

**DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED**  
**(erstwhile DLF Pramerica Life Insurance Company Limited)**

(Regd Office: 4<sup>th</sup> Floor, Building 9B, Cyber City, DLF Phase – III, Gurgaon, Haryana - 122002)  
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 Monday, the 2<sup>nd</sup> day of June 2014 at 09:00 A.M. at the Board Room, 4<sup>th</sup> Floor, Tower 9B, DLF Cyber City, Gurgaon -122002 Haryana, to transact the following business:

**SPECIAL BUSINESS:**

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

**Issue of equity shares to Dewan Housing Finance Corporation Limited, Resources Realty Private Limited and Yardstick Developers Private Limited**

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and Rules framed there under, applicable provisions of the Memorandum of Association and Articles of Association, Shareholders Agreement executed on July 25, 2013 by and amongst Prudential International Insurance Holdings Limited, Dewan Housing Finance Corporation Limited, Yardstick Developers Private Limited and Resources Realty Private Limited, guidelines issued by the Reserve Bank of India (“**RBI**”), the Insurance Regulatory and Development Authority (“**IRDA**”), the consent of the Members be and is hereby accorded to create, issue and allot 24,927,776 (Two Crores Forty Nine Lakh Twenty Seven Thousand Seven Hundred and Seventy Six only) equity shares of Rs.10/- (Rupees Ten Only) each of the Company, be and are hereby issued and allotted, on preferential basis, as fully paid up, to the entities in such proportion as is specified in the following table, for cash at a price of Rs. 10/- (Rupees Ten Only) per equity share amounting to a total consideration of Rs. 249,277,760 (Twenty Four Crores Ninety Two Lakh Seventy Seven Thousand Seven Hundred and Sixty only), which equity shares shall rank *pari passu* in all respects, including as to dividend, with the existing equity shares of the Company:

<b>Sl. No.</b>	<b>Name of the Allottee</b>	<b>Total Number of Equity Shares</b>
1.	Dewan Housing Finance Corporation Limited (DHFL)	16,843,092
2.	Resources Realty Private Limited (RRPL)	4,042,342
3.	Yardstick Developers Private Limited (YDPL)	4,042,342
	<b>Total</b>	<b>24,927,776</b>

**RESOLVED FURTHER THAT:**

- a) The said equity shares to the abovementioned entities shall be allotted in a manner that there is no change in the percentage shareholding pattern of 74% and 26% of the Company between DHFL (including RRPL & YDPL) and PIIH (including its nominees) respectively, as prescribed by the RBI and IRDA for Insurance Companies;
  - b) The offer, issue and allotment of abovementioned equity shares shall be completed in one or more tranches as the Board may decide at its discretion, within a period of one month from the date of approval of the shareholders in the ensuing Extra-Ordinary General Meeting of the Company;
  - c) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”
2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION: -**

**Issue of equity shares to Prudential International Insurance Holdings Limited at a Premium**

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules framed there under, applicable provisions of the Memorandum of Association and Articles of Association, Shareholders Agreement executed on July 25, 2013 by and amongst Prudential International Insurance Holdings Limited, Dewan Housing Finance Corporation Limited (“DHFL”), Yardstick Developers Private Limited and Resources Realty Private Limited, guidelines issued by the Reserve Bank of India (“RBI”), and the Insurance Regulatory and Development Authority (“IRDA”), the consent of the Members be and is hereby accorded to create, issue and allot 8,758,408 (Eighty Seven Lakh Fifty Eight Thousand Four Hundred and Eight only) each of the Company, on preferential basis, as fully paid up, to Prudential International Insurance Holdings Limited (“PIIH”) for cash at a price of Rs. 370.90 (including a premium of Rs. 360.90 per equity share) per equity share amounting to a total consideration of Rs. 3,248,493,527.20 (Three Hundred Twenty Four Crores Eighty Four Lakh Ninety Three Thousand Five Hundred Twenty Seven and Paise Twenty only), which equity shares shall rank pari passu in all respects, including as to dividend, with the existing equity shares of the Company.

