



TWENTY-SEVENTH (27th)
ANNUAL REPORT 2018-19

of

Principal Asset Management
Private Limited

*(formerly known as Principal PNB Asset Management
Company Private Limited)*



PRINCIPAL ASSET MANAGEMENT PRIVATE LIMITED
[Formerly known as Principal PNB Asset Management Company Private Ltd]
(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 SEVENTH (27TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Members of Principal Asset Management Private Limited [Formerly Principal Pnb Asset Management Company Private Limited] will be held on Friday, August 23, 2019 at 11.30 A.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, 2019, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the Financial year ended on March 31, 2019, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To ratify the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and resolution passed by the members in the 24th AGM held on September 29, 2016, the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), as the Statutory Auditors of the Company, to hold office until the conclusion of the 28th Annual General Meeting of the Company to be held in the Financial year 2019-20, be and is hereby ratified, on such remuneration as may be decided by the Board of Directors

SPECIAL BUSINESS

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

Appointment of Mr. Ganesh Natarajan (DIN:00176393), as Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Ganesh Natarajan (DIN:00176393), who was appointed as Additional Director of the Company with effect from June 26, 2019 and who holds the office upto the date of this Annual General Meeting and who is eligible to be appointed as a Director of the Company, be and is hereby appointed as Director of the Company.



RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, matters, deeds and things as may be necessary or desirable required in this connection or incidental for giving effect to the above resolution, including but not limited to, making requisite filings with Ministry of Corporate Affairs, SEBI and/or any other regulatory body, in this regard.”

4. Appointment of Mr. Pedro Borda (DIN:07525970), as a Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company. Mr. Pedro Borda (DIN:07525970), who was appointed as an Additional Director of the Company with effect from December 05, 2018 and who holds the office upto the date of this Annual General Meeting and who is eligible to be appointed as a director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, matters, deeds and things as may be necessary or desirable required in this connection or incidental for giving effect to the above resolution, including but not limited to, making requisite filings with Ministry of Corporate Affairs, SEBI and/or any other regulatory body, in this regard.”

By order of the Board of Directors

**Sd/-
Sneha Shetty
ACS No.: A32038**

Date: 23.07.2019

Place: Mumbai

Principal Asset Management Private Limited

CIN: U25000MH1991PTC064092

Exchange Plaza, B Wing, Ground Floor, NSE Building,
Bandra Kurla Complex, Bandra (East), Mumbai - 4000051

Tel: 022 67720555 Fax: 022 67720512

E-mail: PIcompanysecretary@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/-
Sneha Shetty
ACS No.: A32038**

Date: 23.07.2019

Place: Mumbai

Principal Asset Management Private Limited

CIN: U25000MH1991PTC064092

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

ITEM NO. 3

Mr. Ganesh Natarajan (DIN:00176393) was appointed as an additional director of the Company by Board of Directors of Principal Trustee Company Private Ltd with effect from June 26, 2019 and pursuant to the provisions of the Companies Act, 2013, he holds the office of director till the ensuing Annual General Meeting.

Mr. Ganesh Natarajan is Bachelor's Mechanical Engineering, PG in Industrial Engineering and PhD in Knowledge Management and Advanced Management – Harvard Business School.

Mr. Ganesh Natarajan is an Executive Chairman and founder of 5F World, a platform for Digital Start-ups, Skills and Social Ventures in the Country. He is also founder of Global Talent Track & Skills Alpha and co-founder of 2 Indo-US Joint Ventures – Kalzoom Advisors and Centre for AI and Advanced Analytics. He is also working as Director and 'Digital and IT Committee' Head of Fino Payments Bank.

He was earlier CEO of eminent companies like Aptech Ltd and Zensar Technologies Ltd.

The Board recommends the resolutions as stated in item no. 3 for the approval of the members as ordinary resolutions.

None of the director or their relatives are interested in the resolution except Mr. Ganesh Natarajan.

ITEM NO. 4

Mr. Pedro Borda (DIN:07525970), was appointed as the additional director of the Company by the Board of Directors of Principal Trustee Company Private Ltd with effect from December 05, 2018. He is Nominee of the Principal Financial Group (Mauritius) Ltd and he holds the office of director till the ensuing Annual General Meeting.

Mr. Pedro Borda holds a degree in Master of Finance along with Bachelors in Administration, specialization in Agriculture Businesses.

Pedro Borda, is senior vice president and chief operating officer of Principal International. He has served in multiple leadership positions for Principal over the course of his 22 years with the company, including managing director of our former business in Argentina, managing director of Principal Afore in Mexico, country head of Mexico, a board member of Principal Chile, CEO of Principal's ASEAN Region, and president of South Asia and India.



The Board recommends the resolutions as stated in item no. 4 for the approval of the members as ordinary resolutions.

None of the director or their relatives are interested in the resolution except Mr. Pedro Borda.

