

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 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, subject to the consent of the shareholders, an Extra-Ordinary General Meeting of the Members of Principal Pnb Asset Management Company Private Limited will be held, at a shorter notice, on Tuesday, August 28, 2018, at 07.30 P.M., at Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051 to transact the following business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

CHANGE IN THE NAME OF THE COMPANY

"RESOLVED THAT consequent to the acquisition of the entire shareholding of Punjab National Bank (constituting 21.38% of the fully paid-up share capital of the Company) by Principal International India Ltd and pursuant to the provisions of Sections 4, 12 and 13 of the Companies Act, 2013 read with applicable Rules (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable regulations and subject to the approval of the Registrar of Companies or any other regulatory bodies, the approval of the shareholders be and is hereby accorded to change the existing name of the Company to 'Principal Asset Management Company Private Limited' or any other name as may be approved by the Registrar of Companies and/or any other regulatory bodies."

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

INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules framed thereunder, as amended from time to time and the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded for increase in the existing Authorized Share Capital of the Company from Rs. 250,000,000/- (Rupees Twenty Five Crores) divided into 25,000,000 (Two Crores and Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 300,000,000/- (Rupees Thirty Crores only) divided into 30,000,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of 5,000,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time and the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to amend the existing Memorandum of Association of the Company in the following manner:

- a) The existing Clause I of the Memorandum of Association of the Company be deleted and replaced with new Clause I as under:

“The name of the Company is Principal Asset Management Company Private Limited”

- b) The existing name of the Company to be replaced with “Principal Asset Management Company Private Limited”, wherever appearing in the Memorandum of Association of the Company

- c) The existing Clause [C] with respect to the ‘Other Objects’ of the Memorandum of Association of the Company be deleted.

- d) The existing Clause IV of the Memorandum of Association of the Company be deleted and replaced with new Clause IV as under:

“The liability of the members is limited to the amount unpaid, if any, on the shares held by them.”

- e) The existing Clause V of the Memorandum of Association of the Company be deleted and replaced with new Clause V as under:

“The Authorized Share Capital of the Company is Rs. 300,000,000/- (Rupees Thirty Crores only) divided into 30,000,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for

Principal Pnb Asset Management Company Private Limited



the time being in force) and the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to adopt the new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company.”

By Order of the Board of Directors


Nidhi Shah
Company Secretary

Date: August 28, 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 No.: 022 67720555 Fax: 022 67720512

Email: shah.nidhi@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 his 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 before the commencement of the Meeting.
5. An Explanatory Statement pursuant to 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.
7. Route Map of the venue of Extra-ordinary General Meeting forms part of the notice.

By Order of the Board of Directors



Nidhi Shah
Company Secretary

Date: August 28, 2018

Place: Mumbai

Principal Pnb Asset Management Company Private Limited

CIN: U25000MH1991PTC064092

Exchange Plaza, B Wing, Ground Floor,

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EXPLANATORY STATEMENT**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)****ITEM NO. 1****CHANGE IN THE NAME OF THE COMPANY**

Pursuant to the Share Purchase Agreement dated December 19, 2017 ("SPA") read with its subsequent amendment entered into by the Company, Principal International India Ltd ("PIIL"), Principal Financial Group (Mauritius) Limited ("PFGM") and Punjab National Bank ("PNB"), PIIL has acquired the entire shareholding of the Company held by Punjab National Bank (constituting 21.38% of the fully paid-up share capital of the Company), post receipt of necessary regulatory approvals.

The said acquisition of PNB's entire stake in the Company, would require consequent change in the name of the Company.

The Board of Directors in their meeting held on August 28, 2018, approved to change the existing name of the Company to "Principal Asset Management Company Private Limited", subject to the approval of Registrar of Companies or any other regulatory authority. The change of name is complete and effective only on the issue of certificate of new name by the Registrar of Companies.

Pursuant to Section 13 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for change in name of the Company.

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. 1 for the approval of the Members as a Special Resolution.

ITEM NO. 2**INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

The existing Authorized Share Capital of the Company is Rs. 250,000,000/- (Rupees Twenty Five Crore) divided into 25,000,000 (Two Crore and Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Company would need to raise further capital in order to meet its operating requirements which would require an increase in the Authorized Share Capital of the Company.

The Board of Directors in their meeting held on August 28, 2018, approved the increase in the Authorized Share Capital of the Company from Rs. 250,000,000/- (Rupees Twenty Five Crores) divided into 25,000,000 (Two Crores and Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 300,000,000/- (Rupees Thirty Crores only) divided into 30,000,000

(Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of 5,000,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to Section 61 of the Companies Act, 2013, the consent of the members of the Company by way of an Ordinary Resolution is required for increase in Authorized Share Capital of the Company.

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.

ITEM NO. 3

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The proposed change in the name of the Company and the increase in the Authorized Share Capital would require consequent amendments to the Memorandum of Association of the Company.

In addition, the Memorandum of Association would require certain amendment(s) in line with the applicable provisions of the Companies Act, 2013.

The Board of Directors in their meeting held on August 28, 2018, approved the said alteration to the existing Memorandum of Association of the Company.

In accordance with the provisions of Section 13 of the Companies Act, 2013 read with the applicable Rules, the consent of the members of the Company by way of a Special Resolution is required for alteration of the Memorandum of Association of the Company.

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. 4 for the approval of the Members as a Special Resolution.

ITEM NO. 4

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The acquisition of Punjab National Bank's entire stake in the Company by Principal International India Ltd, shall require consequent amendments to the Articles of Association of the Company.

