

## 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 **Monday, January 30, 2023** 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** in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with corresponding rules thereto, consent of the members of the Company by way of a special resolution be and is hereby accorded, for the amendment to the Articles of Association of the Company by substituting Article 148(a) with the following Article:

148 (a) The Board of the Company shall consist of a maximum of eleven (11) Directors, comprising of the following:

- i. *up to three (3) Directors nominated by PRU (the "PRU Directors");*
- ii. *up to four (4) Directors nominated by Dewan Housing (the "DHFL Directors"). The DHFL Shareholder Group hereby assigns and grants to Dewan Housing the right to appoint/remove the DHFL Directors and the DHFL Shareholder Group shall pass appropriate corporate/shareholders resolutions in this regard to ensure compliance with the terms of these Articles (including without limitation taking any actions/decisions as may be required under these Articles);*
- iii. *three (3) independent directors ("Independent Directors"), nominated by the Nomination and Remuneration Committee and appointed by the Board in accordance with applicable Law(s); and*
- iv. *the Managing Director ("MD"), appointed in accordance with these Articles.*

*PRU and Dewan Housing can mutually agree in writing to amend the composition of the Board, subject to compliance with the Guidelines, the Corporate Governance Guidelines and other applicable Law(s).*

*It is clarified that the number of DHFL Directors shall exceed the number of PRU Directors on the Board of the Company by at least one (1) at all times.*

**RESOLVED FURTHER THAT** Managing Director & CEO, Director, Company Secretary and Chief Financial Officer of the Company, be and are hereby severally authorized in the name and on behalf of the Company to sign, declare and execute all such instruments and documents and make any requisite filings, applications and all necessary papers, documents, letters etc., with the concerned regulatory/ statutory authorities/ bodies including but not limited to the IRDAI and the relevant Registrar of Companies, and to

do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions.”

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

**Gurgaon  
January 6, 2023**

  
**Mayank Goel  
Company Secretary  
F9665**

---

**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. On account of 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, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 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**

The shareholders of the Company had agreed to amend the composition of the Board of Directors of the Company under Article 148(a) of the Articles of Association of the Company ("**Articles**"), pursuant to a written agreement between Prudential International Holdings, Ltd. and Dewan Housing Finance Corporation Limited dated December 12, 2018, which formally recorded on January 5, 2023 by way of 12<sup>th</sup> amendment agreement ("**SHA Amendment**") to the Shareholders' Agreement dated July 25, 2013.

Accordingly, the Board of Directors of the Company vide their Resolution passed by way of circulation on January 5, 2023, approved the amendment to Article 148 (a) of the Articles of Association of the Company to formally record the understanding of the shareholders under the SHA Amendment.

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**  
**January 6, 2023**

---

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