

NOTICE

NOTICE is hereby given that Tenth Annual General Meeting of the members of DHFL Pramerica Asset Managers Private Limited will be held on Monday, August 6, 2018, at 11.00 AM at the registered office of the Company at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030 to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit to pass with or without modifications, the following resolutions as an ordinary resolution.

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss account of the Company for the year ended March 31, 2018, together with the Directors’ report and the Auditors’ report thereon as presented to the meeting, be and are hereby approved and adopted.”

2. To appoint Walker Chandiook & Co LLP, Chartered Accountants registered with the Institute of Chartered Accountants of India vide registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of tenth annual general meeting until conclusion of fifteenth annual general meeting of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Board of Directors and Audit Committee of the Company, Walker Chandiook & Co LLP, Chartered Accountants, Mumbai, having registration number 001076N/N500013, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s. Price Waterhouse, Chartered Accountants, having registration number 301112E to hold Office from the conclusion of Tenth Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting at a remuneration as may be mutually agreed to, between the Board of Directors and Walker Chandiook & Co LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.

RESOLVED FURTHER THAT any of the Board of Directors or Company Secretary of the Company, be and is, hereby, severally, empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modifications, the following resolution as an ordinary resolution.

3. **Appointment of Dr. V. R. Narasimhan as Director of the Company:**

“RESOLVED THAT Dr. V. R. Narasimhan [DIN - 00170064] who was appointed as an Additional Director by the Board of Directors with effect from June 14, 2018 and who ceases to hold office under Section 161 of the Companies Act, 2013 on the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not retiring by rotation.



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**MUTUAL FUND**

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby jointly and severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

By order of the Board of Directors of
DHFL Pramerica Asset Managers Private Limited

HIRAN SHAH
COMPANY SECRETARY
Membership no: A22278

Place: Mumbai

Date: July 26, 2018

Registered Office:

Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030

**NOTES:**

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 2**

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. Price Waterhouse Chartered Accountants, the present Auditors of the Company complete their term as Auditors at the ensuing annual general meeting.

In view of the above, the Board proposes that Walker Chandiook & Co LLP, Chartered Accountants, having Registration No. 001076N/N500013, be appointed as the Statutory Auditors of the Company and to hold office for a term of five years commencing from the conclusion of the tenth Annual General Meeting till the conclusion of the fifteenth Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, travelling and other expenses, etc. incurred in connection with the Audit as may be decided by the Board of Directors in consultation with the Auditors.

The Board recommends the Resolution at Item No.2 for approval by the Members.

None of the Directors, Key Managerial Person or their relatives, in any way, are concerned or interested in the Resolution at Item No.2 of the Notice.

ITEM NO. 3

Dr. V. R. Narasimhan, Independent Director, [DIN – 00170064] has been appointed as an Additional Director by the Board of Directors with effect from June 14, 2018. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Dr. Narasimhan shall hold the office of the Director till the conclusion of Annual General Meeting of the Company.



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MUTUAL FUND

Dr. V. R. Narasimhan has more than 35 years of experience in securities market and financial service sector. The last position he held was Chief of Regulatory Division of National Stock Exchange, prior to which he was the Group Head, Compliance (Capital Markets) at Kotak Mahindra Bank. He has also worked with Kotak Mahindra Asset Management Company as Chief Compliance Officer, National Securities Depository Limited as Senior Vice President and Securities and Exchange Board of India as Division Chief, Secondary Markets. He is also a member of various committee of Institute of company Secretaries of India. Dr. Narasimhan was also member in the committee to firm up questionnaire for NCEAR investor survey and is associated with National Institute of Securities Market (NISM) as faculty for induction program for new recruits at SEBI, member for selection of resource persons; member of syllabus framing committee for framing the course content for broker, mutual fund, registrar and transfer agent test programs.

The Board recommends the appointment of Dr. V. R. Narasimhan as and Independent Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company.

Dr. V. R. Narasimhan is deemed to be interested in this resolution for his appointment. None of the other directors are interested in this resolution.

