

**DHFL GENERAL INSURANCE LIMITED  
(CIN- U66000MH2016PLC283275)**

**Registered Office:** 2<sup>nd</sup> Floor, DHFL House,  
19 Sahar Road, Off Western Express Highway,  
Vile Parle East, Mumbai- 400099  
**P:** +91 22 71155900; **F:** +91 22 71155933  
**E:** connect@dhflinsurance.com; **W:** [www.dhflinsurance.com](http://www.dhflinsurance.com)

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**Notice of the 2<sup>nd</sup> Annual General Meeting**

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**NOTICE** is hereby given that the **Second Annual General Meeting** of the Members of DHFL General Insurance Limited will be held at **10<sup>th</sup> Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra East, Mumbai- 400098** of the Company on **Wednesday, the 27<sup>th</sup> day of June 2018 at 2:30 P. M.** to transact the following business-

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the period ended 31<sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Mahalingam (DIN: 01781730) who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration of M/s J.C. Bhalla & Company., Chartered Accountants, the Joint Statutory Auditors and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) in respect of the appointment of auditors by insurance companies, the appointment of M/s J.C. Bhalla & Company., Chartered Accountants (Registration No. of the firm with the ICAI: FRN - 001111N), who were appointed as one of the Joint Statutory Auditors of the Company at the 1<sup>st</sup> Annual General Meeting (AGM) held on June, 27, 2017, to conduct the audit of accounts of the Company and to hold office as such for a period of five years from the conclusion of the 1<sup>st</sup> AGM upto the conclusion of the 6th AGM, i.e upto FY 2021-22, be paid remuneration of Rs. 10,00,000/- (Rupees Ten Lacs only) plus applicable taxes and reimbursement of reasonable out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2018-19.

4. To appoint M/s. N.M. Raiji & Co., Chartered Accountants, as one of the Joint Statutory Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Sections 139 and 141, other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and the Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) in respect of the appointment of auditors by insurance companies, M/s. N.M. Raiji & Co., Chartered Accountants, (Registration No. of the firm with the ICAI: 108296W), be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to audit the books of accounts of the Company for a period of 5 years commencing from FY 2018-19 to FY 2022-23 and to hold office as such from the conclusion of 2<sup>nd</sup> Annual General Meeting (AGM) up to the conclusion of the 7<sup>th</sup> AGM of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s. N.M. Raiji & Co., Chartered Accountants, be paid remuneration of Rs. 10,00,000/- (Rupees Ten Lacs only) plus applicable taxes and reimbursement of reasonable out of pocket expenses incurred by them during the course of the audit as aforesaid, for the financial year 2018-19.

#### **Special Business:**

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Dr. (Mrs.) Jaya Balachandran (DIN: 07019087) who has been appointed as an Additional Director (Category- Independent Director) of the Company by the Board of Directors of the Company with effect from 30<sup>th</sup> March 2018, in terms of Section 161 of the Companies Act, 2013 and Articles 142 and 143 of the Articles of Association of the Company and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term of 5 years, to hold office upto the conclusion of 7<sup>th</sup> Annual General Meeting, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard in order to implement and to give effect to the aforesaid resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013, the Insurance Laws (Amendment) Act, 2015 and provisions of the Articles of Association of the Company and subject to the approval of Insurance Regulatory and Development Authority of India (IRDAI), consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Vijay Sinha (DIN: 07711564) Managing Director and CEO of the Company, for the period commencing from April 1, 2018 to March 31, 2019 on such terms and conditions including remuneration, perquisites and benefits, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**Place:** Mumbai

**Date:** 16<sup>th</sup> May 2018

**Registered Office:** 2<sup>nd</sup> Floor  
DHFL House, 19 Sahar Road,  
Off Western Express Highway,  
Vile Parle East, Mumbai- 400099

**By Order of the Board  
For DHFL General Insurance Limited**

Manish Pahwa  
**Company Secretary**  
M. No.: A18876

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member. A blank proxy form is attached to this Notice.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, during normal business hours on any working day, at the Registered Office of the Company upto and including the date of Annual General Meeting.
5. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Shareholders are requested to update their Contact address and e-mail address for receiving all communications from the Company, electronically.
7. Members are requested to notify their queries, if any, on financial statements, etc. at least 48 hours before the time appointed for the meeting to facilitate the answering thereto.
8. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

**By Order of the Board  
For DHFL General Insurance Limited**

**Place:** Mumbai

**Date:** 16<sup>th</sup> May 2018

**Registered Office:** 2<sup>nd</sup> Floor  
DHFL House, 19 Sahar Road,  
Off Western Express Highway,  
Vile Parle East, Mumbai- 400099

Manish Pahwa  
**Company Secretary**  
M. No.: A18876

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**2<sup>nd</sup> Annual General Meeting**

**ADMISSION SLIP**

PLEASE COMPLETE THE SLIP AND  
HAND IT OVER AT THE  
ENTRANCE TO THE MEETING  
HALL

I hereby record my presence at the **SECOND ANNUAL GENERAL MEETING** of the Company, at **10<sup>th</sup> Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra East, Mumbai-400098** on Wednesday, the 27<sup>th</sup> day of June, 2018 at 2:30 P. M.

