 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 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, 2019 and the Balance Sheet of the state of affairs of the Company as at March 31, 2019 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. Kapil Wadhawan (DIN: 00028528), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suresh Mahalingam (DIN: 01781730), who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ratification of Appointment of M/s. J.C. Bhalla & Co., Chartered Accountants as Joint Statutory Auditors of the Company**
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the appointment of M/s. J.C. Bhalla & Co., Chartered Accountants (FRN: 001111N), as the Joint Statutory Auditors of the Company, for the Financial Year 2019-20, be and is hereby ratified.

RESOLVED FURTHER THAT an amount of ₹1,750,000/- (Rupees Seventeen Lakhs Fifty Thousand only), be and is hereby approved towards the payment of remuneration to the Joint Statutory Auditors for the Financial Year 2019-20 (excluding GST and out of pocket expenses).

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and Mr. Alok Mehrotra, Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, things, deeds etc. as may be required to give effect to the Resolution."

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

5. **Ratification of Appointment of M/s. S.N.Dhawan & Co. LLP, Chartered Accountants as Joint Statutory Auditors of the Company**
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the

Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the appointment of M/s. S.N.Dhawan & Co. LLP, Chartered Accountants (FRN: 000050N), as the Joint Statutory Auditors of the Company, for the Financial Year 2019-20, be and is hereby ratified.

RESOLVED FURTHER THAT an amount of ₹ 1,750,000/- (Rupees Seventeen Lakhs Fifty Thousand only), be and is hereby approved towards the payment of remuneration to the Joint Statutory Auditors for the Financial Year 2019-20 (excluding GST and out of pocket expenses).

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director & CEO and Mr. Alok Mehrotra, Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, things, deeds etc. as may be required to give effect to the Resolution.”

SPECIAL BUSINESS

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

6. Appointment of Internal Auditor

“RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rules framed thereunder and Articles of Association of the Company, the consent of the Members, be and is hereby accorded to the appointment of Mr. Sanjay Malhotra, Head- Internal Auditor as the Internal Auditor of the Company.

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, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above Resolution.”

7. Change in Accounting Policy - Depreciation Treatment

“RESOLVED THAT pursuant to the provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded to the amendments to existing Accounting Policy of the Company wr.t. Depreciation treatment.

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, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above Resolution.”

8. Annual Business Plan

“RESOLVED THAT pursuant to the provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Business Plan of the Company for the FY 2019-20 to 2023-24.

RESOLVED FURTHER THAT any of the KMP of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving 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**:

9. **Payment of Retention Bonus to Mr. Anoop Pabby, Managing Director & CEO (DIN: 01175230)**

“RESOLVED THAT in pursuance of the recommendation of the Nomination and Remuneration Committee and Remuneration Guidelines for MD & CEO of the Company, consent of the Members be and is hereby accorded to

the payment of Retention Bonus to Mr. Anoop Pabby, Managing Director & CEO of the Company subject to necessary approval from IRDAI.

RESOLVED FURTHER THAT Mr. Sharad Sharma, Chief Human Resources Officer and Ms. Sonali Athalye, Chief Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the said Resolution.”

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

**Mumbai
August 02, 2019**

**Mayank Goel
Company Secretary
F9665**

Regd. Office:

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

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 12th (Twelfth) AGM 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 9:00 A.M. to 6:00 P.M. on all working days from the date hereof upto the date of the meeting.
6. A Route Map showing directions to reach the venue of the 12th (Twelfth) AGM is annexed hereto.

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

Item No. 6

The Board of Directors (the 'Board'), on the recommendation of the Audit and Compliance Committee and pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rules framed thereunder had approved the appointment of

Mr. Sanjay Malhotra, Head-Internal Audit, a qualified Chartered Accountant as the Internal Auditor of the Company in its meeting held on Tuesday, October 23, 2018.

Further in accordance with Clause B(g) of Schedule A (Reserved Matters) of the Articles of Association, any change in the Auditor (both statutory and internal) appointed by the Board 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. 6 for according approval to the appointment of Mr. Sanjay Malhotra as the Internal Auditor of the Company.

