

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 OF THE EIGHTH (8TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth (8th) Annual General Meeting of the Members of DHFL Pramerica Life Insurance Company Limited will be held on Friday, the 10th day of July 2015 at 11:00 A.M. at 4th Floor, Building 9B, Cyber City, DLF City Phase - III, Gurgaon, Haryana – 122 002, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2015, the Revenue Account [Policyholders' Account], the Profit & Loss Account [Shareholders' Account], the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2015, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To re-appoint J. C. Bhalla & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To re-appoint R. G. N. Price & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To appoint a director in place of Mr. Harshil Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Jan van den Berg, who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

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

APPOINTMENT OF MR. SURESH MAHALINGAM AS DIRECTOR LIABLE TO RETIRE BY ROTATION

“RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Suresh Mahalingam, who was appointed as an additional director with effect from December 17, 2014, be and is hereby confirmed as a Director of the Company with immediate effect, and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Amit Raheja, Vice President – Company Secretary & Legal be and are hereby severally authorised to file the information with the Registrar of Companies concerned in the prescribed form and take any further actions in this regard.”

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

APPOINTMENT OF MR. SRINATH SRIDHARAN AS DIRECTOR LIABLE TO RETIRE BY ROTATION

“**RESOLVED THAT** pursuant to the provisions of Section 152, Section 160 and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Srinath Sridharan, who was appointed as an additional director with effect from March 27, 2015, be and is hereby confirmed as a Director of the Company with immediate effect, and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Amit Raheja, Vice President – Company Secretary & Legal be and are hereby severally authorised to file the information with the Registrar of Companies concerned in the prescribed form and take any further actions in this regard.”

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

APPOINTMENT OF MS. CANDACE WOODS AS DIRECTOR LIABLE TO RETIRE BY ROTATION

“**RESOLVED THAT** pursuant to the provisions of Section 152, Section 160 and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Ms. Candace Woods, who was appointed as an additional director with effect from March 27, 2015, be and is hereby confirmed as a Director of the Company with immediate effect, and she shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anoop Pabby, Managing Director and CEO, and Mr. Amit Raheja, Vice President – Company Secretary & Legal be and are hereby severally authorised to file the information with the Registrar of Companies concerned in the prescribed form and take any further actions in this regard.”

By order of the Board of Directors

Date: 10th June 2015
Registered Office:
4th Floor, Building No. 9B
Cyber City, DLF City Phase - III
Gurgaon, Haryana – 122 002

SD/-
Amit Raheja
Vice President- Legal & Company Secretary

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 48 hours before the 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 statutory registers and 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 (Monday to Friday) between 9:00 AM to 5:00 PM and will also be available at the meeting for inspection.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

ITEM NO. 6

APPOINTMENT OF MR. SURESH MAHALINGAM AS DIRECTOR LIABLE TO RETIRE BY ROTATION

In order to have efficient and effective management of the business activities of the Company, Mr. Suresh Mahalingam was appointed as the additional director of the Company on December 17, 2014. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Suresh Mahalingam will hold office up to the date of this eighth annual general meeting of the Company.

The Company has received a notice under Section 160 of Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Mr. Mahalingam as director of the Company, liable to retire by rotation.

Mr. Suresh Mahalingam holds Master degree in Business Administration (International Management) from IMI, Delhi. Mr. Suresh Mahalingam joined ITC, one of India's largest FMCG companies, where he spent over 17 years managing Sales & Distribution in India's most remote geographies, before moving to Brand and Strategy Management, finally culminating in heading ITC's largest business zone.

With the liberalization of the Indian Insurance Industry, Mr. Suresh Mahalingam head the Sales and Marketing function of HDFC Life. His incisive understanding of Indian consumers led to the creation of one of the most recalled brand positioning in recent times – 'Sar uthake jiyo' – which propelled the Company to become one the top five life insurance companies.

He served as MD and CEO of Tata AIA Life - a role he assumed in 2008 during testing times – also witnessed landmark growth with the Company tripling its assets under management under his leadership. He led and successfully implemented change management across the organization and re-oriented the Company's operations across product portfolio, distribution and customer service, thereby consistently delivering profits for the Company.

At present Mr Suresh Mahalingam is a Director on the Financial Planning Standards Board (FPSB). He has also been a faculty member at IMI, New Delhi and a key speaker at various industry forums.

In the opinion of the Board, Mr. Mahalingam fulfills the conditions specified in the Act, and Rules made there under, for appointment as Director of the Company and Keeping in view his qualification and experience, it is in the interest of the Company to appoint him as a Director of the Company.

The Board of Directors has, in their meeting held on April 30, 2015, recommended the appointment of Mr. Mahalingam, as Non-executive Director liable to retire by rotation.

Except Mr. Suresh Mahalingam to whose appointment this resolution pertains, 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. 6 for the approval of the Members as an ordinary resolution.

ITEM NO. 7

APPOINTMENT OF MR. SRINATH SRIDHARAN AS DIRECTOR LIABLE TO RETIRE BY ROTATION

In order to have efficient and effective management of the business activities of the Company, Mr. Srinath Sridharan was appointed as the additional director of the Company on March 27, 2015. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Sridharan will hold office up to the date of this eighth annual general meeting of the Company.

The Company has received a notice under Section 160 of Companies Act, 2013 along with the requisite deposit from a member proposing the candidature of Mr. Sridharan as director of the Company, liable to retire by rotation.

