

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 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 27th day of November 2015 at 10:00 A.M. at Board Room, 4th 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 (b) of the Articles of Association of the Company shall stand replaced with the new Article 183 (b) as under:

‘(b) Within ten (10) Business Days of PRU exercising the Step Up Option, PRU and Dewan Housing shall constitute a committee (“Step Up Committee”) comprising of five (5) Persons. PRU will be entitled to nominate three (3) Persons and Dewan Housing shall be entitled to nominate two (2) Persons to the Step Up Committee, it being clarified that such Persons need not be PRU Directors or DHFL Directors. The quorum required in respect of the Step Up Committee meetings shall be the presence of at least one (1) Dewan Housing nominee and at least two (2) PRU nominees, irrespective of whether or not any Reserved Matter is proposed to be discussed at such Step Up Committee meeting. The Step Up Committee shall, by a majority of votes, within five (5) months of its constitution (constituted on October 15,2015), specify, in writing to each Shareholder Group, the method and the manner in which the Step Up Option shall be undertaken and from amongst the options set out in sub-Article (d) below, to give effect to the understanding that the Step Up Option shall result in a minimum cash outflow for 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: 24th November 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 20th November 2015, authorized Mr. Anoop Pabby, Managing Director & CEO to sign / execute on behalf of the Company, the Sixth 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 20th November 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: 24th November 2015
Place: Gurgaon

DHFL PRAMERICA LIFE INSURANCE COMPANY LIMITED
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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 Extra-ordinary General Meeting (EGM) of the Company, scheduled to be held on Friday the 27th day of November, 2015 at 10:00 am at Board Room, 4th Floor, Building 9B, Cyber City, DLF 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 November, 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.