**RESOLVED FURTHER THAT:**

- a) The said equity shares to the abovementioned entities shall be allotted in a manner that there is no change in the percentage shareholding pattern of 74% and 26% of the Company between DHFL (including RRPL & YDPL) and PIIH (including its nominees) respectively, as prescribed by the RBI and IRDA for Insurance Companies;
- b) The offer, issue and allotment of abovementioned equity shares shall be completed in one or more tranches as the Board may decide at its discretion, within a period of one month from the date of approval of the shareholders in the ensuing Extra-Ordinary General Meeting of the Company;

c) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

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

**Revised 5 Years’ Business Plan of the Company**

“**RESOLVED THAT** the consent of the Members be and is hereby accorded to the revised 5 Years’ Business Plan of the Company, as circulated with the notice.”

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

**Related Party Transactions of the Company**

“**RESOLVED THAT** the consent of the Members be and is hereby accorded for entering into transactions, on an ongoing basis, with the following related parties of the Company in the ordinary course of business and on an arm’s length basis:

- a) Entities which are master policyholders of the Company under the group insurance plans approved by Insurance Regulatory Development Authority (IRDA).
- b) The Corporate agency relationship(s) with DHFL Vysya Housing Finance Limited, Avanse Financial Services Pvt. Ltd. and Aadhar Housing Finance Pvt. Ltd., where the license and payment of commission / remuneration is governed by Insurance Regulatory Development Authority (IRDA).
- c) Payments (including the support cost of INR 29 lakhs per annum for the usage of Oracle Financial Information System for accounting and reporting by the Company) under an Inter-Company Agreement with Prudential International Insurance Service Co. LLC (PII), an associate company of the Company, for administrative and other support services on cost sharing basis.

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

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

**Amendment to the Implementation Plan of Core Insurance Solution (CIS) and Related Activities**

“**RESOLVED THAT** the consent of the Members be and is hereby accorded for entering into an agreement with:

- a) Computer Sciences Corporation India Private Limited (CSC) for license, implementation and 5 years of post implementation support of its Policy Administration System known as 'Integral Life' and 'Integral Group' at a total consideration of Rs. 22.52 Crores (excluding applicable taxes, if any)
- b) IBM for System Integration (SI) work including program management, implementation of non-core applications (workflow and document management system) and support, implementation of infrastructure (servers, network equipments etc.), maintenance, and 24\*7 support and hosting of infrastructure, at a total consideration of Rs. 32.25 Crores (excluding applicable taxes, if any)
- c) TCS and/or other service providers for testing, data extraction (for migration) and/or other change request(s), involving an overall expenditure of Rs. 4.00 Crores (excluding applicable taxes, if any).

**RESOLVED FURTHER THAT** Mr. Anoop Kumar Pabby, Managing Director & CEO of the Company be and is hereby authorized to finalize, sign and execute the above agreement(s) and to do all such acts, deeds, things as may be required to give effect to this resolution.”

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

#### **Payment of Sitting Fee to Independent Directors**

“**RESOLVED THAT** the consent of the Members be and is hereby accorded for payment of following sitting fees to Independent Directors of the Company for attending the Board and its Committees’ meetings of the Company:

Board Meeting – Rs. 100,000/- for each meeting  
Board Committee Meeting – Rs. 80,000/- for each meeting

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

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

#### **Contribution to Asha Schools, a Non-Government Organization (NGO) for the Financial Year 2014-15**

“**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013, the consent of the Members be and is hereby accorded to the making of charitable contribution (in kind) equivalent to INR 700,000/- (Seven Lakh only) to Asha Schools NGO, a charitable institution within the meaning of Income Tax Act, 1961.

**RESOLVED FURTHER THAT** Mr. Anoop Pabby, Managing Director & CEO be and is hereby authorised to make the aforesaid contribution(s) on behalf of the Company and to do all such acts, things, deeds as may be required to give effect to the above resolution.”

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

**Constitution of the Board Committees**

“**RESOLVED THAT** the membership of Directors on the following Committees of the Board be and is hereby noted:

**a) Investment Committee and Asset Liability Management Committee:**

Mr. Kapil Wadhawan (Chairman)  
Mr. Anoop Pabby  
Mr. Bikram Sen  
Mr. Timothy Edward Feige

**b) Audit and Compliance Committee:**

Mr. Anil Bajjal (Chairman)  
Mr. Anoop Pabby  
Mr. Bikram Sen  
Mr. Harshil Mehta  
Mr. Timothy Edward Feige

**c) Risk Management Committee:**

Mr. Timothy Edward Feige (Chairman)  
Mr. Anil Bajjal  
Mr. Anoop Pabby  
Mr. Bikram Sen  
Mr. Harshil Mehta

**d) Policyholder Protection Committee:**

Mr. Timothy Edward Feige (Chairman)  
Mr. Anil Bajjal  
Mr. Anoop Pabby  
Mr. Bikram Sen  
Mr. Sunjoy Joshi

**e) Remuneration Committee:**

Mr. Sunjoy Joshi (Chairman)  
Mr. Anil Bajjal  
Mr. Kapil Wadhawan  
Mr. Timothy Edward Feige.”

