

NOTICE

NOTICE is hereby given that **Ninth Extra Ordinary General Meeting** of the Members of **DHFL Pramerica Asset Managers Private Limited** will be held at **12.30 pm on Monday, February 22, 2016**, 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:

1. Increase in Authorised Share Capital

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


“RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and subject to the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from existing Rs. 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crores Only) divided into 32,50,00,000 (Thirty Two Crores and Fifty Lakhs) equity shares of Rs 10/- (Rupees Ten only) each to Rs. 1,025,00,00,000/- (Rupees One Thousand and Twenty Five Crores Only) divided into 102,50,00,000 (One Hundred and Two Crores Fifty Lakhs) equity shares of Rs 10 /- (Rupees Ten only) each by creation of new 70,00,00,000 (Seventy Crores) equity shares of Rs 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and subject to the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for substituting Clause V(A) of the Memorandum of Association of the Company with the following clause:-

V(A) The Authorised Share Capital of the Company is INR 1025 Crores (Rupees One Thousand and Twenty Five Crores Only) divided into 102,50,00,000 (One Hundred and Two Crores Fifty Lakhs) equity shares of Rs 10 /- (Rupees Ten only) each.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, things, deeds and matters as may be necessary or expedient to implement the aforesaid Resolution, including, but not limited to filing of necessary forms or other statutory documentation with concerned Registrar of Companies and other statutory authorities, as applicable”.

BY ORDER OF THE BOARD OF DIRECTORS


Sumesh Kumar
Company Secretary
A17520

Place: Mumbai
Date: February 18, 2016



Pramerica

Registered Office: EQUITY FUND

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:

1. Resolution 1 - Increase in Authorised Share Capital:

Presently, the Authorised share capital of the Company is INR 325 Crores and the current paid up share capital of the Company is INR 312.27 Crores. Further, the networth of the Company (as per SEBI (Mutual Funds) Regulations) as on January 31, 2016 is INR 71.30 Crores.

For enabling the capital infusion for the expansion of business, it is proposed to increase the authorized share capital of the Company from existing INR 325 Crores, divided into 32.50 Crores equity shares of INR 10/- each to INR 1,025 Crores divided into 102.50 Crores equity shares of INR 10 /- each, by creation of new 70 Crores equity shares of INR 10/- each ranking pari passu in all respect with the existing equity shares of the Company.

The increase in the Authorised Capital and consequent alteration of the Memorandum of Association of the Company require the approval of members in general meeting. Hence, the above resolution has been proposed for approval of the members. Your Directors recommend that the Item 1 set out in the Notice convening the Meeting be approved. None of the Directors of the Company is deemed to be interested or concerned in the resolution.

The Memorandum & Articles of Association of the Company will be available for inspection at the Registered Office of the Company on any working day between Monday to Friday during business hours.

The Board of Directors of the Company recommends the resolution to be passed as an ordinary resolution as set out in item no.1.

BY ORDER OF THE BOARD OF DIRECTORS

Sumesh Kumar
Company Secretary
A17520

Place: Mumbai
Date: February 18, 2016



Pramerica

Registered Office: JAL FUND

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

DHFL Pramerica Asset Managers Pvt. Ltd. (erstwhile Pramerica Asset Managers Pvt. Ltd.)

2nd Floor, Nirlon House, Dr. A.B. Road, Worli, Mumbai - 400030 | Tel: +91-22-6159 3000 | Fax: +91-22-6159 3100 | www.dhflpramericamf.com

Corporate Identity No. U74900MH2008FTC187029 | A joint venture between DHFL and Prudential Financial, Inc. (USA)

DHFL Pramerica Asset Managers Private Limited
CIN - U74900MH2008FTC187029

NINTH EXTRA ORDINARY GENERAL MEETING
February 22, 2016, Monday at 12.30 pm

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 Ninth Extra Ordinary General Meeting to be held on February 22, 2016, Monday at 12.30 pm 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	Increase in Authorised 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.

DHFL Pramerica Asset Managers Private Limited
CIN - U74900MH2008FTC187029

ATTENDANCE SLIP

Ninth Extra Ordinary General Meeting held at 12.30 pm on Monday, February 22, 2016

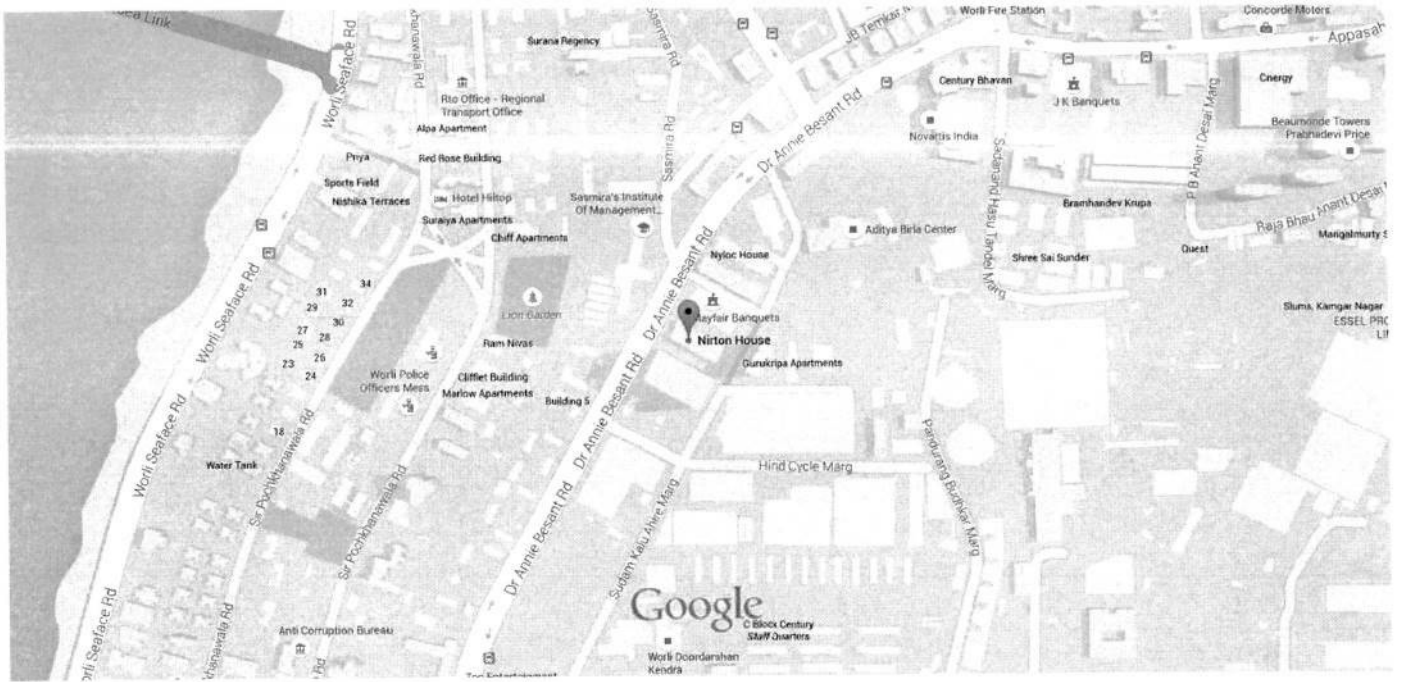
Regd. Folio No. _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the ninth Extra Ordinary General Meeting of the Company at 12.30 pm on Monday, February 22, 2016 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.



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