

NOTICE

NOTICE is hereby given that Eighth Annual General Meeting of the members of DHFL Pramerica Asset Managers Private Limited (formerly known as Pramerica Asset Managers Private Limited) will be held on August 18, 2016, Thursday, at 11.30 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 resolution as an ordinary resolution.

“**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2016 and the Profit and Loss account of the Company for the year ended March 31, 2016, together with the Directors’ report and the Auditors’ report thereon as presented to the meeting, be and are hereby approved and adopted.”

2. To ratify the appointment of Price Waterhouse, Chartered Accountants registered with the Institute of Chartered Accountants of India vide registration No. 301112E, as Statutory Auditors of the Company from the conclusion of eighth annual general meeting until conclusion of ninth annual general meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

3. **Appointment of Mr. Kapil Wadhawan as Director of the Company:**

“**RESOLVED THAT** Mr. Kapil Wadhawan, [DIN – 00028528] who was appointed as additional director by the Board of Directors with effect from January 15, 2016 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 Director of the Company, not retiring by rotation.

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.”

4. **Appointment of Mr. Suresh Mahalingam as Directors of the Company:**

“**RESOLVED FURTHER THAT** Mr. Suresh Mahalingam [DIN – 01781730] who was appointed as additional director by the Board of Directors with effect from January 15, 2016 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 Director of the Company, not retiring by rotation.

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.”

5. **Appointment of Mr. Rajiv Kishore Dubey as Director of the Company:**

“**RESOLVED FURTHER THAT** Mr. Rajiv Kishore Dubey [DIN – 03302782] who was appointed as additional director by the Board of Directors with effect from January 15, 2016 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 Director of the Company, not retiring by rotation.





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.”

6. Appointment of Mr. Jan Van Den Berg as Director of the Company:

"RESOLVED FURTHER THAT Mr. Jan Van Den Berg [DIN – 01776246] who was appointed as additional director by the Board of Directors with effect from January 18, 2016 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 Director of the Company, not retiring by rotation.

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

SUMESH KUMAR
COMPANY SECRETARY
Membership no: A17520

Place: Mumbai
Date: July 22, 2016

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 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Kapil Wadhawan, [DIN – 00028528] was appointed as additional director by the Board of Directors with effect from January 15, 2016. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Wadhawan shall hold the office of the director only up to this annual general meeting of the Company. Board recommends the appointment of Mr. Wadhawan as Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company. Mr. Wadhawan is deemed to be interested in this resolution for his appointment. None of the other directors are interested in this resolution.

ITEM NO. 4

Mr. Suresh Mahalingam [DIN – 01781730] was appointed as additional director by the Board of Directors with effect from January 15, 2016. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mahalingam shall hold the office of the director only up to this annual general meeting of the Company. Board recommends the appointment of Mr. Mahalingam as Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company. Mr. Mahalingam is deemed to be interested in this resolution for his appointment. None of the other directors are interested in this resolution.

ITEM NO. 5

Mr. Rajiv Kishore Dubey [DIN – 03302782] was appointed as additional director by the Board of Directors with effect from January 15, 2016. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Dubey shall hold the office of the director only up to this annual general meeting of the Company. Board recommends the appointment of Mr. Dubey as Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company. Mr. Dubey is deemed to be interested in this resolution for his appointment. None of the other directors are interested in this resolution.

ITEM NO. 6

Mr. Jan Van Den Berg [DIN – 01776246] was appointed as additional director by the Board of Directors with effect from January 18, 2016. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Berg shall hold the office of the director only up to this annual general meeting of the Company. Board recommends the appointment of Mr. Berg as Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company. Mr. Berg 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

SUMESH KUMAR
COMPANY SECRETARY
Membership no: A17520

Place: Mumbai
Date: July 22, 2016

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

DHFL Pramerica Asset Managers Private Limited
CIN – U74900MH2008FTC187029

ATTENDANCE SLIP

Eighth Annual General Meeting held on August 18, 2016, Thursday at 11.30 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 8th Annual General Meeting of the Company on August 18, 2016, Thursday at 11.30 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

