



**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 FOURTH (24<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that subject to the consent of the shareholders, the Twenty Fourth (24<sup>th</sup>) Annual General Meeting of the Members of Principal Pnb Asset Management Company Private Limited will be held, at a shorter notice, on Thursday, September 29, 2016 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, 2016, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2016, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To appoint 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, as amended from time to time, S. R. Batliboi & Associates LLP, Chartered Accountants, [Registration Number: 101049W] be and are hereby appointed as the Statutory 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 28<sup>th</sup> Annual General Meeting of the Company thereafter, subject to the ratification by the Members every year, on a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **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. VIMLESH KUMAR AS DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Vimlesh Kumar, who was appointed as an Additional Director with effect from May 12, 2016, be and is hereby appointed as a Director of the Company."

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

**APPOINTMENT OF MR. PEDRO BORDA AS DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Section 152, Section 161 and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Pedro Borda, who was appointed as an Additional Director with effect from June 03, 2016, be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors



**Niyati Shah**  
Company Secretary  
Membership No. A39039

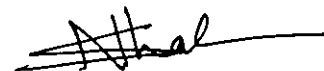
Date: September 21, 2016  
Place: Mumbai

**Principal Pnb Asset Management Company Private Limited**  
CIN: U25000MH1991PTC064092  
Exchange Plaza, B Wing, Ground Floor, NSE Building,  
Bandra Kurla Complex, Bandra (East), Mumbai - 4000051  
Tel: 022 67720555 Fax: 022 67720512  
E-mail: [shah.niyati@principalindia.com](mailto:shah.niyati@principalindia.com)  
Web-site: [www.principalindia.com](http://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 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



**Niyati Shah**  
**Company Secretary**  
**Membership No. A39039**

**Date: September 21, 2016**  
**Place: Mumbai**

**Principal Pnb Asset Management Company Private Limited**  
**CIN: U25000MH1991PTC064092**  
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**Tel: 022 67720555 Fax: 022 67720512**  
**E-mail: [shah.niyati@principalindia.com](mailto:shah.niyati@principalindia.com)**  
**Web-site: [www.principalindia.com](http://www.principalindia.com)**

**EXPLANATORY STATEMENT**

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

**ITEM NO. 3 & 4**

**APPOINTMENT OF MR. VIMLESH KUMAR AND MR. PEDRO BORDA AS DIRECTORS**

In order to have efficient and effective management of the business activities of the Company, Mr. Vimlesh Kumar and Mr. Pedro Borda were appointed as Additional Directors of the Company on May 12, 2016 and June 03, 2016 respectively.

Mr. Vimlesh Kumar holds Bachelor's degree in Electrical Engineering. Mr. Kumar has been associated with Punjab National Bank at various levels and has a vast experience in the fields of Credit Appraisal and as Branch Head. Mr. Kumar is currently working as a Circle Head at Punjab National Bank, Mumbai.

Mr. Pedro Borda holds a degree in Master of Finance along with Bachelors in Administration, specialization in Agriculture Businesses. Mr. Borda is currently associated with Principal South Asia Sdn Bhd as the Vice President of South Asia and India.

Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Vimlesh Kumar and Mr. Pedro Borda will hold office up to the date of this twenty fourth Annual General Meeting of the Company.

Except Mr. Vimlesh Kumar and Mr. Pedro Borda to whose appointment the respective resolution pertains, none of the directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed resolution.

The Board recommends the resolutions as stated in item no. 3 and 4 for the approval of the members as ordinary resolutions.

