

## NOTICE

**NOTICE** is hereby given that the Extra-ordinary General Meeting ('EGM') of the Members of **Pramerica Life Insurance Limited** (the 'Company') will be held at **Shorter notice** on **Tuesday, June 21, 2022 at 5:30 P.M.** through Video Conferencing/Microsoft Teams/Other Audio Visual means facility at the Registered Office of the Company at "Phoenix", 4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City, DLF City, Phase III, Gurgaon – 122 002 (Haryana), to transact the following business as:

### **SPECIAL BUSINESS**

1. **Amendment to Articles of Association of the Company**

*To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rule thereto, including any statutory modification or re-enactment thereof for the time being in force subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the Members be and is hereby accorded to amend/alter the Articles of Association of the Company by inserting a new Article No. 145A after the existing Article No. 145.

**RESOLVED FURTHER THAT** any of the KMP(s) be and is hereby severally authorized to do all such acts, matters, deeds and things that may be necessary, proper, expedient, incidental, desirable for the purpose of giving effect to the above Resolution and to take all such acts as may be deemed fit and proper in this regard."

**By order of the Board of Directors  
For Pramerica Life Insurance Limited**

**Gurgaon  
June 18, 2022**

**Mayank Goel  
Company Secretary  
F9665**

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**Regd. Office:**

4<sup>th</sup> Floor, Building No. 9, Tower B, Cyber City,  
DLF City Phase – III, Gurgaon, – 122 002, Haryana  
Website: [www.pramericalife.in](http://www.pramericalife.in)  
Tel: 0124-4697000, Fax: 0124-4697100,  
CIN: U66000HR2007PLC052028

**NOTES:**

1. In view of the outbreak of the COVID-19 pandemic and considering the social distancing norms, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 ("MCA Circulars"), allowed the companies to convene their Extra Ordinary General Meeting ('EGM') through the Video Conferencing (VC)/ Other Audio Visual Means ('OAVM') facility. Therefore, in line with the MCA Circulars, applicable provisions of the Companies Act, 2013 ('Act'), the EGM of the Company is scheduled to be held through VC/ OAVM. The physical presence of the Members, Directors, and other eligible persons at a common venue has been dispensed with. The deemed venue of this meeting shall be considered at the Registered Office of the Company.
2. In view of relaxation given by MCA circulars and owing to the difficulties involved in dispatching of physical copies, notice of the EGM and other documents required to be (attached therewith) is being sent through email to all members at their registered email id's with the Company and no physical copy of the same would be dispatched.
3. Pursuant to the MCA Circular no. 20/2020 dated May 5, 2020, issued by the MCA, the meeting will be held through VC/ OAVM, therefore, the facility to appoint proxy to attend and cast vote on behalf of a member is not available for this EGM and route map is not annexed to this Notice.
4. The statutory registers along with the documents relating to any of the items mentioned in the Notice and Explanatory Statement shall be available for inspection by the members of the Company in electronic form during the business hours at the EGM.
5. An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and reasons in respect of the business mentioned under **item no. 1** of the Notice, is annexed hereto and forms part of the Notice.
6. In terms of Section 113 of the Act the corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified scanned copy of Board resolution or Power of Attorney or authority letter authorizing their representative(s) to attend and vote at the EGM through their registered email address.
7. Members are requested to share copy of signed consent to hold the EGM on shorter notice before the meeting time.
8. The attendance of the members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The facility for joining the meeting through VC/ OAVM will be opened at 05:15 p.m. i.e. 15 minutes before the time scheduled for convening the meeting and shall remain open throughout the proceedings of the meeting for at least 15 minutes from commencement of EGM.
10. The link to attend the EGM is being shared separately via email to all the Members to their registered email ID. Members may note that Notice will also be available on Company's Website.
11. In case if any member needs any technical assistance for participating in the meeting using the steps given above or has any issue during the meeting can contact **Mr. Mayank Goel**, Company Secretary.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT, 2013**

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **Item No. 1**

In view of the Eleventh Amendment to the Shareholders Agreement dated July 25, 2013 (“Amendment Agreement”) executed by and amongst the Company, Prudential International Insurance Holdings Limited (“PII”), Piramal Capital and Housing Finance Limited (erstwhile Dewan Housing Finance Corporation Limited), DHFL Investments Limited and Yardstick Developers Private Limited (“YDPL”) on April 8, 2022, the existing Articles of Association of the Company also needs to be amended.

Accordingly, the Board of Directors of the Company vide their Resolution passed by way of circulation approved the amendment to the Articles of Association of the Company by inserting the following new Article No. 145A after the existing Article No. 145 subject to the approval of the Members.

#### ***“145A. Indian promoter***

*Piramal Capital & Housing Finance Limited (i.e. the renamed erstwhile Dewan Housing) and Piramal Enterprises Limited (i.e. the holding company of Piramal Capital & Housing Finance Limited), shall be the ‘Indian promoter’ of the Company for the purposes of Insurance Act, 1938 and various rules, regulations and guidelines issued thereunder by the Insurance Regulatory and Development Authority of India”*

In accordance with Section 14 and other applicable provisions of the Companies Act, 2013 read with rules thereto and applicable provisions of Articles of Association of the Company, the approval of the shareholders by way of a **Special Resolution** is required for making any amendment to the Articles of Association of the Company.

None of the Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed **Special Resolution** at Item No. 1.

The Board of Directors of your Company recommends the Resolution to be passed as a **Special Resolution** as set out at Item No. 1 of the Notice for approval of the Members.

**By order of the Board of Directors  
For Pramerica Life Insurance Limited**

**Mayank Goel  
Company Secretary  
F9665**

**Gurgaon  
June 18, 2022**

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