



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 FIFTH (25TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Members of Principal Pnb Asset Management Company Private Limited will be held, on Monday, September 25, 2017 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, 2017, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the Financial year ended on March 31, 2017, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.
2. To ratify the appointment of 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, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and resolution passed by the members in the 24th AGM held on September 29, 2016, the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), as the Statutory Auditors of the Company, to hold office until the conclusion of the 28th Annual General Meeting of the Company to be held in the Financial year 2019-20, be and is hereby ratified, on such remuneration as may be decided by the Board of Directors.”

By Order of the Board of Directors

Sd/-
M. M. Chitale
Chairman
DIN: 00101004

Date: August 22, 2017

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 - 400051

Tel: 022 67720555 Fax: 022 67720512

E-mail: shah.nidhi@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 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.
- 6) Route Map of the venue of Annual General Meeting forms part of the notice.

By Order of the Board of Directors

**Sd/-
M. M. Chitale
Chairman
DIN: 00101004**

Date: August 22, 2017

Place: Mumbai

Principal Pnb Asset Management Company Private Limited

CIN: U25000MH1991PTC064092

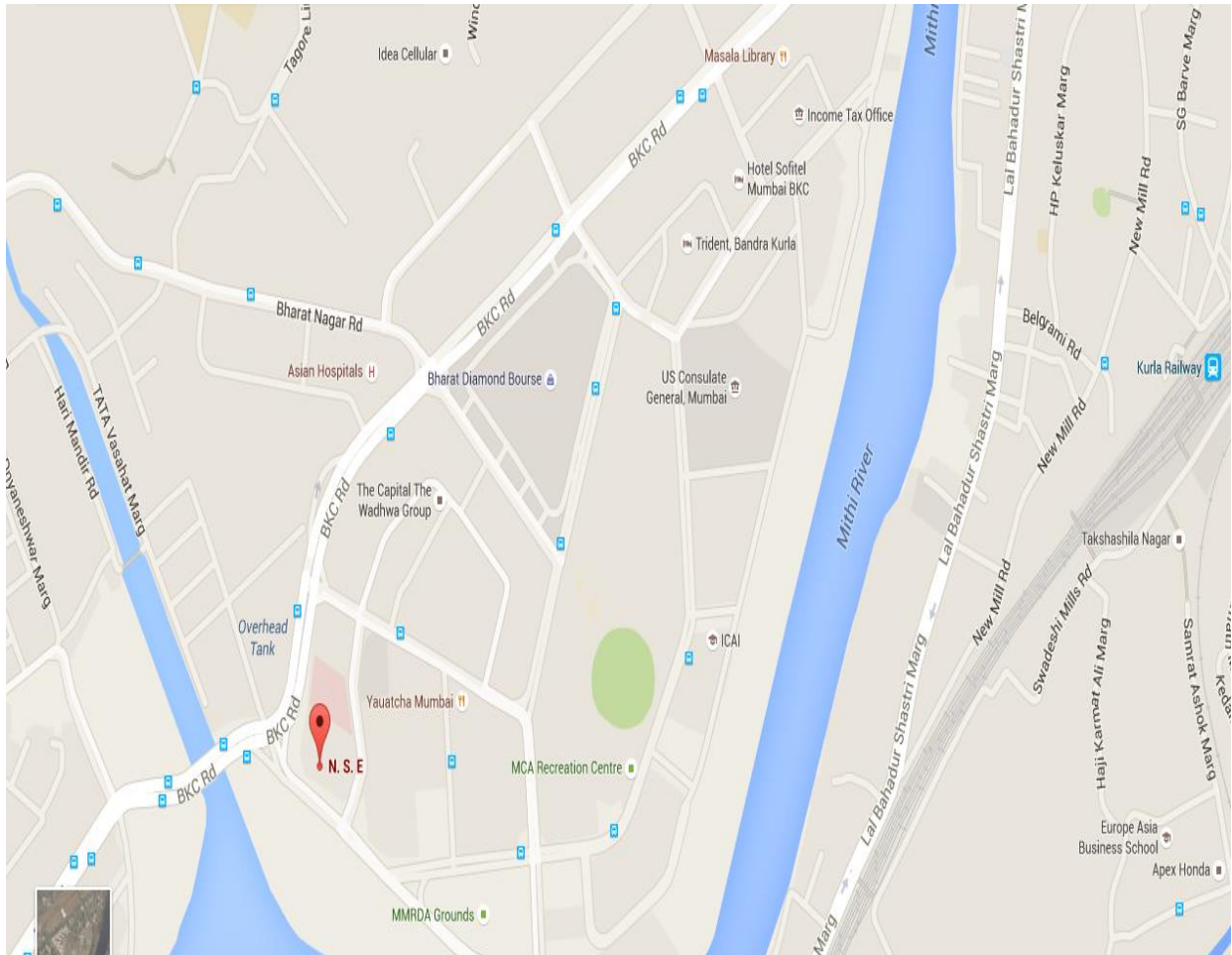
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ROUTE MAP TO THE VENUE OF THE AGM



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 25th Annual General Meeting (AGM) of the Company, scheduled to be held on Monday, the 25th day of September, 2017 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
ORDINARY BUSINESS				
1.	To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2017, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2017, the Auditors` Report thereon and the Directors' Report & Management Report for the aforesaid period.	Ordinary		
2.	To ratify the appointment of S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary		

Signed this _____ day of _____, 2017

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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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 25th Annual General Meeting of the Company held on Monday, September 25, 2017 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: _____