

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF PRINCIPAL PNB ASSET MANAGEMENT COMPANY PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE AT 03:00 PM ON SEPTEMBER 23, 2014, AT THE EXCHANGE PLAZA, B WING, GROUND FLOOR, NSE BUILDING, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI 400051 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **Adoption of Annual Accounts:**

To receive, consider and adopt the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon. The shareholders are requested to consider and, if thought fit, pass, with or without any modifications, the following as an **Ordinary Resolution:**

“RESOLVED THAT the Company’s audited Balance Sheet as at March 31, 2014 and the audited Profit and Loss Account for the Financial Year ended on that date together with Directors’ and Auditors’ Report thereon be and are hereby approved and adopted.”

2. **Re-appointment of Mr. Rustam Gagrat (DIN 00096581):**

To appoint a Director in place of Mr. Rustam Gagrat (DIN 00096581), who retires by rotation and, being eligible, seeks re-appointment. The shareholders are requested to consider and, if thought fit, pass, with or without any modifications, the following as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Rustam Gagrat (DIN 00096581), who retires by rotation in this Annual General Meeting, be and is hereby re-elected as a Director of the Company whose office shall be liable to retirement by rotation.”

3. **Re-appointment of Mr. M. M. Kamath (DIN 00082378):**

To appoint a Director in place of Mr. M. M. Kamath (DIN 00082378), who retires by rotation and, being eligible, seeks re-appointment. The shareholders are requested to consider and, if thought fit, pass, with or without any modifications, the following as an **Ordinary Resolution:**

“RESOLVED THAT Mr. M. M. Kamath (DIN 00082378), who retires by rotation in this Annual General Meeting, be and is hereby re-elected as a Director of the Company whose office shall be liable to retirement by rotation.”

4. **Appointment of Auditors:**

To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting and to fix their remuneration and to pass, with or without modifications, the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 (1) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. S. V. Ghatalia & Associates

LLP., Chartered Accountants, [Registration Number: 103162W located at 14th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai – 400028] be and are hereby re-appointed as the Auditors of the Company, for conducting the Statutory Audit of the Company, to hold office from the conclusion of the ensuing Annual General meeting until the conclusion of the sixth Annual General Meeting of the Company thereafter, subject to the ratification by the Members every year, on a remuneration to be decided by the Board of Directors.”

By order of the Board
For **Principal Pnb Asset Management Company Private Limited**

Rajan Ghotgalkar
Managing Director
(DIN 00777125)

Mumbai
September 18, 2014.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY [IES] TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATTER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
3. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days between 11:00 AM to 01:00 PM up to the date of Annual General Meeting.
4. Members are requested to notify change of address, if any, at the registered office of the Company.