**By order of the Board of Directors**  
**For DHFL Pramerica Life Insurance Company Limited**  
**Sd/-**  
**Amit Raheja**  
**AVP – Company Secretary & Legal**

**Date: 27<sup>th</sup> May 2014**  
**Place: Gurgaon**

**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 & 2**

**Allotment of Equity Shares on Preferential Basis**

Pursuant to Clause 2.3.3 (a) of the Shareholders Agreement executed on July 25, 2013, it was agreed to upfront infuse the balance capital amount. In line with this, the Company intends to raise capital through issue and allotment of equity shares, on preferential basis, as under:

- a) 8,758,408 (Eighty Seven Lakh Fifty Eight Thousand Four Hundred and Eight only) equity shares of Rs. 10/- (Rupees Ten Only) each to Prudential International Insurance Holdings Limited for cash at a price of Rs. 370.90 (including a premium of Rs. 360.90 per equity share) per equity share amounting to a total consideration of Rs. 3,248,493,527.20 (Three Hundred Twenty Four Crores Eighty Four Lakh Ninety Three Thousand Five Hundred Twenty Seven and Paise Twenty only).
- b) 24,927,776 (Two Crores Forty Nine Lakh Twenty Seven Thousand Seven Hundred and Seventy Six only) equity shares of Rs.10/- (Rupees Ten Only) each of the Company to Dewan Housing Finance Corporation Limited, Resources Realty Private Limited and Yardstick Developers Private Limited for cash at a price of Rs. 10/- (Rupees Ten Only) per equity share amounting to a total consideration of Rs. 249,277,760 (Twenty Four Crores Ninety Two Lakh Seventy Seven Thousand Seven Hundred and Sixty only).

The capital so raised shall be utilized for the purpose of funding the expansion plan of the Company, meeting the working capital requirement of the Company and also to maintain the prescribed statutory solvency margins. The Board is of the opinion that the proposed offer, issue and allotment will be in the best interest of the Company and its members.

**Information as required under Rule 13 of the Companies (Specification of definitions details) Rules, 2014:**

A. Objects of the issue:

To fund the expansion plan of the Company, to meet the working capital requirements of the Company and to maintain the prescribed statutory solvency margins.

B. Total Number of Equity Shares to be issued and Price at which the allotment is proposed to be made :

The equity shares shall be issued to Dewan Housing Finance Corporation Limited, Resources Realty Private Limited and Yardstick Developers Private Limited at its nominal value of Rs.10/- (Rupees Ten) per equity share. The issue of equity shares to PIH shall be made at a price of Rs. 370.90 per equity share (including a premium of Rs. 360.90 per equity share).

C. Basis on which the Price has been arrived at and the Relevant Date:

The price has been arrived at on the basis of the audited annual financial statements of the Company for the financial year ended on March 31, 2014.

D. Class and Name of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to:

- a. Dewan Housing Finance Corporation Limited, a company incorporated under Companies Act, 1956 having its registered office at 2nd Floor, Warden House, Sir P. M. Road, Fort, Mumbai-400001.
- b. Resources Realty Private Limited, a company incorporated under Companies Act, 1956 having its registered office at HDIL Towers, 4th Floor, Anant Kanekar Marg, Bandra (East), Mumbai - 400051.
- c. Yardstick Developers Private Limited, a company incorporated under Companies Act, 1956 having its registered office at HDIL Towers, 4th Floor, Anant Kanekar Marg, Bandra (East), Mumbai - 400051.
- d. Prudential International Insurance Holdings Limited, a corporation incorporated under the laws of the states of Delaware, USA, under the registered number 51-0389061, having its registered office at 1209 Orange Street, Wilmington, DE, USA, 19801.

E. Intention of the Promoters/Directors/Key Management Persons to subscribe to the offer:

No Director/Key Management Person has any intention to subscribe to the offer in their individual capacity.

F. Proposed time within which the allotment shall be completed:

The allotment shall be completed within one month from the date of this Extra-Ordinary General Meeting of the Company.