Mr. Sridharan has been strategic counsel for nearly two decades with leading corporate across diverse sectors including automobile, e-commerce, advertising, realty and financial services. Key expertise as a custodian of business relationships, with a keen understanding of market dynamics and consumer trends required for business expansion and new forays.

His past 8+ years with the Rajesh Wadhawan Group encompasses rich executive leadership roles. In his current role, he heads the DHFL Group Chairman's Office and convenes the DHFL Group Management Center (GMC), which strives towards enhancing business excellence and stakeholder value creation.

He is the custodian of all business relationships in the current & prospective business areas across the global ecosystem. He also leads the strategic development activities for the DHFL Group.

He is an avid advocate of consumerism. He believes in responsible & all-inclusive consumer access. With a keen people focus, he has led multiple cross functional teams across diverse industry projects simultaneously.

His current professional positions include:

- Member of Advisory Board for Urban development sector at World Economic Forum
- Member of the Asian Advisory Board of the Global Chief Marketing Officers Council
- Member of the Energy & Environment and Affirmative Action Panels at CII (Maharashtra Council)
- Honorary Fellow - Observer Research Foundation

A strong logical mindset coupled with a keen people focus has enabled him to lead multiple cross functional teams across diverse industry projects simultaneously.

In the opinion of the Board, Mr. Sridharan fulfills the conditions specified in the Act, and Rules made there under, for appointment as Director of the Company and Keeping in view his qualification and experience, it is in the interest of the Company to appoint him as a Director of the Company.

The Board of Directors has, in their meeting held on April 30, 2015, recommended the appointment of Mr. Sridharan, as Non-executive Director liable to retire by rotation.

Except Mr. Srinath Sridharan to whose appointment this resolution pertains, 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. 7 for the approval of the Members as an ordinary resolution.

ITEM NO. 8

APPOINTMENT OF MS. CANDACE WOODS AS DIRECTOR LIABLE TO RETIRE BY ROTATION

In order to have efficient and effective management of the business activities of the Company, Ms. Candace Woods was appointed as the additional director of the Company on March 27, 2015. Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Ms. Candace woods will hold office up to the date of this eighth annual general meeting of the Company.

The Company has received a notice under Section 160 of Companies Act, 2013 along with the requisite deposit from a member proposing her candidature as director of the Company, liable to retire by rotation.

Ms. Candace was named Senior Vice President and Chief Actuary in Prudential's International Insurance in 2013. She has actuarial oversight responsibilities for Prudential's international insurance operations. These responsibilities include working with Prudential Financial's international insurance operations on a variety of actuarial and financial matters. She joined the Corporate Actuarial Department (CAD) in 2010. Her primary responsibilities were corporate oversight of the actuarial aspects of GAAP reporting and pricing of insurance products, as well as many of the special projects that CAD sponsors or supports each year. She will also serve as the Appointed Actuary for Pruco Life Insurance Company.

Before joining CAD, she was responsible for the Actuarial Financial Reporting and Life MIS units of Product & Financial Partners in Individual Life. She was responsible for reserve valuation and DAC reporting, reinsurance administration, actuarial infrastructure development, and Life MIS reporting and infrastructure improvement.

She joined Prudential in 1982, as a participant of the Actuarial Development Program. After a series of rotational assignments in both Individual Life and Group Life & Health, she attained her FSA from the Society of Actuaries in 1988. She is also a member of the American Academy of Actuaries. Ms. Candace has a B.S in Mathematics from The Pennsylvania State University.

In the opinion of the Board, Ms. Candace fulfills the conditions specified in the Act, and Rules made there under, for appointment as Director of the Company and Keeping in view her qualification and experience, it is in the interest of the Company to appoint her as a Director of the Company.

The Board of Directors has, in their meeting held on April 30, 2015, recommended the appointment of Ms. Candace, as Non-executive Director liable to retire by rotation.

Except Ms. Candace to whose appointment this resolution pertains, 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. 8 for the approval of the Members as an ordinary resolution.

Date: 10th June 2015

By order of the Board of Directors

Registered Office:

**4th Floor, Building 9B
Cyber City, DLF City Phase - III
Gurgaon, Haryana – 122 002**

SD/-

**Amit Raheja
Vice President- Legal & Company Secretary**



LIFE INSURANCE

DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED
(Regd Office: 4th Floor, Tower 9B, DLF Cyber City, Gurgaon, Haryana – 122 002)

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 8th Annual General Meeting (AGM) of the Company, scheduled to be held on Friday, the 10th day of July 2015 at 11:00 A.M. at 4th Floor, Building 9B, Cyber City, DLF City Phase - III, Gurgaon -122002 Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2015, the Revenue Account [Policyholders' Account], the Profit & Loss Account [Shareholders' Account], the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2015, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To re-appoint J. C. Bhalla & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To re-appoint R. G. N. Price & Co., Chartered Accountants, as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To appoint a director in place of Mr. Harshil Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Jan van den Berg, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Mr. Suresh Mahalingam as director liable to retire by rotation.
7. To appoint Mr. Srinath Sridharan as director liable to retire by rotation.
8. To appoint Ms. Candace Woods as director liable to retire by rotation.
Signed this _____ day of _____, 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of Rs. 1/-

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 48 hours before the commencement of the Meeting.