

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

402, 403 & 404, A & B Wing, Fulcrum,  
Next to Hyatt Regency, Andheri (East),  
Mumbai- 400099

P: +91 22 4001 8100;

E: connect@dhflinsurance.com; W: [www.dhflinsurance.com](http://www.dhflinsurance.com)

---

**Notice of the 3<sup>rd</sup> Annual General Meeting**

---

**NOTICE** is hereby given that the **Third Annual General Meeting** of the Members of DHFL General Insurance Limited will be held at the registered office of the Company situated at **402, 403 & 404, A & B wing, Fulcrum, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099** on **Monday, the 12<sup>th</sup> day of August 2019** at **5:30 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, 2019, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Srinath Sridharan (DIN: 03359570) who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration of the Joint Statutory Auditors of the Company, M/s J.C. Bhalla & Company., Chartered Accountants (Registration No. of the firm with the ICAI: FRN -001111N) and M/s. N.M. Raiji & Co., Chartered Accountants, (Registration No. of the firm with the ICAI: 108296W) for the Financial Year 2019-20 and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED 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 J.C. Bhalla & Company., Chartered Accountants (Registration No. of the firm with the ICAI: FRN -001111N) and M/s. N.M. Raiji & Co., Chartered Accountants, (Registration No. of the firm with the ICAI: 108296W), the Joint Statutory Auditors, be paid remuneration of Rs. 10,00,000/- (Rupees Ten Lacs only) each, 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 2019-20.

**Special Business:**

4. 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, 2019 to March 31, 2020 on such terms and conditions including remuneration, perquisites and benefits, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

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

**Place:** Mumbai

**Date:** 12<sup>th</sup> August 2019

**Registered Office:**

402, 403 & 404,

A & B Wing, Fulcrum,

Next to Hyatt Regency,

Andheri (East),

Mumbai- 400099

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:** 12<sup>th</sup> August 2019  
**Registered Office:**  
402, 403 & 404,  
A & B Wing, Fulcrum,  
Next to Hyatt Regency,  
Andheri (East),  
Mumbai- 400099

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

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

402, 403 & 404, A & B Wing, Fulcrum,  
Next to Hyatt Regency, Andheri (East),  
Mumbai- 400099

**P:** +91 22 4001 8100;

**E:** connect@dhflinsurance.com; **W:** [www.dhflinsurance.com](http://www.dhflinsurance.com)

---

**3<sup>rd</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 **THIRD ANNUAL GENERAL MEETING** of the Company, at **402, 403 & 404, A & B wing, Fulcrum, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099** on **Monday**, the **12<sup>th</sup>** day of **August 2019** at **5:30 P.M.**

Name of the Shareholders:

Folio/ Client ID/ DP ID No.:

No(s) of Shares Held:

Signature of the Shareholder(s)/ Proxy

---

(This space has been intentionally left blank)

**DHFL GENERAL INSURANCE LIMITED**

**(CIN- U66000MH2016PLC283275)**

**Registered Office: 402, 403 & 404,**

**A & B Wing, Fulcrum,**

**Next to Hyatt Regency,**

**Andheri (East),**

**Mumbai- 400099**

**P: +91 22 4001 8100;**

**E: connect@dhflinsurance.com; W: www.dhflinsurance.com**

---

**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 3<sup>rd</sup> Annual General Meeting of the Company, to be held on **402, 403 & 404, A & B wing, Fulcrum, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099** on **Monday, the 12<sup>th</sup> day of August 2019** at **5:30 P.M.** 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, 2019 and Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Srinath Sridharan (DIN: 03359570) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To approve Remuneration of the Joint Statutory Auditors for the Financial Year 2019-20		
<b>Special Business:</b>			
6	To approve the revision in remuneration of Mr. Vijay Sinha – Managing Director & CEO of the company for the Financial Year 2019-20		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

\_\_\_\_\_

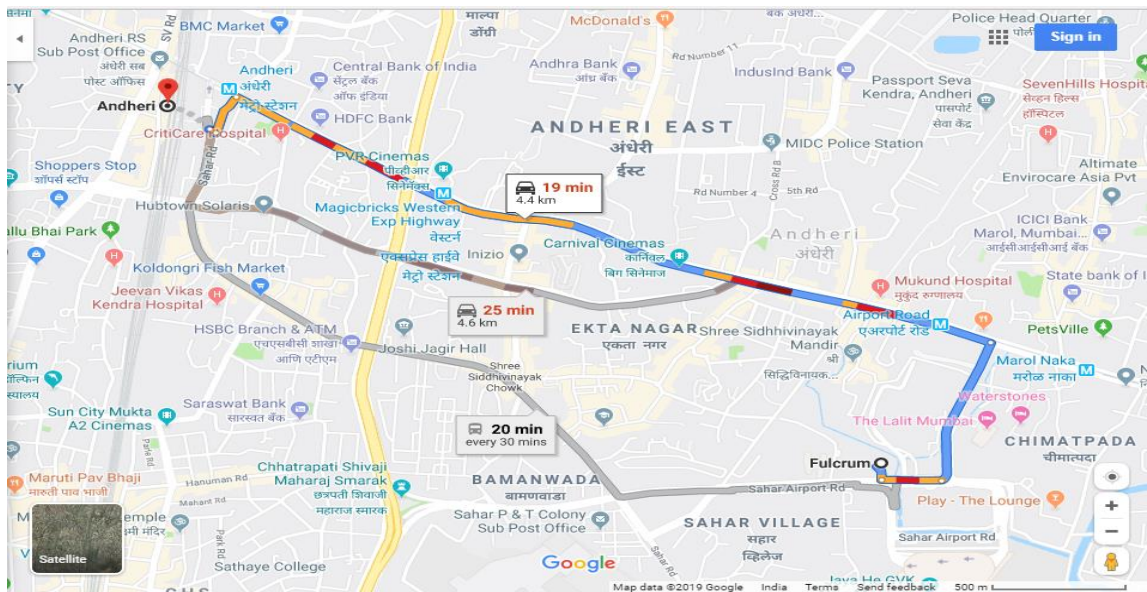
Signature \_\_\_\_\_ of \_\_\_\_\_ Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp of 1 Re.
---------------------------------------

**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 Third Annual General Meeting on 402, 403 & 404, A & B wing, Fulcrum, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099 on Monday, the 12<sup>th</sup> day of August 2019 at 5:30 P.M.:**



**Land Mark – Near Hotel Hyatt Regency**

**Registered Office Address: 402, 403 & 404,  
A & B Wing, Fulcrum,  
Next to Hyatt Regency,  
Andheri (East),  
Mumbai- 400099**

**P: +91 22 4001 8100;**

**E: [connect@dhflinsurance.com](mailto:connect@dhflinsurance.com); W: [www.dhflinsurance.com](http://www.dhflinsurance.com)**