By Order of the Board of Directors

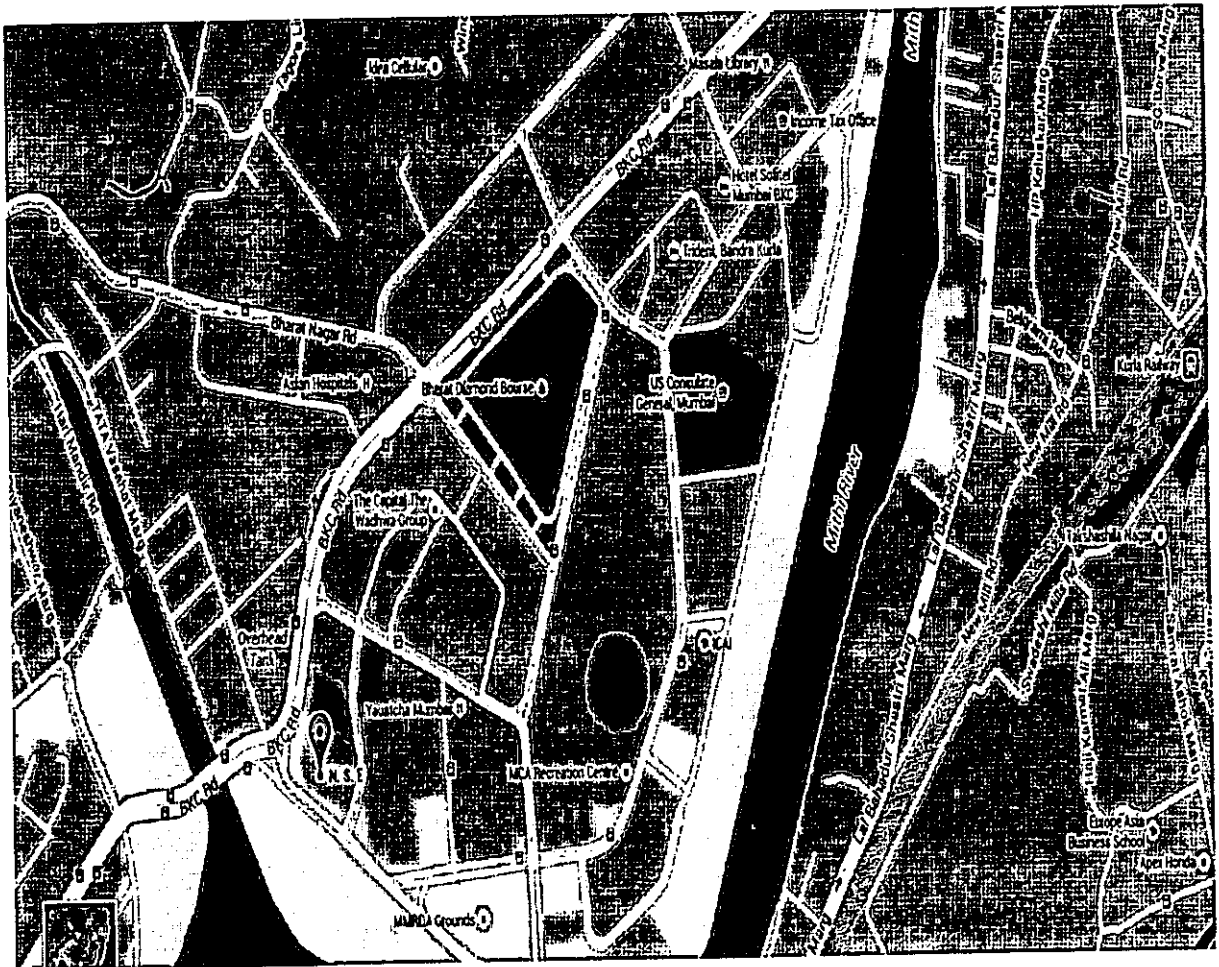


Niyati Shah  
Company Secretary  
Membership No. A39039

Date: September 21, 2016  
Place: Mumbai

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### 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:

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 24<sup>th</sup> Annual General Meeting (AGM) of the Company, scheduled to be held on Thursday, the 29<sup>th</sup> day of September, 2016 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
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2016, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2016, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.	Ordinary		
2.	To appoint S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary		
<b>SPECIAL BUSINESS</b>				
3.	Appointment of Mr. Vimlesh Kumar as the Director of the Company.	Ordinary		
4.	Appointment of Mr. Pedro Borda as the Director of the Company.	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

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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(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 24<sup>th</sup> Annual General Meeting of the  
Company held on Thursday, September 29, 2016 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: \_\_\_\_\_