



PRINCIPAL PNB ASSET MANAGEMENT COMPANY PRIVATE LIMITED
(Regd. Office: Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla
Complex, Bandra East, Mumbai - 400051)
Tel: 022 67720555; Fax: 022 67720512, CIN: U25000MH1991PTC064092

NOTICE OF THE TWENTY SIXTH (26TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting of the Members of Principal Pnb Asset Management Company Private Limited will be held at a shorter notice on Tuesday, September 25, 2018 at 03.00 P.M. at Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2018, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the Financial year ended on March 31, 2018, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.

SPECIAL BUSINESS

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

ISSUE OF BONUS SHARES TO THE SHAREHOLDER(S) OF THE COMPANY

“**RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000 and the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded for capitalizing the Capital Redemption Reserve of Rs. 600,000,000/- (Rupees Six Crores) and Securities Premium Account of Rs. 10/- (Rupees Ten) by way of issue of fully paid-up bonus shares to the Members in the ratio of 0.2838085 equity share, of Rs. 10/- (Ten) each for every 1 (one) equity share held in the Company as given under:

Name of Shareholder(s)	No. of Equity shares held	No. of Bonus shares
Principal Financial Group (Mauritius) Limited	16,621,211	4,717,241
Principal International India Ltd	4,519,800	1,282,758
Mr. Sudhin Padhye	6	2



RESOLVED FURTHER THAT the abovementioned bonus shares shall rank pari passu in all respect, including as to dividend, with the existing equity shares of the Company.”

By order of the Board of Directors

**Sd/-
Nidhi Shah
Company Secretary
ACS No.: A39461**

**Date: September 17, 2018
Place: Mumbai**

Principal Pnb Asset Management Company Private Limited
CIN: U25000MH1991PTC064092
Exchange Plaza, B Wing, Ground Floor, NSE Building,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: 022 67720555 Fax: 022 67720512
E-mail: shah.nidhi@principalindia.com ;
Web-site: www.principalindia.com



NOTES:

- 1) **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll in his place.**
- 2) A member of the Company, which is a body corporate, is entitled to appoint its representative duly authorized in accordance with Section 113 of the Companies Act, 2013, to vote on its behalf.
- 3) A proxy need not be a member of the Company.
- 4) The instrument appointing a proxy and a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority must be deposited at the Company's registered office not later than 48 hours before the commencement of the Meeting.
- 5) The Explanatory Statement in terms of Section 102 of the Companies Act 2013, relating to special business is annexed to the Notice.
- 6) The statutory registers and document(s) referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company during all business days (Monday to Friday) between 9:00 AM to 5:00 PM and will also be available at the meeting for inspection.
- 7) Route Map of the venue of Annual General Meeting forms part of the notice.

By order of the Board of Directors

**Sd/-
Nidhi Shah
Company Secretary
ACS No.: A39461**

Date: September 17, 2018

Place: Mumbai

Principal Pnb Asset Management Company Private Limited

CIN: U25000MH1991PTC064092

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EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 2

ISSUE OF BONUS SHARES TO THE EXISTING SHAREHOLDER(S) OF THE COMPANY

The Board of Directors in their meeting held on September 12, 2018, have approved the capitalization of the Capital Redemption Reserve of Rs. 60,000,000/- (Rupees Six Crores only) and Securities Premium Account of Rs. 10/- (Rupees Ten) by way of issue of fully paid-up bonus shares to the Members in the ratio of 0.2838085 equity share, of Rs. 10/- (Ten) each for every 1 (one) equity share held in the Company, in accordance with the provisions of the Companies Act, 2013 and such bonus shares shall rank pari passu in all respect, including as to dividend, with the existing equity shares of the Company.

Article 10 of the Articles of Association of the Company enables the Company to issue fully paid-up bonus shares out of its free reserves.

Pursuant to Section 63 of the Companies Act, 2013, the consent of the members of the Company by way of an Ordinary Resolution is required to capitalize the profits or free reserves of the Company for the purpose of issuing fully paid-up bonus shares.

None of the directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The Board recommends the resolution as stated in item no. 2 for the approval of the Members as an Ordinary Resolution.

