

**DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED**

**Regd. Office: 4<sup>th</sup> Floor, Building 9, Tower B, Cyber City,**

**DLF City Phase – III, Gurgaon, – 122 002, Haryana**

**Website: [www.dhflpramerica.com](http://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 Saturday, the 15<sup>th</sup> day of October, 2016 at 03:30 P.M. at the “Board Room” DHFL Corporate Office, 10<sup>th</sup> Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 to transact the following **Special Business:**

**1. REIMBURSEMENT OF EXPENSES TO THE NON – EXECUTIVE AND NON EXECUTIVE INDEPENDENT DIRECTORS FOR PARTICIPATION IN BOARD AND OTHER MEETINGS**

To consider and, if thought fit, to pass, the following Resolution as a **Ordinary RESOLUTION:**

“RESOLVED THAT in partial modification of the Ordinary Resolution passed in the Extra-Ordinary General Meeting of the Company held on June 2, 2014 and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and IRDAI Corporate Governance Guidelines, including any statutory modification or re-enactment thereof, the consent of the Members be and is hereby accorded for the reimbursement of expenses to the Non-Executive Director(s) and Non-Executive Independent Director(s) for participation in Board and other Meetings.

RESOLVED FURTHER THAT any of the KMP(s) be and is hereby severally authorized to do all such acts, matters, deeds and things that may be necessary, proper, expedient, incidental, desirable for the purpose of giving effect to the above Resolution and to take all such acts as may be deemed fit and proper in this regard.”

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

Sd/-  
**Mayank Goel**  
AVP – Company Secretary  
ACS No. 32253

**Mumbai**  
**October 15, 2016**

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**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013, relating to Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF.
3. 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.
4. A proxy need not be a member of the Company.
5. 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.
6. The document(s) referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company and will also be available at the meeting for inspection.
7. Route map and details of venue of the meeting is enclosed as Annexure A.

**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 Members in their meeting held on June 2, 2014 approved the payment of sitting fees to the Independent Directors for attending the Board and Committee Meetings thereof aggregating to the amount of Rs. 100,000/- each for Board Meeting and Rs. 80,000/- each for Committee Meeting respectively.

In view of the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and IRDAI Corporate Governance Guidelines the Board of Directors of the Company in their Meeting held on Saturday, October 15, 2016 in addition to the aforesaid payment approved the reimbursement of expenses to the Non-Executive Director(s) and Non-Executive Independent Director(s) for participation in Board and other Meetings based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members.

The Board of Directors of your Company recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval of the Members.

Except the Non – Executive Director(s) and Non – Executive Independent Director(s), respectively, none of the other Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution set out at Item No. 1.

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

Sd/-  
**Mayank Goel**  
AVP – Company Secretary  
ACS No. 32253

**Mumbai  
October 15, 2016**

**FORM OF PROXY (FORM NO. MGT - 11)**

CIN: **U66000HR2007PLC052028**

DHFL Pramerica Life Insurance Company Limited

4<sup>th</sup> Floor, Building 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:

We, being the member (s) of 1 (one) shares of the above named company, hereby appoint

1. Name:

Address:

E-mailId:

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 **Saturday, the 15<sup>th</sup> day of October, 2016** at **03:30 P.M.** at the "Board Room" DHFL Corporate Office, 10<sup>th</sup> Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 and at any adjournment thereof in respect of such resolution as indicated below:

1. Reimbursement of expenses to the Non-Executive and Non-Executive Independent Directors for participation in Board and other Meetings.

Signed this \_\_\_\_\_ day of October, 2016

Signature of Shareholder

Affix  
Revenue  
Stamp  
of Rs. 1/-

Signature of Proxy holder(s)

***Note: This form of Proxy in order to be effective should be duly completed and deposited with the Company not less than 30 minutes before the commencement of the Meeting.***