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, 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 on the recommendation of the Audit and Compliance Committee had approved the amendments to the method of

charging depreciation referred in the existing Accounting Policy i.e. instead of changing at straight line method, the Depreciation be charged at the useful life of the assets as prescribed under the Companies Act, 2013, in its meeting held on Tuesday, October 23, 2018.

Further in accordance with Clause B(g) of Schedule A (Reserved Matters) of the Articles of Association, any change in the Company's accounting practices approved by the Board 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. 7 for according approval to the method of charging depreciation referred in the existing Accounting Policy.

The Board 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, 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 the Company pursuant to the provisions of the Articles of Association of the Company vide its Resolution passed by circulation on Friday, June 28, 2019 had approved the Business Plan of the Company for the FY-2019-20 to 2023-24 capturing the Business Objectives of the Company.

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-2019-20 to 2023-24.

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.

None of the Directors, Key Managerial Personnel or their relatives, 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. 8.

Item No. 9

The Board on the recommendation of the Nomination and Remuneration Committee had approved the Retention Bonus Plan to MD & CEO and other identified Key Management Talent of the Company vide its Resolution by Circulation passed on Friday, June 21, 2019 in view of the challenging

scenario and ongoing due diligence exercise for the shareholder transition as “One Time Special Pay-out” meant specifically to manage the shareholder transition exercise.

In terms of the requirements of Section 34A of the Insurance Act, 1938 read with the Articles of Association of the Company and Remuneration Guidelines for MD & CEO, the approval of the Members is required for the amount payable to Mr. Anoop Pabby, Managing Director & CEO towards Retention Bonus, which shall be subject to the approval of IRDAI.

Accordingly the Board of your Company, therefore, recommends the Resolution as set out at Item No. 9 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, except Mr. Anoop Pabby and other Key Management Talent of the Company 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. 9.

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

**Mayank Goel
Company Secretary
F9665**

**Mumbai
August 02, 2019**

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

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;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th (Twelfth) Annual General Meeting (AGM) of the Members of the Company, to be held on **Monday, September 02, 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:

Resolu- tion No.	Resolution
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, 2019 and the Balance Sheet of the state of affairs of the Company as at March 31, 2019 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. Kapil Wadhawan (DIN: 00028528), who retires by rotation and being eligible, offers himself for re-appointment
3	To appoint a Director in place of Mr. Suresh Mahalingam (DIN: 01781730), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ratification of Appointment of M/s. J.C. Bhalla & Co., Chartered Accountants as Joint Statutory Auditors of the Company
5	Ratification of Appointment of M/s. S.N. Dhawan & Co. LLP, Chartered Accountants as Joint Statutory Auditors of the Company
Special Business	
6	Appointment of Internal Auditor
7	Change in Accounting Policy- Depreciation Treatment
8	Annual Business Plan
9	Payment of Retention Bonus to Mr. Anoop Pabby, Managing Director & CEO (DIN:01175230)

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 12th (Twelfth) Annual 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 Monday, September 02, 2019.**