By order of the Board of Directors

**Sd/-
Sneha Shetty
ACS No.: A32038**

Date: 23.07.2019

Place: Mumbai

Principal Asset Management Private Limited

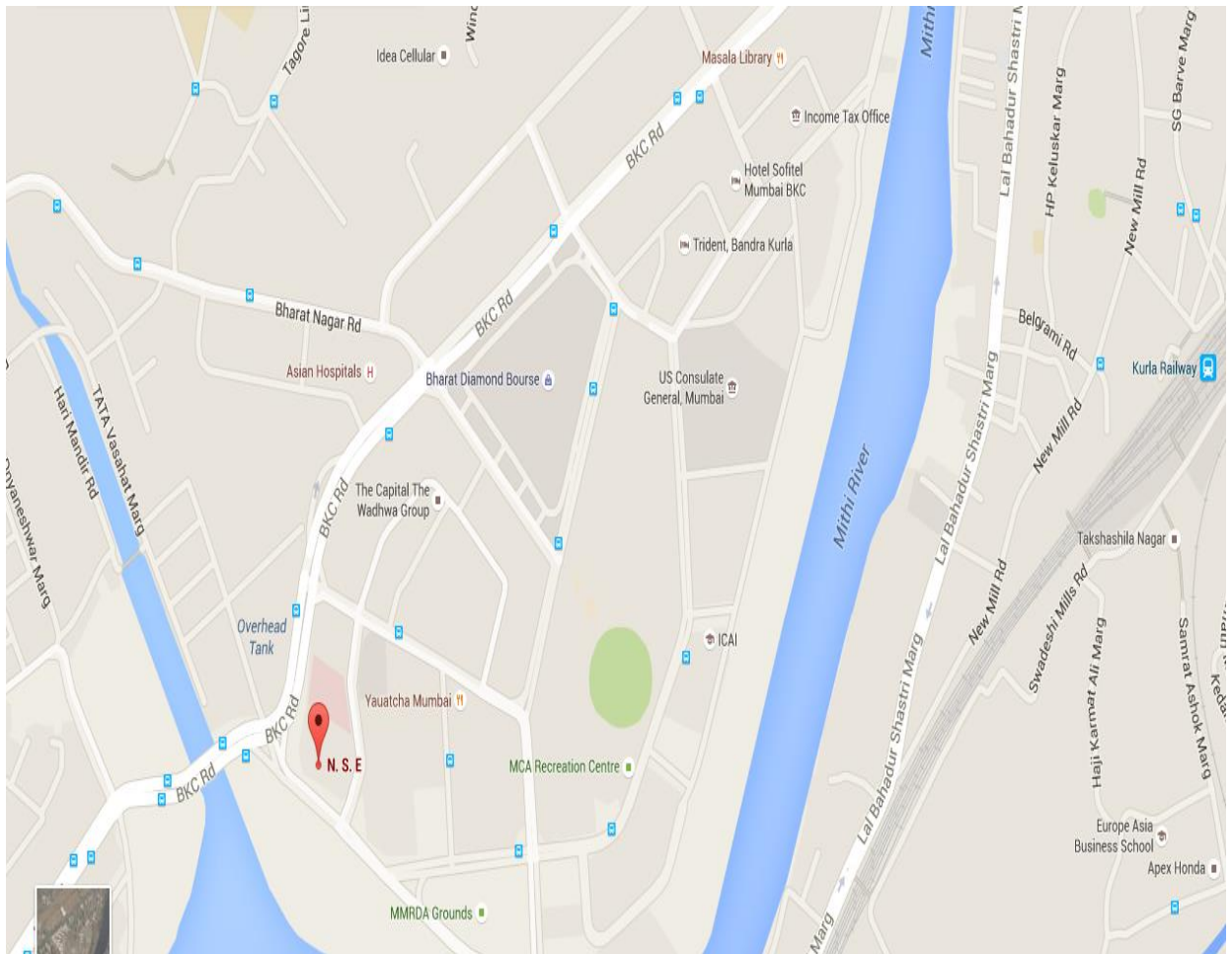
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Email: Plcompanysecretary@principalindia.com Website: www.principalindia.com

ROUTE MAP TO THE VENUE OF THE AGM



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



PRINCIPAL ASSET MANAGEMENT PRIVATE LIMITED
(Regd. Office: Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400051)

FORM OF PROXY (FORM NO. MGT – 11)

CIN: U25000MH1991PTC064092
Principal Asset Management 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 27th Annual General Meeting (AGM) of the Company, scheduled to be held on Friday, the 23rd day of August, 2019 at 11.30 A.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, 2019, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2019, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.	Ordinary		
2.	To ratify the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors	Ordinary		
SPECIAL BUSINESS				
3.	Appointment of Mr. Ganesh Natarajan as a Director of the Company	Ordinary		
4.	Appointment of Mr. Pedro Borda as a Director of the Company	Ordinary		

Signed this _____ day of _____, 2019

Signature of Shareholder

Affix Revenue Stamp

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.



PRINCIPAL ASSET MANAGEMENT PRIVATE LIMITED
(Regd Office: Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai – 400051)

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 27th Annual General Meeting of the Company held on Friday, August 23, 2019 at 11.30 A.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: _____