In addition, alteration of the Articles of Association of the Company is required with respect to the following changes:

- a) Change in the existing name of the Company to "Principal Asset Management Company Private Limited";
- b) References of the provisions of Shareholders' Agreement executed on August 25, 2003 (including its amendments thereof), to be deleted; and
- c) Certain clauses of the Articles of Association of the Company would require amendments in line with the provisions of Companies Act, 2013.

The Board of Directors in their meeting held on August 28, 2018, approved the adoption of new set of Articles of Association of the Company.

In accordance with the provisions of Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for alteration of the Articles of Association of the Company.

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. 5 for the approval of the Members as a Special Resolution.

By Order of the Board of Directors



Nidhi Shah
Company Secretary

Date: August 28, 2018

Place: Mumbai

Principal Pnb Asset Management Company Private Limited

CIN: U25000MH1991PTC064092

Exchange Plaza, B Wing, Ground Floor,

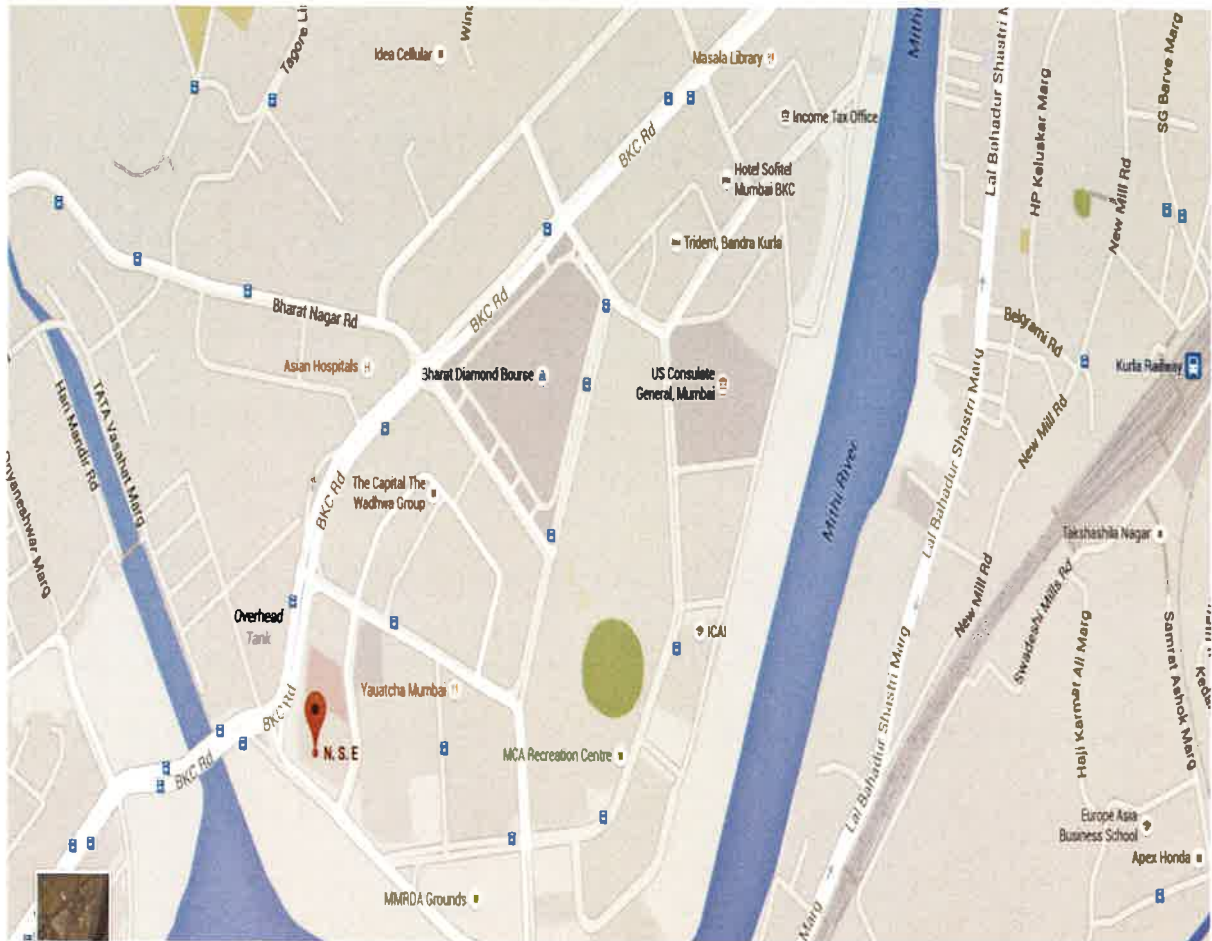
NSE Building, Bandra Kurla Complex,

Bandra (East), Mumbai – 400051

Tel No.: 022 67720555 Fax: 022 67720512

Email: shah.nidhi@principalindia.com

ROUTE MAP TO THE VENUE



Venue:

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

Principal Pnb Asset Management Company Private Limited



PRINCIPAL PNB ASSET MANAGEMENT COMPANY PRIVATE LIMITED
(Regd. Office: Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex,
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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 Extra-ordinary General Meeting (EGM) of the Company, scheduled to be held on Tuesday, August 28, 2018 at 07.30 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
SPECIAL BUSINESS				
1.	Change in the name of the Company	Special		
2.	Increase in the Authorized Share Capital of the Company	Ordinary		
3.	Alteration of the Memorandum of Association of the Company	Special		
4.	Alteration of the Articles of Association of the Company	Special		

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, before the commencement of the Meeting.

Principal Pnb Asset Management Company Private Limited



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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 Extra-ordinary General Meeting of the Company held on Tuesday, August 28, 2018 at 07.30 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: _____