EIGHTH ANNUAL GENERAL MEETING
August 18, 2016, Thursday at 11.30 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 8th Annual General Meeting to be held on August 18, 2016, Thursday at 11.30 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	Ratifying the appointment of M/s. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company		
3	Appointment of Mr. Kapil Wadhawan as Director of the Company		
4	Appointment of Mr. Suresh Mahalingam as Director of the Company		
5	Appointment of Mr. Rajiv Kishore Dubey as Director of the Company		
6	Appointment of Mr. Jan Van Den Berg as Director of the Company		

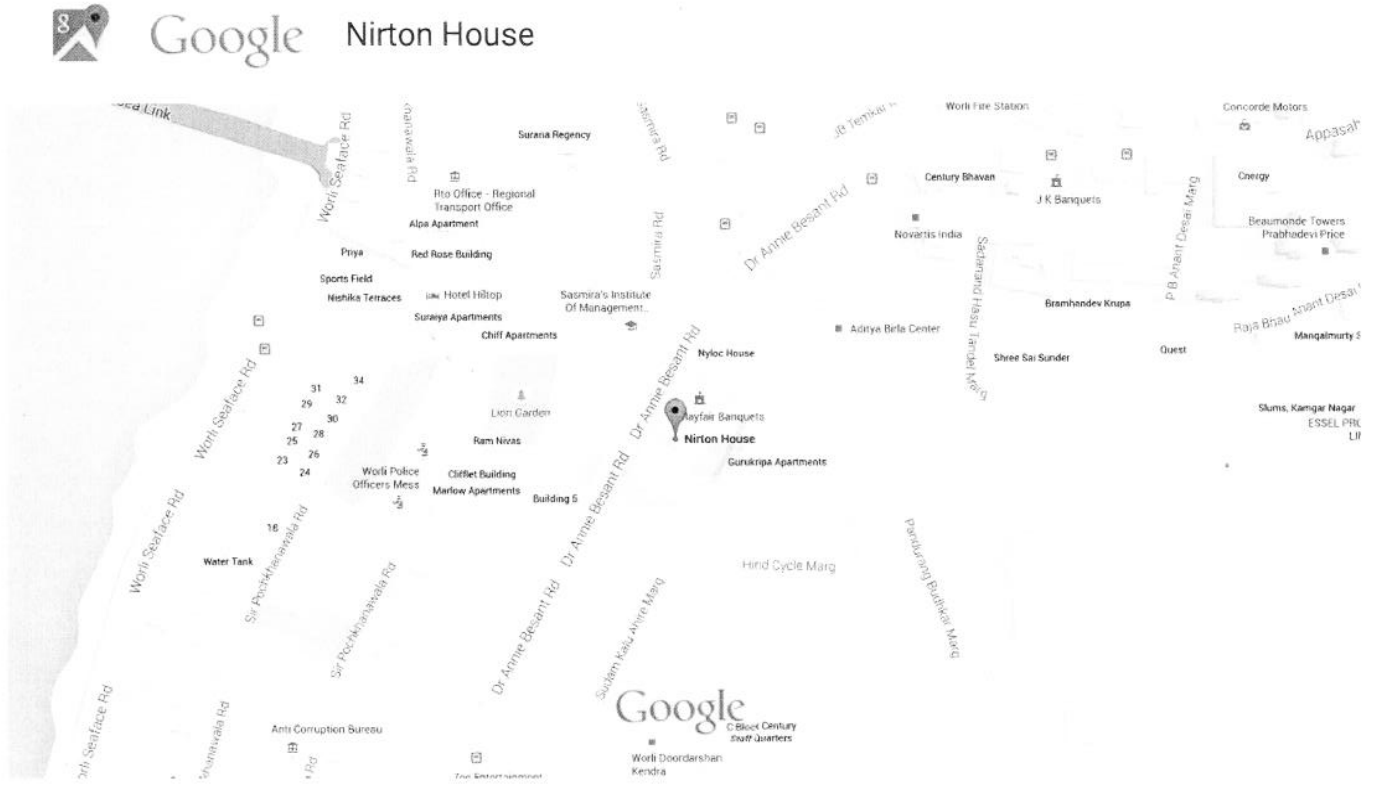
Signed this _____ day of _____ 2016.

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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