G. The change in control, if any, in the Company that would occur consequent to the preferential offer:

No change in the control of the Company is intended or expected from the proposed preferential offer.

H. The number of persons to whom allotment on preferential basis have already been made during this year, in terms of number of securities as well as price:

Nil

I. Justification for allotment proposed to made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable



J. The pre issue and post issue shareholding pattern of the company is as under:

Sl. No.	Category	Pre Issue		Post Issue	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
<b>A</b>	<b>Promoter Holding</b>				
<b>1</b>	<b>Indian:</b>				
	<b>Individual</b>				
	Mr. Kapil Wadhawan (as a nominee of Dewan Housing Finance Corporation Limited)	3	-	3	-
	<b>Bodies Corporate</b>				
	Dewan Housing Finance Corporation Limited	170,187,839	50%	187,030,931	50%
	Resources Realty Private Limited	40,845,082	12%	44,887,424	12%
	Yardstick Developers Private Limited	40,845,082	12%	44,887,424	12%
	<b>Sub Total</b>	<b>251,878,006</b>		<b>276,805,782</b>	
<b>2</b>	<b>Foreign Promoters</b>				
	Prudential International Insurance Holdings Limited (PIIH)	88,497,675	26%	97,256,083	26%
	Mr. Timothy Fiege (as a nominee for PIIH)	1	-	1	-
	Mr. Ken Tenji (as a nominee for PIIH)	1	-	1	-
	<b>Sub Total (A)</b>	<b>340,375,683</b>	<b>100%</b>	<b>374,061,867</b>	<b>100%</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1.	Institutional Investors			Nil	
2.	Non Institutions:			Nil	
	Private Corporate Bodies				
	Directors and Relatives				
	Indian Public				
	Others (including NRIs)				
	<b>TOTAL (A + B)</b>	<b>340,375,683</b>	<b>100%</b>	<b>374,061,867</b>	<b>100%</b>

None of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

Your directors recommend passing of the resolution contained in Item No. 1 and 2 as Special Resolution(s).

### **ITEM NO. 3**

#### **Revised 5 Years' Business Plan of the Company**

The Board of Directors, in their meeting held on May 20, 2014, considered and approved the revised 5 Years' Business Plan of the Company.

In accordance with Article 145(2) of Articles of Association of the Company, the approval of the shareholders is required for carrying out any amendment(s) / modification(s) in the Business Plan of the Company.

None of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

Your directors recommend passing of the resolution contained in Item No. 3 as Ordinary Resolution.

### **ITEM NO. 4**

#### **Related Party Transactions of the Company**

In accordance with Article 154(a) of Articles of Association of the Company, the approval of the shareholders is required for entering into any related party contracts and any amendment(s) / modification(s) thereto. Further, the shareholders approval is also required for entering into distribution agreements with Dewan Housing Finance Corporation Limited (DHFL) (including group entities).

The Audit Committee of the Board of Directors, in its meeting held on May 20, 2014, reviewed and approved the following related party transactions of the Company, on an ongoing basis, which are in the ordinary course of business and on an arm's length basis:

- a) Entities which are master policyholders of the Company under the group insurance plans approved by Insurance Regulatory Development Authority (IRDA).
- b) The Corporate agency relationship(s) with DHFL Vysya Housing Finance Limited, Avanse Financial Services Pvt. Ltd. and Aadhar Housing Finance Pvt. Ltd., where the license and payment of commission / remuneration is governed by Insurance Regulatory Development Authority (IRDA).
- c) Payments (including the support cost of INR 29 lakhs per annum for the usage of Oracle Financial Information System for accounting and reporting by the Company) under an Inter-Company Agreement with Prudential International Insurance Service Co. LLC (PII), an associate company of the Company, for administrative and other support services on cost sharing basis.

Except Mr. Kapil Wadhawan, Mr. Harshil Mehta and Mr. Bikram Sen, none of the Directors or Key Managerial Personnel or their relatives is in any way interested or concerned in the proposed resolution.

Your directors recommend passing of the resolution contained in Item No. 4 as Ordinary Resolution.

## **ITEM NO. 5**

### **Amendment to the Implementation Plan of Core Insurance Solution (CIS) and Related Activities**

The shareholders of the Company in the general meeting held on February 27, 2014, considered and approved the proposal to enter into agreement(s) with Computer Sciences Corporation India Private Limited (CSC) for implementation of its Policy Administration System known as 'Integral Life' and other associated systems/infrastructure, and 5 years of post implementation support at a consideration of Rs. 35.95 Crores (excluding applicable taxes, if any).

