

NOTICE

NOTICE is hereby given that Eleventh Extra Ordinary General Meeting of the Members of DHFL Pramerica Asset Managers Private Limited will be held at 11.00 am on Wednesday, April 26, 2017, at the Registered Office of the Company at Nirlon House, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030 to transact the following business:

SPECIAL BUSINESS:

To approve setting up of an Alternate Investment Fund (AIF):

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (‘the Regulations’), including any statutory modification(s) or amendment(s) thereto or any substitution thereof for the time being in force, and such other Regulations, Guidelines, Acts, as may be applicable and subject to the approval of SEBI under regulation 24(b) of the SEBI (Mutual Funds) Regulations, 1996, approval of the Shareholder of the Company be and is hereby accorded to Sponsor, set up and commence a Category III, Alternative Investment Fund (“AIF”) under the regulations and provide Investment Management services to the said AIF;

RESOLVED FURTHER THAT the Shareholder of the Company hereby take note of the confirmation on the compliance requirements under regulation 24(b) of the SEBI (Mutual Funds) Regulations, 1996.

RESOLVED FURTHER THAT the approval of Shareholder of the Company be and hereby accorded to authorise the CEO or Compliance Officer or Company Secretary and / or any Director of the Company, severally to submit an application with SEBI under regulation 24(b) of the SEBI (Mutual Funds) Regulations 1996 and under SEBI (Alternative Investment Funds) Regulations, 2012 and do all such things including giving declarations and / or undertakings as may be required for obtaining the said approval.

RESOLVED FURTHER THAT CEO and / or any Director of the Company be and is hereby authorised to appoint vendors including Consultants, Advisors, Custodian, Fund Accountant, Registrar and Transfer Agent, Statutory Auditor, Trustee, to the proposed AIF in this connection and sign and execute the necessary document(s), form(s) or instrument(s) and to do all such acts, deeds, and things as may be necessary for commencing AIF activity and incidental thereto.”

BY ORDER OF THE BOARD OF DIRECTORS



Harish Shah

Harisha Shah
Company Secretary
A35260

Place: Mumbai
Date: April 24, 2017

Registered Office:

DHFL Pramerica Asset Managers Private Limited
Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030

NOTES:

1. Members as on records on the date of the notice only shall be eligible to attend the meeting.
2. 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.
3. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.

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

Item no. 1:

1. Article no. 200 of AOA of the AMC defines "Business" as under:

“**Business**” shall mean the asset management business in India conducted in accordance with applicable Laws and shall include the business of:

(a) owning, operating, managing or controlling, or sponsoring one or more of the following: mutual funds, exchange traded funds, portfolio management services, collective investment schemes, pooled investment vehicles, or fund of funds, each of the foregoing in India (such funds collectively referred to as “Relevant Funds”), including the manufacture of products and schemes related to such Relevant Funds (all such products referred to as “Products”);

(b) management, marketing, distribution and advisory services provided to pooled assets in India including offshore funds, insurance funds, pension funds, provident funds, venture capital funds;

(c) financial consultancy and exchange of research on commercial basis and management of alternative investment funds or funds that primarily target investors resident in India; and

(d) managing, advising or sub-advising Relevant Funds and/or their management/advisory entities.

2. Further, the Object clause of the Memorandum of Association and the Share Holders Agreement with DHFL of the Company provides for providing investment management services to AIF.
3. Thus, the Company proposes to set up and commence a Category III, Alternative Investment Fund (“AIF”) under the SEBI (Alternative Investment Funds) Regulations, 2012 and provide investment management services to the AIF.
4. Structure of AIF shall be as follows:
 - (A) Alternative Investment Fund shall be in the form a Trust;
 - (B) The AIF shall be a determinate and irrevocable which shall launch different Schemes/Funds under the structure;
 - (C) The Company will be the Settlor/Sponsor of the AIF;
 - (D) The Company will provide Investment Management Services to the proposed AIF and will be the Investment Manager to the said AIF;



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5. The Company hereby undertakes that it shall ensure that the key personnel of the Company, the systems, back office, bank and securities accounts are segregated activity-wise and it will also be ensured that there exists systems to prohibit access to inside information of various activities, as stipulated in SEBI (Mutual Funds) Regulations, 1996. Further, the Company shall meet the capital adequacy requirements separately for each activity as may be applicable, and obtain separate approval / registration under the relevant SEBI regulations.
6. The resolution may be voted on by the holders of the equity shares in proportion to the paid-up share capital of the Company held by them in the Company.
7. The Board recommends the resolution for the approval of all its Members, as a Special Resolution.
8. None of the Directors of the Company or their relatives are interested in the proposed resolution.

