

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRINCIPAL TRUSTEE COMPANY PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2015 AT 3.30 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 Auditors 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 resolution 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. Haribhakti & Co. LLP., Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company to hold office from the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 18<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. Himanshu Joshi, (DIN: 07214254), 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 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.”

**By Order of the Board of Directors**

A handwritten signature in blue ink, appearing to read "O. V. Bundellu".

**O. V. BUNDELLU**

**Director Sv.**

**DIN: 00032950**

**Date: September 07, 2015**

**Place: Mumbai**

**Principal Trustee Company Private Limited**

**CIN: U67110MH2000PTC129483**

**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 between 11.00 A.M. to 01.00 P. M. upto the date of Annual General Meeting.
4. Members are requested to notify change of address, if any, at the registered office of the Company.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read "O. V. Bundellu", with a horizontal line underneath.

O. V. BUNDELLU

Director SV

DIN: 00032950

Date: September 07, 2015

Place: Mumbai

**Principal Trustee Company Private Limited**

CIN: U67110MH2000PTC129483

Exchange Plaza, B Wing, Ground Floor,

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**Principal**

**Mutual  
Funds**

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

**ITEM NO. 3:**

The Board of Directors of the Company had appointed Mr. Himanshu Joshi as Additional Director on July 10, 2015, 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. Himanshu Joshi.

Further, the Company has received notice under Section 160 of the Companies Act, 2013 with requisite amount of Rs. 1,00,000/- (Rupees One Lac) for the Director, from member proposing his candidature on the Board of the Company.

Considering the above, the Board recommends the resolution for your approval.

Except Mr. Himanshu Joshi being interested in his appointment, 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.

**By Order of the Board of Directors**

**O. V. BUNDELLU**

**Director**

**DIN: 00032950**

*Sv.*

**Date: September 07, 2015**

**Place: Mumbai**

**Principal Trustee Company Private Limited**

**CIN: U67110MH2000PTC129483**

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

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Principal

Mutual  
Funds

## ROUTE MAP TO THE VENUE OF THE AGM



### **Venue:**

**Principal Trustee 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 14<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 29, 2015 at 3.30 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 Trustee 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 Fourteenth Annual General Meeting of the Company to be held on Tuesday, September 29, 2015 at 3.30 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 Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.	Ordinary		
<b>SPECIAL BUSINESS</b>				
1.	To Appoint Mr. Himanshu Joshi as the Director of the Company.	Ordinary		

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