

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 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 Trustee Company Private Limited will be held, at a shorter notice, on Tuesday, August 28, 2018, at 08.00 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:

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 [C] with respect to the ‘Other Objects’ of the Memorandum of Association of the Company be deleted.
- b) 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.”

2. 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 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.”



Principal Trustee Company Private Limited

By Order of the Board of Directors

**Sd/-
Viresh Mathur
Chairman
DIN: 01382982**

**Date: August 28, 2018
Place: Mumbai**

**Principal Trustee Company Private Limited
CIN: U67110MH2000PTC129483
Exchange Plaza, B Wing, Ground Floor,
NSE Building, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Tel No.: 022 67720555; Fax: 022 67720512
Email: picompanysecretary@principalindia.com
Website: www.principalindia.com**

**PRINCIPAL TRUSTEE COMPANY PRIVATE LIMITED
U67110MH2000PTC129483**

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

**Sd/-
Viresh Mathur
Chairman
DIN: 01382982**

Date: August 28, 2018

Place: Mumbai

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

ITEM NO. 1

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Memorandum of Association of the Company 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. 1 for the approval of the Members as a Special Resolution.

ITEM NO. 2

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) References of the provisions of Shareholders' Agreement executed on August 25, 2003 (including its amendments thereof), to be deleted; and
- b) 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.



Principal Trustee Company Private Limited

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

By Order of the Board of Directors

**Sd/-
Viresh Mathur
Chairman
DIN: 01382982**

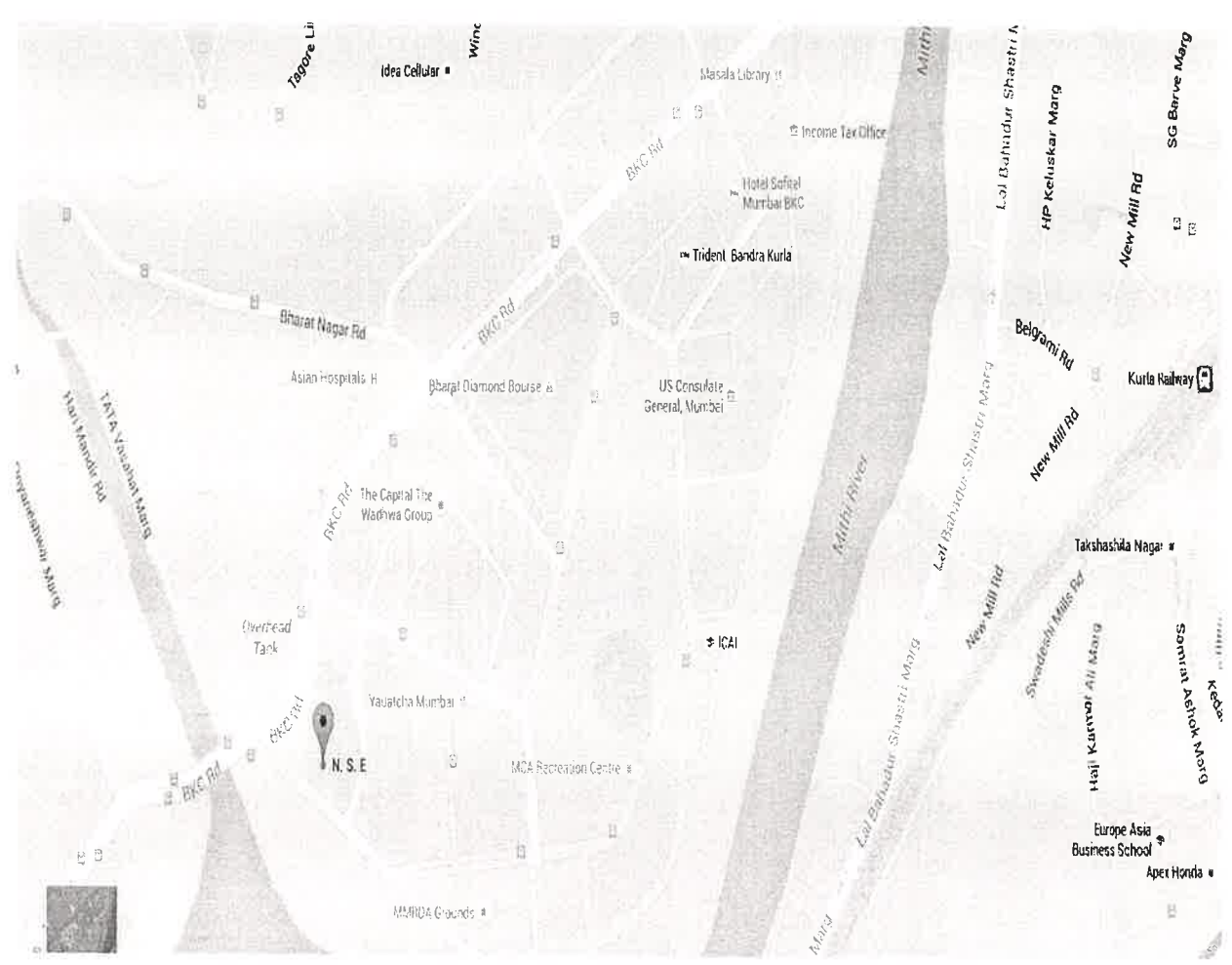
Date: August 28, 2018

Place: Mumbai

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ROUTE MAP TO THE VENUE



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:

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 08.00 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
SPECIAL BUSINESS				
1.	Alteration of the Memorandum of Association of the Company	Special		
2.	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.



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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 08.00 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: _____