

**NOTICE**

**NOTICE** is hereby given that **Tenth Extra Ordinary General Meeting** of the Members of **DHFL Pramerica Asset Managers Private Limited** will be held at **11.00 am on Monday, September 12, 2016**, at the Registered Office of the Company at Nirlon House, 2<sup>nd</sup> Floor, Dr. Annie Besant Road, Worli, Mumbai – 400030 to transact the following business:

**SPECIAL BUSINESS:**

**1. To approve the reduction of share capital of the Company:**

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 Section 100 to Section 104 of Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 or Companies Act, 2013, read with the applicable rules therein, read with Article 10 and other applicable provisions of the Articles of Association of the Company and pursuant to the relevant provisions of the Companies (Court) Rules, 1959 and confirmation of the Hon’ble High Court of Judicature at Bombay (Mumbai) or the National Company Law Tribunal as the case may be, and any other appropriate authorities, if any, in this regard, as the case may be, the consent of the Company be and is hereby accorded for reduction of the issued, subscribed and paid up equity share capital of the company from Rs. 912,27,27,200 (Rupees Nine Hundred and Twelve Crores Twenty Seven Lakhs Twenty Seven Thousands and Two Hundred) divided into 91,22,72,720 (Ninety One Crores Twenty Two Lakhs Seventy Two Thousands Seven Hundred and Twenty) equity shares of Rs. 10/- (Rupees Ten) each, fully paid up, to Rs. 108,49,38,360 (Rupees One Hundred and Eight Crores Forty Nine Lakhs Thirty Eight Thousand Three Hundred and Sixty) divided into 91,22,72,720 (Ninety One Crores Twenty Two Lakhs Seventy Two Thousands Seven Hundred Twenty) equity shares of Rs. ~ 1.1893/- each, fully paid up by adjusting entire balance of Investment Management Rights recorded as Intangible Asset and balance amount towards write off of accumulated losses lying in debit of profit and loss account and that the Company not be required to add the words ‘And Reduced’ as suffix to its name.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013 or any statutory modifications thereof and Rules framed thereunder and the Articles of Association of the Company, the aforesaid 91,22,72,720 (Ninety One Crore Twenty Two Lakhs Seventy Two Thousand Seven Hundred and Twenty) equity shares of ~Rs. 1.1893 each be consolidated into 10,84,93,836 (Ten Crores Eighty Four Lakhs Ninety Three Thousand Eight Hundred and Thirty Six) equity shares of Rs. 10 each. Any fraction arising on consolidation of equity shares will be rounded off to the nearest integer.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the reduction of Equity Share Capital, any one of the directors or Mr. Suresh Soni, Chief Executive Officer or Mr. Sumesh Kumar, Head – Compliance & Legal & Company Secretary or Mr. Amit Malpani, AVP – Finance Controller of the Company be and are hereby severally authorised to take such steps, including giving directions, as may be necessary, including but not limited to:

- (a) Filing of application/petition with the Hon’ble High Court of Judicature at Bombay, the National Company Law Tribunal and/or any other statutory or regulatory authority for directions and for signing, affirming and verifying affidavits, applications, petitions, vakalatnamas, etc., as may be required, and for representing the Company, for sanction of the reduction of the equity share capital by such approving authority;



- (b) Engaging advocates, legal firms, etc. for declaring and filing all pleadings, reports and for signing and issuing public advertisements and notices, etc.;
- (c) Making any alterations/changes in the application/petition as may be expedient or necessary and which does not materially change the substance of the proposed reduction;
- (d) Passing such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- (e) Carrying out consequential amendments in the Capital Clause of the Memorandum and Articles of Association of the Company after the said reduction of capital is operative and effective, if required; and
- (f) Doing all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper to give effect to the above, including settling any question or difficulty that may arise in this regard."

BY ORDER OF THE BOARD OF DIRECTORS



**Sumesh Kumar**  
Company Secretary  
A17520

**Place: Mumbai**

**Date: September 9, 2016**

**Registered Office:**

DHFL Pramerica Asset Managers Private Limited  
Nirlon House, 2<sup>nd</sup> 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 The Company is a joint venture entity between Dewan Housing Finance Corporation Limited (DHFL) and Prudential Financial Inc (PFI). It acts as the asset management company to DHFL Pramerica Mutual Fund, a mutual fund registered with Securities and Exchange Board of India (SEBI) under SEBI (Mutual Funds) Regulations, 1996. The principal business of the Company is to provide investment management advisory and administrative services to DHFL Pramerica Mutual Fund. It is also a SEBI registered Portfolio Manager and provides discretionary, non