By order of the Board of Directors of
DHFL Pramerica Asset Managers Private Limited

HIRAN SHAH
COMPANY SECRETARY
Membership no: A22278

Place: Mumbai
Date: July 26, 2018

Registered Office:
Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030



DHFL Pramerica Asset Managers Private Limited
CIN – U74900MH2008FTC187029

ATTENDANCE SLIP

Tenth Annual General Meeting held on Monday, August 6, 2018, at 11.00 AM

Regd. Folio No. _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 10th Annual General Meeting of the Company on Monday, August 6, 2018, at 11.00 AM at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

DHFL Pramerica Asset Managers Private Limited
CIN – U74900MH2008FTC187029

TENTH ANNUAL GENERAL MEETING
Monday, August 6, 2018, at 11.00 am

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member:

Registered Address:

Email ID:

Folio No. / Client ID:

I/We, being the member(s), holding _____ Shares of the above Company, hereby appoint:

1. Name:
Address:
Email ID:
Signature _____ Failing him / her;

2. Name:
Address:
Email ID:
Signature _____ Failing him / her;

as my / our proxy to attend and vote for me/ us / our behalf at the Tenth Annual General Meeting to be held on Monday, August 6, 2018, at 11.00 AM at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no	Resolution	For	Against
		Optional*	
Ordinary Business:			
1	Adoption of Accounts		
2	To appoint Walker Chandiok & Co LLP, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of tenth annual general meeting until conclusion of fifteenth annual general meeting of the Company in place of retiring Auditors M/s. Price Waterhouse, Chartered Accountants.		
3	Appointment of Dr. V. R. Narasimhan as an Independent Director of the Company		

Signed this _____ day of _____ 2018.

Shareholder Signature:

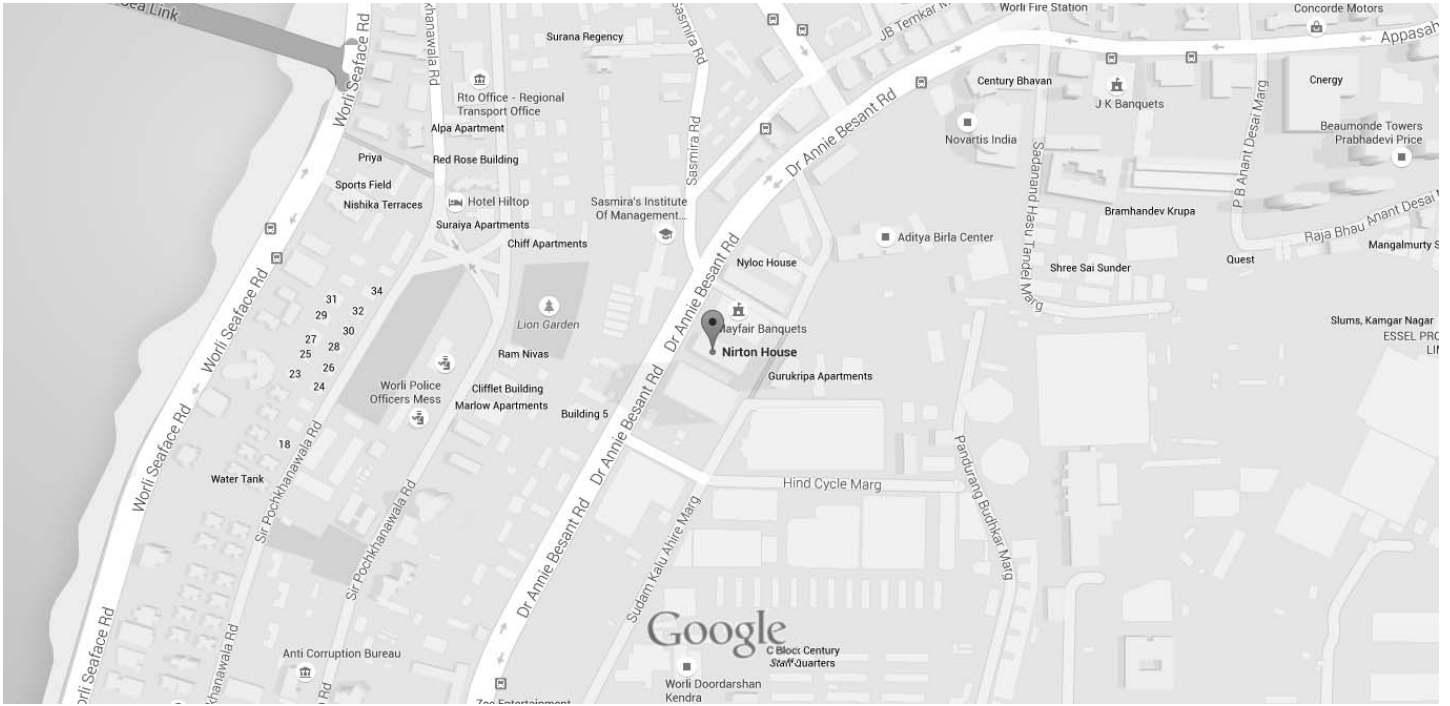
Signature of the Proxy holder:

Notes:

1. Proxies in order to be effective, must be received at the registered office of the company not less than 48 hours before the time fixed for commencement of the meeting.
2. * It is optional to put "X" in the appropriate column against indicated in the Box. If you leave the column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete the form before submission.



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