



Pramerica

MUTUAL FUND

DHFL Pramerica Asset Managers Private Limited

(erstwhile Pramerica Asset Managers Private Limited)

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NOTICE [No. 1 of 2016-17]

Proposed re-structuring of the shareholding of DHFL Pramerica Asset Managers Private Limited ("DPAMPL"), the asset management company of DHFL Pramerica Mutual Fund ("DPMF").

Background and Proposed Transaction

1. DPMF is a mutual fund registered with the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India (Mutual Fund) Regulations, 1996 ("MF Regulations") having certificate of registration no. MF/065/10/02 dated May 13, 2010.
2. Pursuant to an approval of the SEBI dated June 11, 2015 (i) Dewan Housing Finance Corporation Limited ("DHFL") had acquired 50% (Fifty Percent) of the equity share capital of DPAMPL, the asset management company of DPMF; and DHFL Pramerica Trustees Private Limited, the trustee company for DPMF, thereby becoming the co-owner of DPAMPL and DPTPL, along with PGLH of Delaware Inc. ("Prudential"); and (ii) DHFL became the co-sponsor of DPMF alongside Prudential Financial, Inc. ("PFI"). By virtue of the aforesaid, DPAMPL and DPTPL both became 50:50 joint ventures between DHFL and Prudential.
3. Pursuant to further capital requirements, DPAMPL proposes to raise money from its existing shareholders and has made a rights issuance in accordance with Section 62(1)(a) of the Companies Act, 2013. DHFL has renounced its right to subscribe to the equity shares of DPAMPL, in favour of its wholly owned subsidiary, DHFL Advisory & Investments Private Limited ("DAIPL"). DAIPL in turn proposes to subscribe to the equity shares of DPAMPL, such that DPAMPL remains a 50:50 joint venture between the DHFL group and Prudential ("Proposed Transaction").
4. Post the completion of the Proposed Transaction, the shareholding of DPAMPL would be as follows:

Sr. No.	Name of Shareholder	% Holding
1.	Dewan Housing Finance Corporation Limited	17.12%
2.	DHFL Advisory & Investments Private Limited	32.88%
3.	PGLH of Delaware Inc.	49.99%
4.	Pramerica Financial Asia Limited	≈ 0.01%
	Total	100%

5. The SEBI has, pursuant to its letter no OW/P/8987/2016 dated March 28, 2016, granted its no-objection to the Proposed Transaction ("SEBI Approval").
6. Please note that the subscription to the equity shares of DPAMPL by DAIPL would lead to DAIPL holding more than 10% (Ten Percent) of the equity share capital of DPAMPL, however given that DAIPL is a wholly owned subsidiary of DHFL, there would not be any change in control of DPAMPL. Further, please note that DHFL and PFI will both continue to remain sponsors of DPMF and there are no changes proposed to the schemes of DPMF.

Notice to Unit Holders in relation to the Proposed Restructuring

In light of the above, and pursuant to the receipt of the SEBI Approval and the provisions of the MF Regulations, notice of the Proposed Transaction is hereby given to the unitholders of DPMF. As stated above, the subscription to the equity share capital of DPAMPL by DAIPL is pursuant to a re-structuring exercise undertaken by the DHFL group and upon completion of the Proposed Transaction, the DHFL group and Prudential will continue to retain 50% (Fifty Percent) of the equity share capital of DPAMPL respectively.

Please note that the above proposed changes shall not impact any of the schemes of DPMF. Accordingly, consequent to the above changes, there shall be no impact on the existing investments of any of the unit holders of the schemes.

Details of the Proposed Transaction and changes consequent thereto, are also being communicated separately to each unitholder and being sent to the registered address of each unitholder. Unitholders who have any questions may contact any of the offices/branches of DPAMPL.

For DHFL Pramerica Asset Managers Private Limited
(erstwhile Pramerica Asset Managers Private Limited)
(Investment Manager for DHFL Pramerica Mutual Fund)

Place : Mumbai

Date : April 01, 2016

Sd/-

Authorized Signatory

**MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS,
READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.**

Pramerica and Pramerica Financial are trade names used by Prudential Financial, Inc., a company incorporated and with its principal place of business in the United States, and by its affiliated companies in select countries outside the United States. None of these companies are affiliated in any manner with Prudential plc, a company incorporated in the United Kingdom.