

**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 Friday, the 9<sup>th</sup> day of October 2015 at 10:00 A.M. at Board Room, 4<sup>th</sup> Floor, Building 9B, Cyber City, DLF City Phase–III, Gurgaon 122002, Haryana to transact the following business:

**SPECIAL BUSINESS:**

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

**Amendment to Articles of Association of the Company**

“**RESOLVED THAT** pursuant to Section 14 and other provisions of the Companies Act, 2013, Rules made there under and the applicable provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded to the amendment of existing Articles of Association of the Company in the following manner:

***Existing Article 183 (a) of the Articles of Association of the Company shall stand replaced with the new Article 183 (a) as under:***

‘183 (a) If, and on each occasion, any change in applicable Laws takes place that allows PRU to increase its Ownership in the Company beyond twenty six percent (26%), directly or indirectly and the relevant notifications and enabling guidelines for the implementation of such increase in shareholding by foreign shareholders in the insurance sector (following such change in applicable Laws) is issued by the IRDA, the Reserve Bank of India and/or any other Government Authority (the date of issue of the last of such notifications/enabling guidelines being hereinafter referred to as the “**Step Up Event**”), PRU shall, within seven (7) months of such Step Up Event or such other day as may be mutually agreed by the Parties in writing, have the right but not the obligation to elect to increase its shareholding in the Company to such maximum permissible percentage (“**Maximum Shareholding**”) (not exceeding fifty per cent (50%) of the Equity Share Capital) (“**Step Up Option**”), subject to the receipt of prior approval of the IRDA in accordance with applicable Laws (including Section 6A of the Insurance Act, 1938, as applicable) for increasing its shareholding in the Company. PRU shall be entitled, at its sole option, to exercise the Step Up Option in accordance with the provisions of this Article 183. It is clarified that in the event PRU does not elect to increase its shareholding within the aforesaid period of seven (7) months or such other day as may be mutually agreed by the Parties in writing, PRU’s right to increase its shareholding in respect to such Step Up Event by exercising the Step Up Option in accordance with this Article 183, shall fall away. It is further clarified that in the event PRU has undertaken a voluntary sale of Shares in accordance with Articles 181 and 182 hereunder, PRU shall only have the right to increase its Shareholding in the Company in accordance with this Article 183, up to: (x) the Maximum Shareholding less (y) the Ownership voluntarily sold by PRU.’

**RESOLVED FURTHER THAT** Mr. Anoop Pabby, Managing Director and CEO and Mr. Amit Raheja, VP – Legal & Company Secretary be and are hereby authorized severally to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

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

**SD/-  
Amit Raheja  
VP – Legal & Company Secretary**

**Date: 1<sup>st</sup> October 2015  
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 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. 1**

**Amendment to Articles of Association of the Company**

The Board of Directors of the Company, by their resolution dated 1<sup>st</sup> October 2015, authorized Mr. Anoop Pabby, Managing Director & CEO to sign / execute on behalf of the Company, the Fifth Amendment Agreement to the Shareholders Agreement dated July 25, 2013 (“Amendment Agreement”) to be executed by and amongst the Company, Prudential International Insurance Holdings Limited (“PRU”), Dewan Housing Finance Corporation Limited (“DHFL”), Resources Realty Private Limited (“RRPL”) and Yardstick Developers Private Limited (“YDPL”).

The abovementioned amendment in the Shareholders Agreement dated 25th July 2013 would also require consequential amendment in the Articles of Association of the Company.

The Board of Directors vide their resolution dated 1<sup>st</sup> October 2015 approved the amendment to the Articles of Association of the Company, subject to the approval of shareholders.

In accordance with Section 14 and other applicable provisions of the Companies Act 2013 read with the applicable provisions of Articles of Association of the Company, the approval of the shareholders by way of a special resolution is required for making any amendment to the Articles of Association 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. 1 as a Special Resolution.

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

**SD/-  
Amit Raheja  
VP – Legal & Company Secretary**

**Date: 1<sup>st</sup> October 2015  
Place: Gurgaon**

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**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:

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 Friday the 9<sup>th</sup> day of October, 2015 at 10:00 am at Board Room, 4th Floor, Building 9B, Cyber City, DLF City Phase – III, Gurgaon 122002, Haryana and at any adjournment thereof in respect of such resolution as indicated below:

1. Amendment to Articles of Association of the Company

Signed this \_\_\_\_\_ day of October, 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 with the Company not less than 30 minutes before the commencement of the Meeting.**