

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF PRINCIPAL PNB ASSET MANAGEMENT COMPANY PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2015 AT 3.00 P.M. AT THE CONFERENCE ROOM, EXCHANGE PLAZA, B WING, GROUND FLOOR, NSE BUILDING, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400051 TO TRANSACT THE FOLLOWING BUSINESS:

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ORDINARY BUSINESS

1. ADOPTION OF ANNUAL ACCOUNTS:

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditor's thereon.

2. APPOINTMENT OF AUDITORS:

To ratify the appointment of 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, appointment of M/s. S. V. Ghatalia & Associates, LLP, Chartered Accountants, [Firm Registration Number: 103162W], as the Statutory Auditors of the Company, to hold office from the conclusion of the 22<sup>nd</sup> Annual General meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company, be and is hereby ratified, on a remuneration to 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:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Lalit Vij, (DIN: 00533071), who was

appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Vibha Aren, (DIN: 07028020), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for appointment of Mr. Lalit Vij (DIN: 00533071) as the Managing Director of the Company for a period of Five years with effect from

November 01, 2014 to October 31, 2019, upon such terms and conditions and remuneration as recommended by the Board, the details whereof are furnished hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Lalit Vij; subject to the provisions of Schedule V of the Companies Act, 2013.

- Salary: Rs. 13,225,519 /- per annum- (November 01, 2014-May 31, 2015)  
Rs. 16,000,000 /- per annum- (June 01, 2015 onwards)
- Reimbursements: Reimbursement of expenses incurred in connection with the Company's business at actual.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

**By Order of the Board of Directors**



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

**Date: September 15, 2015**  
**Place: Mumbai**

**Principal Pnb Asset Management Company Private Limited**  
**CIN: U25000MH1991PTC064092**  
Exchange Plaza, B Wing, Ground Floor, NSE Bldg,  
Bandra Kurla Complex, Bandra (East), Mumbai - 4000051  
Tel: 022 67720555 Fax: 022 67720512  
E-mail: [PICompanysecretary@principalindia.com](mailto:PICompanysecretary@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 INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The duly filled and stamped proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the time fixed for commencement of the annual general meeting.
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed thereto and forms part of the 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 from 11.00 A.M. To 01.00 P.M. up to the date of the Meeting.**

**By Order of the Board of Directors**



**Niyati Shah**

**Company Secretary**

**Membership No. A39039**

**Date: September 15, 2015**

**Place: Mumbai**

**Principal Pnb Asset Management Company Private Limited**

**CIN: U25000MH1991PTC064092**

**Exchange Plaza, B Wing, Ground Floor, NSE Bldg,**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3 & 4:**

The Board of Directors of the Company had appointed Mr. Lalit Vij and Ms. Vibha Aren as Additional Directors on October 28, 2014 and November 27, 2014 respectively, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association, who shall occupy office up to the date of ensuing Annual General Meeting.

The Company would to be immensely benefited from the enriched and long experience of Mr. Lalit Vij as well as Ms. Vibha Aren.

Further, the Company has received notices under Section 160 of the Companies Act, 2013 with requisite amount of Rs. 1,00,000/- (Rupees One Lac) for both the Directors, from member proposing their candidatures on the Board of the Company.

Considering the above, the Board recommends both the resolutions for your approval.

Except Mr. Lalit Vij and Ms. Vibha Aren being interested in their respective appointments, none of the other Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

**ITEM NO. 5:**

The Board of Directors at its Meeting held on October 28, 2014, further appointed Mr. Lalit Vij as the Managing Director of the Company for a period of five years with effect from November 1, 2014 under the provisions of Sections 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 upon the terms and conditions and remuneration hereinafter indicated.

Name of the Director	Mr. Lalit Vij
Age	51 years
Date of first appointment on the Board	October 28, 2014, effective date November 01, 2014.
Qualifications	1. Fellow Member of, The Institute of Chartered Accountant of India. 2. Bachelor in Commerce (Hons.), Panjab University, Chandigarh

Shareholding in the Company	NIL
Nature of Expertise & Experience	Chartered Accountant with majority of 25 years of work experience in financial services organizations or organizations providing services to financial services companies. Job responsibilities over the 25 years of work experience pans across developing and implementing strategies, operations management and project and risk management. Most recent responsibility at Principal offshore business entity entailed fiduciary responsibility of the India legal entity, accountability for maintaining and improving the business case, oversight over operations & taking actions to build organizational culture that aligns with the group with attention to local context, implementing processes and talent management strategies to ensure sustainability and owning partner relationships at strategic level.
Details of Remuneration	<p>a. Rs. 13,225,519/- Per annum (for the period from November 01, 2014 to May 31, 2015.</p> <p>b. Rs. 16,000,000/- per annum (From June 01, 2015 Onwards)</p>
Number of Meetings attended during the year	October 28, 2014, December 11, 2014, December 18, 2014, March 24, 2015 and April 23, 2015.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not Applicable
Other directorships, membership/Chairmanship of Committees of other Boards	Not Applicable
Name of the other Companies in which also holds Directorship	1. Principal Global Services Private Limited (Appointed on February 01, 2006)