BY ORDER OF THE BOARD OF DIRECTORS



Haishahab
Harisha Shah
Company Secretary
A35260

Place: Mumbai
Date: April 24, 2017

Registered Office:
DHFL Pramerica Asset Managers Private Limited,
Nirlon House, 2nd Floor,
Dr. Annie Besant Road,
Worli, Mumbai – 400030

DHFL Pramerica Asset Managers Private Limited
CIN - U74900MH2008FTC187029

ATTENDANCE SLIP

Eleventh Extra Ordinary General Meeting held at 11.00 am on Wednesday, April 26, 2017

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 Eleventh Extra Ordinary General Meeting of the Company held at 11.00 am on Wednesday, April 26, 2017 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

ELEVENTH EXTRA ORDINARY GENERAL MEETING
11.00 am on Wednesday, April 26, 2017

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 Eleventh Extra Ordinary General Meeting to be held at 11.00 am on Wednesday, April 26, 2017 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*	
Special Business:			
1	To approve setting up of an Alternate Investment Fund (AIF)		

Signed this _____ day of _____ 2017.

Shareholder Signature:

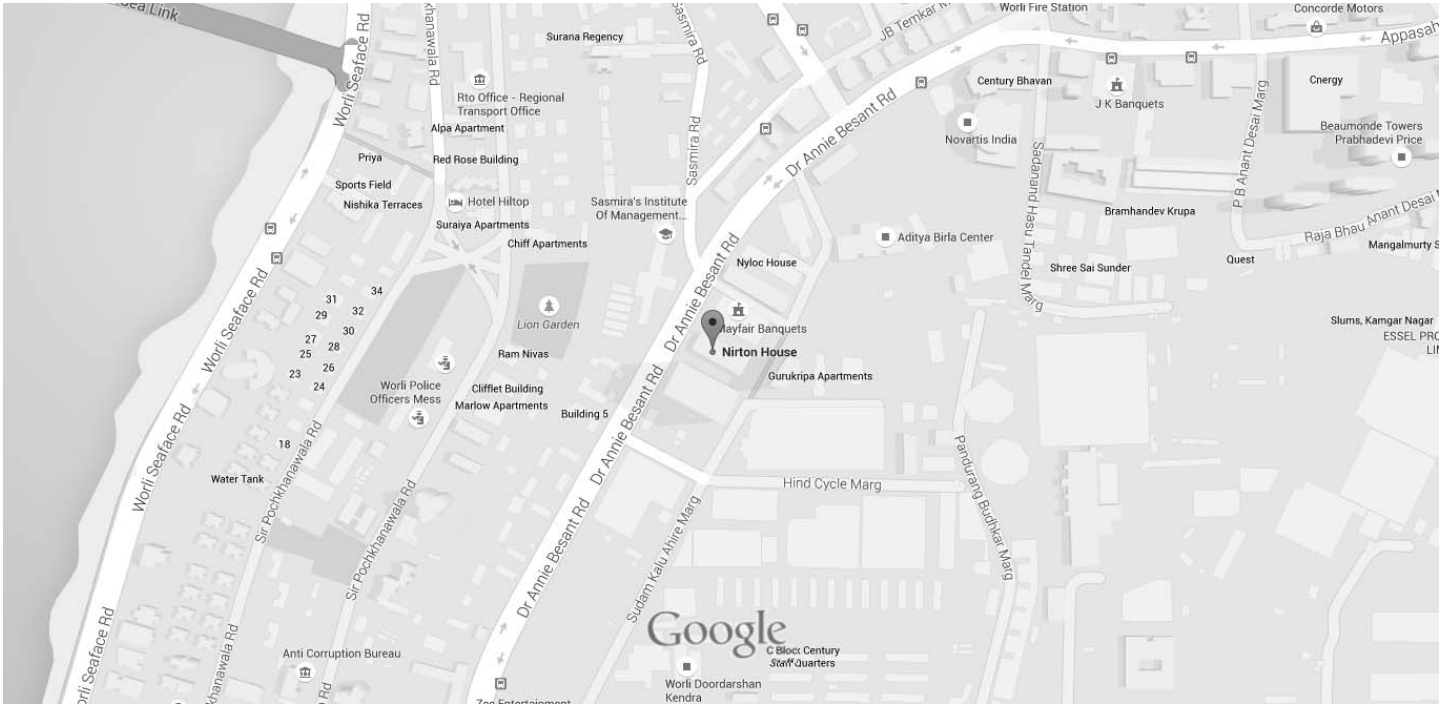
Signature of the Proxy holder:

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.



Google Nirton House



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