

PRINCIPAL TRUSTEE 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: U67110MH2000PTC129483

NOTICE OF THE FIFTEENTH (15TH) ANNUAL GENERAL MEETING

Notice is hereby given that subject to the consent of the shareholders, the Fifteenth (15th) Annual General Meeting of the Members of Principal Trustee Company Private Limited will be held, at a shorter notice, on Thursday, September 29, 2016 at 03.30 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 ratify the appointment of Haribhakti & Co. LLP., Chartered Accountants, 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 their 13th AGM held on September 23, 2014, the appointment of Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company, to hold office until the conclusion of the 18th Annual General Meeting of the Company to be held in the Financial year 2018-19, 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. ASHWINI VATS 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. Ashwini Vats, who was appointed as an Additional Director with effect from March 03, 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 MS. TESS DOWNEY 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, Ms. Tess Downey, who was appointed as an Additional Director with effect from June 06, 2016, be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors



O. V. Bundellu
Director
DIN: 00032950

Date: September 21, 2016
Place: Mumbai

Principal Trustee Company Private Limited
CIN: U67110MH2000PTC129483
Exchange Plaza, B Wing, Ground Floor,
NSE Building, Bandra Kurla Complex,
Bandra (East), Mumbai - 4000051
Tel: 022 67720555 Fax: 022 67720512
E-mail: Plcompanysecretary@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 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



O. V. Bundellu
Director
DIN: 00032950

Date: September 21, 2016
Place: Mumbai

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EXPLANATORY STATEMENT**(Pursuant to the provisions of section 102 of the Companies Act, 2013)****ITEM NO. 3 & 4****APPOINTMENT OF MR. ASHWINI VATS AND MS. TESS DOWNEY AS DIRECTORS**

In order to have efficient and effective management of the business activities of the Company, Mr. Ashwini Vats and Ms. Tess Downey were appointed as the Additional Directors of the Company on March 03, 2016 and June 06, 2016 respectively.

Mr. Ashwini Vats has been associated with Punjab National Bank at various levels and has vast experience in fields like Treasury Division, Branch in charge and Circle Head. Mr. Vats is currently working as General Manager, Treasury Division at Punjab National Bank, Mumbai.


Ms. Tess Downey is a post Graduate Overseas Lawyer from Law Society of HK, Law Society of England & Whales, Post Graduate Practice Law Course and Law from Singapore Board of Legal Education, LLB (Hons). She has been associated with Principal International Asia Limited as the Regional Counsel, Asia since March 2011.

Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Mr. Ashwini Vats and Ms. Tess Downey will hold office up to the date of this fifteenth annual general meeting of the Company.

Except Mr. Ashwini Vats and Ms. Tess Downey 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



O. V. Bundellu
Director
DIN: 00032950

Date: September 21, 2016
Place: Mumbai

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ROUTE MAP TO THE VENUE OF THE AGM



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

PRINCIPAL TRUSTEE COMPANY 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: U67110MH2000PTC129483

Principal Trustee 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 15th Annual General Meeting (AGM) of the Company, scheduled to be held on Thursday, the 29th day of September, 2016 at 03.30 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
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.	Ordinary		
2.	To ratify the appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary		
SPECIAL BUSINESS				
3.	Appointment of Mr. Ashwini Vats as the Director of the Company.	Ordinary		
4.	Appointment of Ms. Tess Downey 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 15th Annual General Meeting of the
Company held on Thursday, September 29, 2016 at 3.30 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: _____