**Name of the Shareholders:**

Folio/ Client ID/ DP ID No.:

No(s) of Shares Held:

**Signature of the Shareholder(s)/ Proxy**

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**Form No. MGT-11**

**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 (s):

\_\_\_\_\_

Registered Address:

\_\_\_\_\_

Email Id:

\_\_\_\_\_

Folio No./ Client Id: \_\_\_\_\_ DP ID:

\_\_\_\_\_

I/ We, being the member(s) holding \_\_\_\_\_ shares of the above-named  
Company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
  
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
  
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 2<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 27<sup>th</sup> day of June, 2018 at 2:30 P. M. at 10<sup>th</sup> Floor, TCG Financial Centre, BKC Road, Bandra Kurla Complex, Bandra East, Mumbai- 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary/ Special Resolutions	For	Against
<b>Ordinary Business:</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the period ended 31 <sup>st</sup> March, 2018 and Reports of the Board of Directors and Auditors thereon.		
2	To fix the remuneration of M/s J.C. Bhalla & Company., Chartered Accountants, the Joint Statutory Auditors		
3	To appoint M/s. N.M. Raiji & Co., as the Joint Statutory Auditors of the Company and fix their remuneration.		
4	To appoint a Director in place of Mr. Suresh Mahalingam (DIN: 01781730) who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business:</b>			
5	Appointment of Dr. (Mrs) Jaya Balachandran (holding DIN: 07019087) as Non Executive Woman Independent Director of the Company		
6	To approve the revision in remuneration of Mr. Vijay Sinha – Managing Director & CEO of the company for the Financial Year 2018-19		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature \_\_\_\_\_ of \_\_\_\_\_ shareholder:

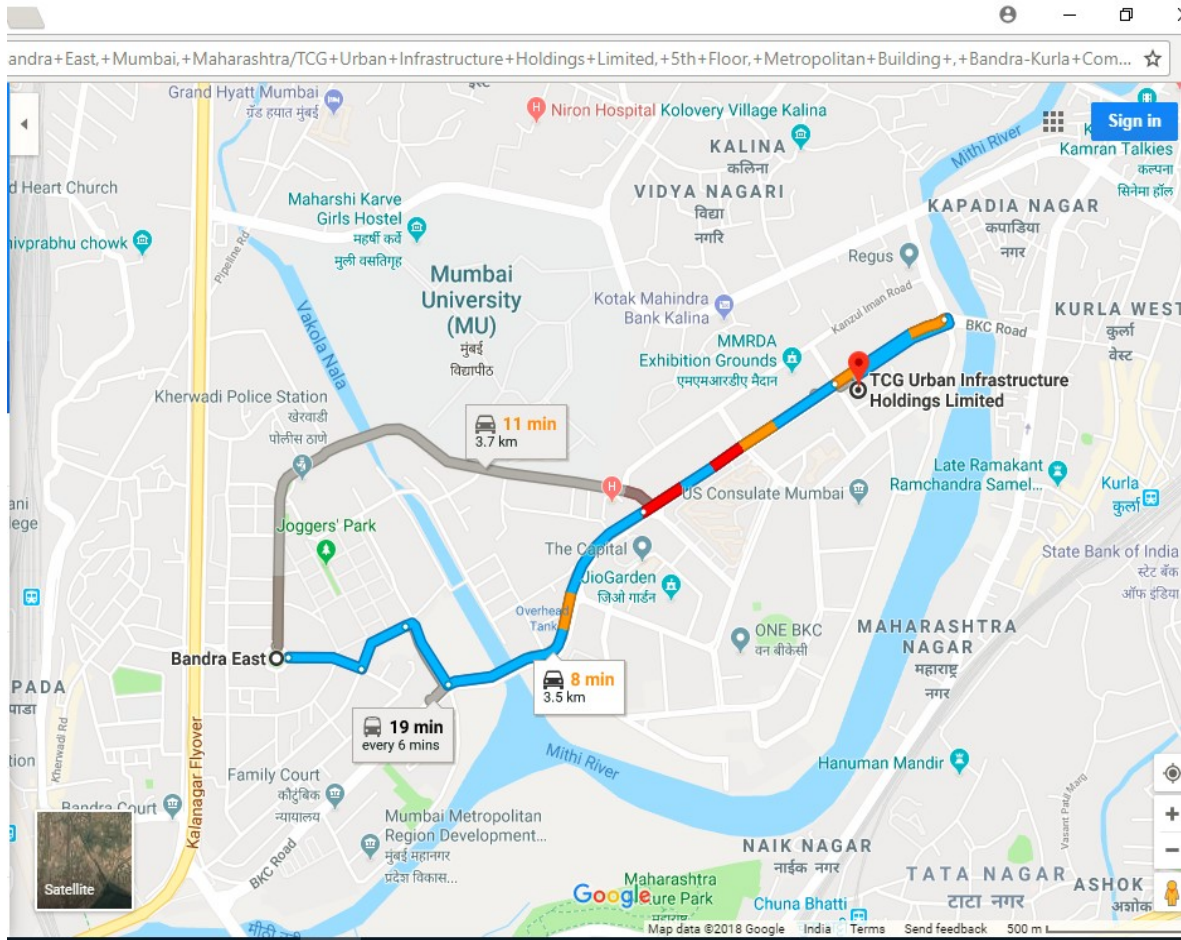
Signature \_\_\_\_\_ of \_\_\_\_\_ Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp of 1 Re.
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**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.
3. Also please refer to Note No.1 of the Notice convening the Annual General Meeting.

**Route map to the Venue of Second Annual General Meeting on Wednesday, 27<sup>th</sup> June, 2018 at 2:30 P.M.:-**



**Registered Office Address:** 2<sup>nd</sup> Floor, DHFL House, 19 Sahar Road, Off Western Express Highway,  
Vile Parle East, Mumbai- 400099 Land Mark Next to Hotel Sofitel  
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