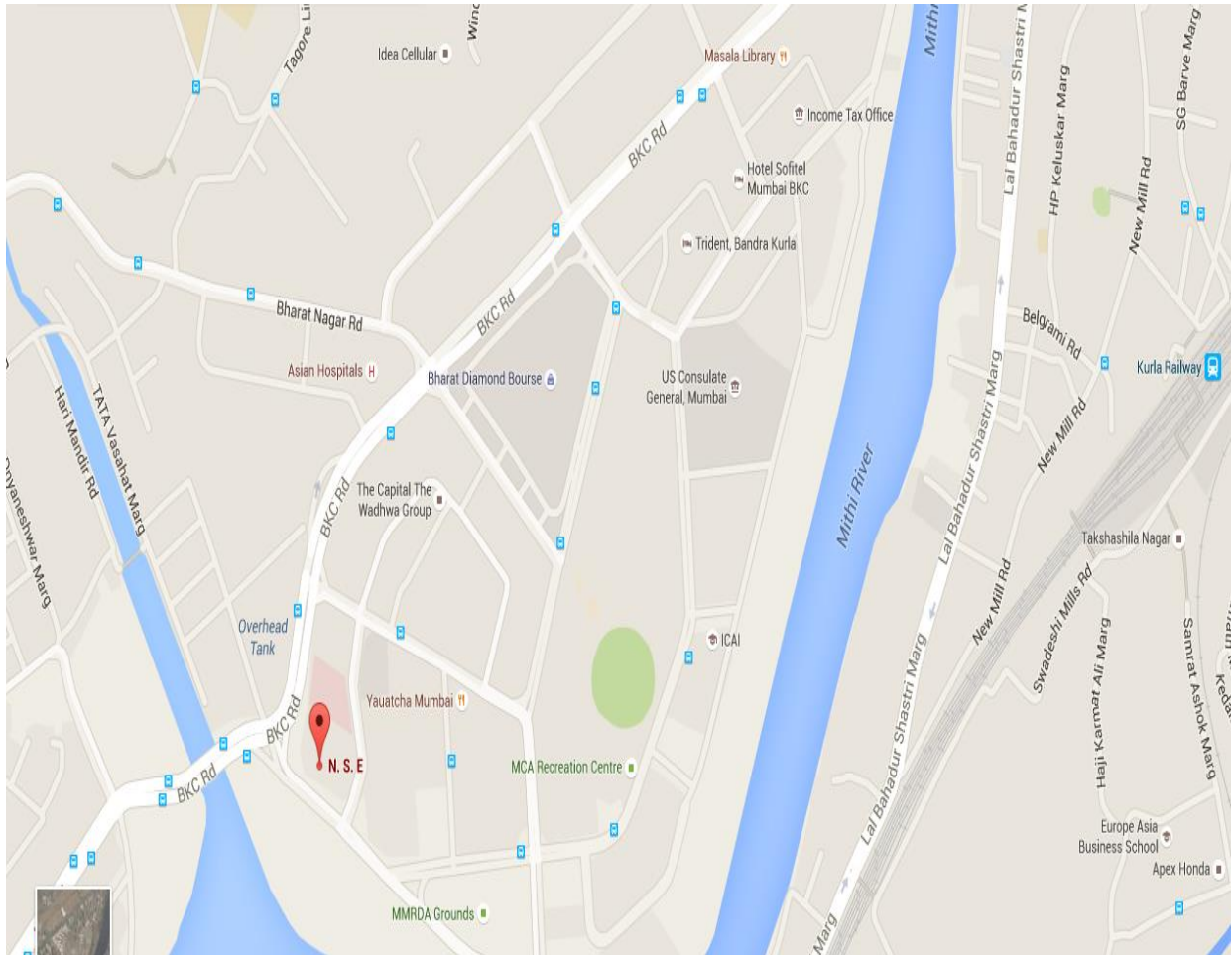
By Order of the Board of Directors

Sd/-
Nidhi Shah
Company Secretary
ACS No.: A39461

Date: September 17, 2018
Place: Mumbai

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Website: www.principalindia.com

ROUTE MAP TO THE VENUE OF THE AGM



Venue:

Principal Pnb Asset Management Company Private Limited

Exchange Plaza, B Wing,
Ground Floor, NSE Building,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051



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FORM OF PROXY (FORM NO. MGT – 11)

CIN: U25000MH1991PTC064092
Principal Pnb Asset Management Company Private Limited
Exchange Plaza, B Wing, Ground Floor,
NSE Building, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Name of the Member(s): Registered Address: Email ID: Folio No/ Client Id: DP ID:
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We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: or failing him;

2. Name:
Address:
E-mail Id:
Signature: or failing him;

3. Name:
Address:
E-mail Id:
Signature: or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting (AGM) of the Company, scheduled to be held on Tuesday, the 25th day of September, 2018 at 03.00 P.M. at Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:



DESCRIPTION OF RESOLUTION		TYPE OF RESOLUTION	FOR	AGAINST
ORDINARY BUSINESS				
1.	To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2018, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2018, the Auditors` Report thereon and the Directors' Report & Management Report for the aforesaid period.	Ordinary		
SPECIAL BUSINESS				
2.	Issue of Bonus shares to the existing shareholder(s) of the Company	Ordinary		

Signed this _____ day of _____, 2018

Signature of Shareholder

Affix Revenue
Stamp
of Rs. 1/-

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Shareholders may obtain additional Slip at the venue of the meeting.

I/ We hereby record my/our presence at the 26th Annual General Meeting of the Company held on Tuesday, September 25, 2018 at 03.00 P.M. at Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400051.

Name: _____

Folio No: _____ No. of Shares held: _____

Name of Proxy / Representative, if any: _____

Signature of shareholder(s)/Proxy/ Representative: _____