Name of the Member	Signature
Name of the Proxyholder	Signature

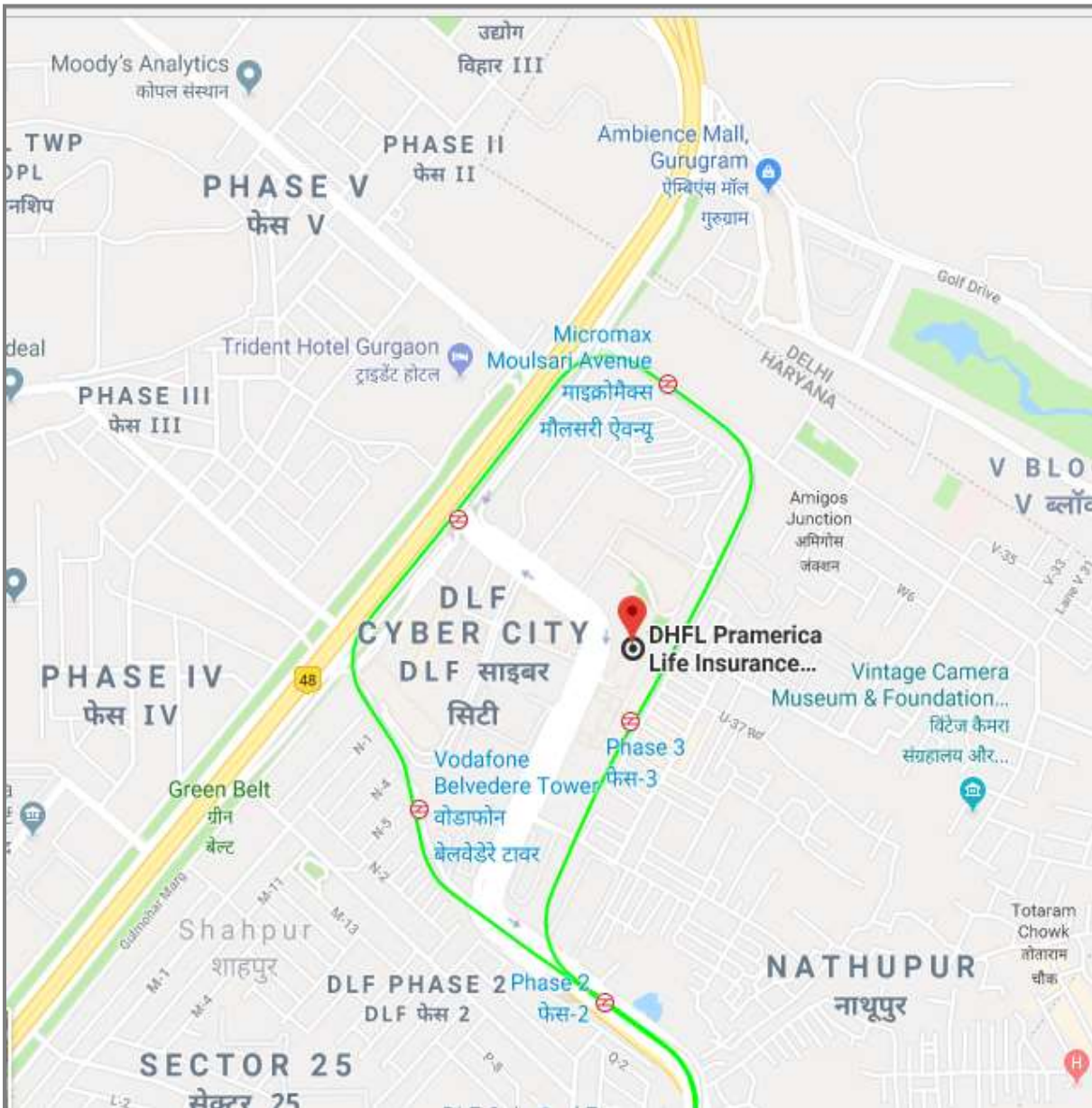
Notes:

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 Monday
Date September 02, 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		
	Mr. Kapil Wadhawan	Mr. Suresh Mahalingam
Date of Birth/ Age	October 18, 1973/ 45 years	February 17, 1962/ 57 years
Original Date of Appointment	December 18, 2013	December 17, 2014
Qualifications	MBA (Finance) from Edith Cowan University at Perth, Australia	B. Com, PGPIIM
Experience and expertise in functional area	Finance	Business Administration
Terms and conditions of appointment	Retire by Rotation	Retire by Rotation
Remuneration last drawn	Nil	Nil
No. of Board meetings attended during the financial year	As detailed in Corporate Governance Report	As detailed in Corporate Governance Report
Shareholding in the Company	2 equity shares <i>(as nominee of DHFL Investments Limited)</i>	Nil
Relationship with other Directors, Managers and Other Key Managerial Personnel	Nil	Nil
Directorships held in other companies in India	<ul style="list-style-type: none"> • Dewan Housing Finance Corporation Limited • DHFL General Insurance Limited • DHFL Holdings Limited • DHFL Investments Limited • Wadhawan Global Capital Limited • DHFL Advisory & Investments Private Limited • DHFL Changing Lives Foundation 	<ul style="list-style-type: none"> • DHFL General Insurance Limited • DHFL Investments Limited • Andromeda Sales and Distribution Private Limited • Home Loan Advisors Private Limited • Financial Planning Standards Board India • Pratishruti Foundation