Further, there were certain allied activities viz. Program Management, Hosting, Network, Testing and TCS Data extraction, involving a cost of Rs. 8.05 crores for which the Company obtained the approval to enter into separate agreement(s) with CSC and / or other Service Provider(s).

It is now proposed to amend the implementation plan of CIS as under:

- a) In addition to 'Integral Life', the Company will also procure from CSC, the license, implementation and 5 years of post implementation support of Policy Administration System known as 'Integral Group' for group insurance products.
- b) The scope of services of CSC shall be limited to providing the license, implementation and 5 years of post implementation support of Policy Administration System known as 'Integral Life' and 'Integral Group'.
- c) A separate contract with IBM will be entered into for System Integration (SI) work including implementation of non-core applications (workflow and document management system) and support, implementation of infrastructure (servers, network equipments etc.), maintenance and 24\*7 support and hosting of infrastructure.
- d) The Company may enter into agreement(s) / work order / change request with TCS and/or other service providers for testing and data extraction (for migration).

The above amendments would result in an additional outgo of Rs. 14.77 crores (Rs. 12.07 crores towards Group Life Implementation and Rs. 2.70 crores towards on CIS implementation towards SI related services being offered by IBM, resulting in an overall spend of Rs. 58.77 Crores (excluding applicable taxes, if any).

In accordance with Article 154(a) of Articles of Association of the Company, the approval of the shareholders is required for executing or amending any material contract involving amounts in excess of Rs. 50,000,000 (Rupees Five Crores).

None of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

Your directors recommend passing of the resolution contained in Item No. 5 as Ordinary Resolution.

## **ITEM NO. 6**

### **Payment of Sitting Fee to Independent Directors**

Section 197 of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, permit the Company to pay to its directors, the sitting fee up to Rs. 100,000/- for attending each meeting of the board and committee thereof.

The Board of Directors, in their meeting held on May 20, 2014, approved the payment of following sitting fees to Independent Directors for attending the Board and Committee meetings of the Company:

Board Meeting – Rs. 100,000/- for each meeting  
Board Committee Meeting – Rs. 80,000/- for each meeting

In accordance with Article 154(a) of Articles of Association of the Company, the approval of the shareholders is required for payment of remuneration to directors.

Except Mr. Anil Bajjal and Mr. Sunjoy Joshi, Independent Directors, none of the Directors or Key Managerial Personnel or their relatives is in any way interested or concerned in the proposed resolution.

Your directors recommend passing of the resolution contained in Item No. 6 as an Ordinary Resolution.

## **ITEM NO. 7**

### **Contribution to Asha Schools, a Non-Government Organization (NGO) for the Financial Year 2014-15**

In terms of the provisions of Section 181 of the Companies Act 2013, the prior approval of the shareholders is required for making charitable contribution.

The Company, as a part of Company's corporate social responsibility activity, has been conducting various activities of vocational skills development of the differently-abled children of armed forces to enable them to be self-sufficient in life.

The Company intends to continue its CSR activities going forward with a contribution (in kind) equivalent to INR 700,000/- (Seven Lakh only) to Asha Schools NGO, a charitable institution within the meaning of Income Tax Act, 1961.

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**

### **Composition of the Board Committees**

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.

The existing composition of various committees of the Board of Directors is being placed before the shareholders for taking note of.

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.

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

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

**Date: 27<sup>th</sup> May 2014  
Place: Gurgaon**

**DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED**  
(Regd Office: 4<sup>th</sup> 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

4<sup>th</sup> 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:
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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 Monday, the 2<sup>nd</sup> day of June, 2014 at 09:00 am at 4<sup>th</sup> 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. Issue of equity shares to Dewan Housing Finance Corporation Limited, Resources Realty Private Limited and Yardstick Developers Private Limited
- 2. Issue of equity shares to Prudential International Insurance Holdings Limited at a Premium
- 3. Revised 5 Years' Business Plan of the Company
- 4. Related Party Transactions of the Company
- 5. Amendment to the Implementation Plan of Core Insurance Solution (CIS) and Related Activities
- 6. Payment of sitting fee to Independent Directors
- 7. Contribution to Asha Schools, a Non-Government Organization (NGO) for the Financial Year 2014-15
- 8. Composition of Board Committees

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Affix Revenue Stamp of Rs. 1/-
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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.**