~~MUTUAL FUND~~  
discretionary and advisory portfolio management services. At the meeting of the Board of Directors of the Company held on September 9, 2016, the Directors have approved reduction of the issued, subscribed and paid up equity share capital of the company from Rs. 912,27,27,200 (Rupees Nine Hundred and Twelve Crores Twenty Seven Lakhs Twenty Seven Thousands and Two Hundred) divided into 91,22,72,720 (Ninety One Crores Twenty Two Lakhs Seventy Two Thousands Seven and Hundred Twenty) equity shares of Rs. 10/- (Rupees Ten) each, fully paid up, to Rs. 108,49,38,360 (Rupees One Hundred and Eight Crores Forty Nine Lakhs Thirty Eight Thousand Three Hundred and Sixty) divided into 91,22,72,720 (Ninety One Crores Twenty Two Lakhs Seventy Two Thousands Seven Hundred and Twenty) equity shares of Rs. ~ 1.1893/- each (rounded off), fully paid up by adjusting entire balance of Investment Management Rights recorded as Intangible Asset and balance amount towards write off of accumulated losses lying in debit of profit and loss account; and simultaneous consolidation of the aforesaid 91,22,72,720 (Ninety One Crore Twenty Two Lakhs Seventy Two Thousand Seven Hundred and Twenty) equity shares of ~Rs. 1.1893 each into 10,84,93,836 (Ten Crores Eighty Four Lakhs Ninety Three Thousand Eight Hundred and Thirty Six) equity shares of Rs. 10 each. Any fraction arising on consolidation of equity shares will be rounded off to the nearest integer.

- 2 Article 10 of the Articles of Association of the Company permits the reduction of capital in any manner as authorised by Section 100 of the Companies Act, 1956. The proposed reduction of capital will be effective from the date of approval by the Hon'ble High Court of Judicature at Bombay (Mumbai) or National Company Law Tribunal as may be applicable and / or approval of such other statutory or regulatory authority, as may be required, according to the applicable laws in force.
- 3 The Company has accumulated losses lying in debit of profit and loss account. Also, the Company has acquired business undertaking of Deutsche Asset Management (India) Private Limited which includes right to manage schemes of Deutsche Mutual Fund, and as a result has acquired 'Investment Management Rights', recorded as intangible assets in the books of accounts.

The Company is now proposing to undertake a financial restructuring exercise, whereby it is proposed to reduce its equity share capital to write off the following balances, as at 31 August, 2016:

- Intangible Assets – Rs. 540,36,74,500 (Rupees Five Hundred and Forty Crores Thirty Six Lakhs Seventy Four Thousand and Five Hundred)
  - Debit balance in Profit & Loss Account – Rs. 263,41,14,340 (Rupees Two Hundred and Sixty Three Crores Forty One Lakhs Fourteen Thousand Three Hundred and Forty)
- 4 The proposed reduction of capital will not prejudice the creditors of the Company. For the sake of clarity, it is specified that the reduction of the equity share capital does not involve either the diminution of any liability in respect of unpaid share capital or payment to any shareholder nor is any call being waived. The Company would be in a position to discharge its liabilities in the normal course of business. The creditors of the Company are in no way affected by the proposed reduction of capital, since there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors and there is no reduction in the security, which the creditors may have in the Company. Further, the proposed reduction of capital would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
  - 5 The shareholding pattern post capital reduction and consolidation of shares will be as under :



Name of Shareholder	Pre-reduction				Post-reduction			Post-consolidation			
	No. of Shares	Face Value	Amount	% Holding	No. of Shares	Face Value	Amount	No. of Shares	Face Value	Amount	% Holding
Dewan Housing Finance Corporation Limited (DHFL)	15,61,36,360	10	1,56,13,63,600	17.12%	15,61,36,360	1.18927	18,56,88,252	1,85,68,825	10	18,56,88,250	17.12%
DHFL Advisory & Investments Private Limited (DAIPL)	30,00,00,000	10	3,00,00,00,000	32.88%	30,00,00,000	1.18927	35,67,80,928	3,56,78,093	10	35,67,80,930	32.88%
PGLH of Delaware Inc. (PGLH)	45,61,36,359	10	4,56,13,63,590	50.00%	45,61,36,359	1.18927	54,24,69,179	5,42,46,918	10	54,24,69,180	50.00%
Pramerica Financial Asia Limited (PFAL)	1	10	10	0.00%	1	1.18927	1	-	10	-	0.00%
<b>Total</b>	<b>91,22,72,720</b>		<b>9,12,27,27,200</b>	<b>100.00%</b>	<b>91,22,72,720</b>		<b>1,08,49,38,360</b>	<b>10,84,93,836</b>	<b>10</b>	<b>1,08,49,38,360</b>	<b>100.00%</b>

- 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



**Sumesh Kumar**  
Company Secretary  
A17520

**Place: Mumbai**  
**Date: September 9, 2016**

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



**DHFL Pramerica Asset Managers Private Limited**  
CIN - U74900MH2008FTC187029

**ATTENDANCE SLIP**

**Tenth Extra Ordinary General Meeting held at 11.00 am on Monday, September 12, 2016**

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 Tenth Extra Ordinary General Meeting of the Company held at 11.00 am on Monday, September 12, 2016 at Nirlon House, 2<sup>nd</sup> 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 EXTRA ORDINARY GENERAL MEETING**  
11.00 am on Monday, September 12, 2016

**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 Extra Ordinary General Meeting to be held at 11.00 am on Monday, September 12, 2016 at Nirlon House, 2<sup>nd</sup> 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*	
<b>Special Business:</b>			
1	Reduction in Share Capital 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.



# Google Nirton House



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