The terms of appointment and remuneration of Mr. Lalit Vij as Managing Director are as under:

**1. Position & tenure:**

For a period of 5 (Five) years from the date of appointment and shall be eligible for re-appointment in accordance with the Companies Act, 2013 read with rules made thereunder.

**2. Reporting Manager**

Country Head, Principal International, India

**3. Salary and benefits**

Annual Total Fixed Salary including all allowances and reimbursements will be as per the details given below:

Head	P.A (Rs.)
Basic Salary	5,290,208
Provident Fund	634,825
Housing Allowance	3,174,125
Conveyance Allowance	9,600
Leave Travel Allowance	-
Medical	15,000
Allocable Special Allowance	4,101,762
	13,225,519

The above mentioned fixed compensation shall be moved to INR 16,000,000, upon permanent move to Mumbai, on or before, May 31, 2015.

All modifications to the above will be as per the prevailing company policy and based on periodic reviews from Principal International Management.

**4. Short Term Incentive Target (STI)**

Eligible to participate in the annual incentive program. The role has an incentive target of 30% of eligible earnings for the calendar year. The incentive award is based on 50% Principal International Corporate results and 50% Principal International India results, as well as individual performance. For 2014 plan year, your award will be prorated based on time in each plan. Awards are subject to the terms of the Plan.

#### 5. Long Term Incentive Plan (LTIP)

Eligible to participate in the Company's Long-Term Incentive Program (LTIP) at a target range of 15% - 45% of fixed compensation ("base salary"). The current LTIP design provides for 75% of your award to be granted in restricted stock units (RSUs) with a three year cliff vesting schedule. The remaining 25% of the award is based on participant choice between RSUs or non-qualified stock options. The LTIP grants made each year will be recommended by the leader, based on individual performance and is subject to approval by the Human Resources Committee of the Principal Financial Group Board of Directors. Eligible to participate in LTIP beginning with the 2015 award cycle. In 2015, the grant will be recommended at 35% of fixed compensation, subject to approval by the Board.

#### 6. Notice of Termination

Appointment is terminable at one months' notice on either side. However the Company has the right to pay salary for the notice period and terminate the contract at a shorter notice.

#### 7. Relocation

The following relocation assistance shall be provided:

- a. **Temporary Living**-The company shall reimburse temporary lodging expenses for from employment start date in Mumbai through May 31, 2015. The company shall also reimburse the cost of a leased vehicle (Ford Ikon or equivalent) up to a maximum of Rs 60,000 per calendar month.
- b. **Destination Services** – The Company will provide up to 3 days of destination services to assist in finding suitable housing and settling into Mumbai. The PPAMC will also reimburse Broker fees of up to 2 months net rent as per the registered tenancy agreement, in Mumbai.
- c. **House-hold goods move**- The Company will provide up to a maximum of 15000lb personal household goods shipment from Pune to Mumbai. Covered expenses include the cost of packing, standard shipping and unpacking household goods (no artifacts, antiques and jewelry). The covered expenses will also include the cost of insuring the goods whilst in transit (door to door) Both the collection (in Pune - your principal residence) and delivery (in Mumbai- your principal residence) of goods is limited to one (1) location each. The PPAMC will not pay to ship goods that require special handling and offsite storage at destination i.e. Mumbai. A list of excludable items that applies to all types of shipping and insurance limits will be provided by the designated moving company. The moving company, to be appointed by Principal Financial Group Corporate HR team, will be able to give specific advice on insurance and shipping exceptional items.



**d. Relocation travel expense for family-** The PPAMC will pay for transportation to Mumbai for accompanying family in accordance with the Company's travel policy. En route transfers (e.g., ground transportation to and from airport), excess baggage of up to 1 piece per family member and applicable airport taxes and fees. Where self-driving is preferred of own automobile(s), fuel and road toll/s will be reimbursed.

**e. Relocation Allowance** - To help offset various miscellaneous expenses associated with move and adapting new location, shall receive a one-time relocation allowance of INR 700,000 (net) payable shortly before relocation. No other expenses other than those specifically mentioned above will be reimbursed.

