

NOTICE

NOTICE is hereby given that **Second Extra Ordinary General Meeting** of the Members of **Pramerica Trustees Private Limited** will be held at **1 PM on Tuesday, August 11, 2015**, 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. Change in name of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be necessary in this regard, consent of the members of the Company be and is hereby accorded to the change of name of the Company from "Pramerica Trustees Private Limited" to "DHFL Pramerica Trustees Private Limited". Accordingly, wherever the name "Pramerica Trustees Private Limited" appears in the Memorandum of Association and Articles of Association of the Company, the same be replaced by the name "DHFL Pramerica Trustees Private Limited" or such other name as may be approved by the Registrar of Companies, Maharashtra, Mumbai.

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized, either jointly or severally, to take necessary steps and to do all such acts, deeds and things as may be required from time to time to obtain the consent of the Registrar of Companies, Maharashtra, Mumbai and Fresh Certificate of Incorporation consequent on Change of Name of the Company."

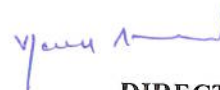
2. Amendment to Articles of Association (AOA) of the Company:

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

"RESOLVED THAT subject to the provisions of section 14 and other applicable provisions of the Companies Act, 2013, if any, the draft Articles of association submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company, in substitution of and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized, either jointly or severally, to file necessary forms, returns, declarations, applications and documents with the Registrar of Companies, Maharashtra, Mumbai and do all such acts, deeds and things for and on behalf of the Company as may be required for implementing the resolutions."

BY ORDER OF THE BOARD OF DIRECTORS



DIRECTOR
Vijay Agarwal
DIN – 58548

Place: Mumbai
Date: August 7, 2015

Registered Office:

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

NOTES:

1. 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.
- 2 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 - Change in name of the Company:

Pursuant to Master Transaction Agreement dated October 28, 2014 executed amongst Dewan Housing Finance Corporation Limited (DHFL), PGLH Of Delaware, Inc. ("PGLH"), the Company and Pramerica Asset Managers Limited, it was proposed to change the name of the Company from "Pramerica Trustees Private Limited" to "DHFL Pramerica Trustees Private Limited", in order to reflect the shareholding of DHFL in the Company.

The Registrar of Companies, Mumbai, has confirmed the availability of the new name to the Company.

The change in name will result in consequential changes in the Memorandum of Association and Articles of Association of the Company and accordingly, wherever the name "Pramerica Trustees Private Limited" appears in the Memorandum of Association and Articles of Association of the Company, the same be replaced by the name "DHFL Pramerica Trustees Private Limited.

The Board of Directors of the Company recommends the resolution to be passed as a special resolution as set out in item no.1. None of the Directors or their relatives is in any way concerned or interested, financially or otherwise, in the special resolution as set out in item no.1 of this notice.

1. Resolution 2 - Amendment to Articles of Association (AOA) of the Company:

Pursuant to Master Transaction Agreement dated October 28, 2014 read with the first amendment thereto dated August 07, 2015, executed amongst Dewan Housing Finance Corporation Limited ("DHFL"), PGLH Of Delaware, Inc. ("PGLH"), the Company and Pramerica Asset Managers Private Limited, the Company is required to adopt a new set of Articles of Association (AOA), as per the Schedule III of the Agreement, which contains the provisions of the amended and reinstated shareholders agreement dated August 07, 2015. Further, the existing AOA of the Company is based on the provisions of the Companies Act, 1956 and the same need to be amended to align with the provisions of the Companies Act, 2013, including the Rules framed thereunder.

Accordingly, it is proposed to amend the existing AOA of the Company by replacing it with a new set of AOA which will reflect the provisions of the shareholders agreement between PGLH and DHFL and the provisions of the Companies Act, 2013, including the Rules framed thereunder.

The proposed draft of the 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 a special resolution as set out in item no.1. None of the Directors or their relatives is in any way concerned or interested, financially or otherwise, in the special resolution as set out in item no.1 of this notice.

BY ORDER OF THE BOARD OF DIRECTORS



DIRECTOR
Vijay Agarwal
DIN – 58548

Place: Mumbai
Date: August 7, 2015

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

Pramerica Trustees Private Limited
CIN - U67190MH2009FTC193009

ATTENDANCE SLIP

Second Extra Ordinary General Meeting held on Tuesday, August 11, 2015 at 1pm

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 second Extra Ordinary General Meeting of the Company on Tuesday, August 11, 2015 at 1pm 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.

Pramerica Trustees Private Limited
CIN - U67190MH2009FTC193009

SECOND EXTRA ORDINARY GENERAL MEETING

Tuesday, August 11, 2015 at 1pm

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 Second Extra Ordinary General Meeting to be held on Tuesday, August 11, 2015 at 1pm 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	Change in name of the Company		
2	Amendment to Articles of Association (AOA) of the Company		

Signed this _____ day of _____ 2015.

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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