#### **8. Benefits**

Eligible for benefits, as applicable, under the Principal Pnb Asset Management Company Private Limited policies and service rules.

#### **9. Gratuity**

Gratuity interests from Principal Global Services shall be transferred to the Principal Pnb Asset Management Company Private Limited Gratuity Policy being maintained with the Life Insurance Corporation of India. The amount of gratuity benefit payable on exit from PPAMC shall be the total of the gratuity interest transferred from Principal Global Services and the gratuity accrued under the terms of the Principal Pnb Asset Management Company Private Limited gratuity policy.

#### **10. Others**

- a. Entitled to reimbursement of entertainment expenses against bills produced evidencing having actually and properly incurred in the course of legitimate business of the Company and in accordance with the relevant Rules of the Company in force from time to time.
- b. Duty and obligation to scrupulously observe the Company's Service Rules & Code of Ethics in letter and spirit.
- c. Under SEBI Regulations, governing personal securities transaction, an "Access" employee, inter alia, includes the Managing Director of the Company, and hence, all provisions under the Code relating to Access Employee as amended from time to time will be applicable for strict compliance in letter and spirit.

- d. The company reserves a right to transfer/second to any of its Departments, Offices or Establishments. In such cases, it shall be required to observe the working hours of such Department, Office or Establishment to which transfer is made.
- e. The Company has the right to monitor and record any use that the Employee makes of the Company's electronic communication systems for the purpose of ensuring that the Company's rules are being complied with and being used for legitimate business purposes of the Company.
- f. The Employee hereby consents to the Company and any other Group company thereof holding and processing, both electronically and manually, the data it collects in relation to him, in the course of his employment, for the purposes of the Company's administration and management of its employees and the Business and for compliance with applicable procedures, laws and regulations and to the transfer, storage and processing by the Company of such data outside India where the Company or any group company may have its offices.
- g. The Company reserves the right to change any of the terms and conditions of employment as stated above; without prior notice and/or consent of the employee.
- h. The Company shall be informed in writing of any change in residential address, and on failing to do so, all communications intended to be served will be sent on last known address, and this will be deemed to be sufficient service.

As per the provisions of Section 196 read with Schedule V of the Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the terms of appointment and remuneration are required to be approved by the Members of the Company.

Except Mr. Lalit Vij, None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution for your approval.

**By Order of the Board of Directors**



**Niyati Shah**

**Company Secretary**

**Membership No. A39039**

**Date: September 15, 2015**

**Place: Mumbai**



**REGISTERED OFFICE:**

**Principal Pnb Asset Management Company Private Limited**

**CIN: U25000MH1991PTC064092**

Exchange Plaza, B Wing, Ground Floor, NSE Bldg,  
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**ROUTE MAP TO THE VENUE OF THE AGM**



**Venue:**

**Principal Pnb Asset Management Company Private Limited**  
National Stock Exchange of India Ltd.  
Exchange Plaza, B wing, Ground Floor,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051.

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholders may obtain additional Slip at the venue of the meeting.

I/ We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, September 29, 2015 at 3.00 P.M. at Conference Room, Exchange Plaza, B Wing, Ground Floor, NSE Bldg, 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: \_\_\_\_\_

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member(s):</b>
<b>Registered Address :</b>
<b>Email :</b>
<b>Folio No. / Client ID* :</b>
<b>DP ID :</b>

\*Applicable for investors holding shares in electronic form

I / We, being the Member(s) of \_\_\_\_\_ Shares of Principal Pnb Asset Management Company Private Limited, hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him or her.
2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him or her.
3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him or her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company to be held on Tuesday, September 29, 2015 at 3.00 p.m. at Conference Room, Exchange Plaza, B Wing, Ground Floor, NSE Bldg, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

DESCRIPTION OF RESOLUTION		TYPE OF RESOLUTION	FOR	AGAINST
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of Directors and Auditors thereon.	Ordinary		
2.	To ratify the appointment of M/s. S. V. Ghatalia & Associates, LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary		
<b>SPECIAL BUSINESS</b>				
3.	To Appoint Mr. Lalit Vij as the Director of the Company.	Ordinary		
4.	To Appoint Ms. Vibha Aren as the Director of the Company	Ordinary		
5.	To approve the appointment of Mr. Lalit Vij as the Managing Director of the Company	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Affix Re. 1.00 Revenue Stamp
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Signature of Proxy Holder(s): \_\_\_\_\_

Signature of Shareholder(s): \_\_\_\_\_

**Note:**

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the "for", "against" or "abstain" column blank, your proxy will be entitled to vote in the manner as he/she may deem appropriate.