NOTICE OF THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Sixteenth (16th) Annual General Meeting of the Members of Principal Trustee Company Private Limited will be held, on Monday, September 25, 2017 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


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 the 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.”

By Order of the Board of Directors

Sd/-
Viresh Mathur
Chairman
DIN: 01382982

Date: July 14, 2017
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: 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 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/-
Viresh Mathur
Chairman
DIN: 01382982

Date: July 14, 2017
Place: Mumbai

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CIN: U67110MH2000PTC129483
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Tel: 022 67720555 Fax: 022 67720512
E-mail: Plcompanysecretary@principalindia.com
Web-site: www.principalindia.com
**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 16th Annual General Meeting (AGM) of the Company, scheduled to be held on Monday, the 25th day of September, 2017 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:
<table>
<thead>
<tr>
<th>DESCRIPTION OF RESOLUTION</th>
<th>TYPE OF RESOLUTION</th>
<th>FOR</th>
<th>AGAINST</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORDINARY BUSINESS</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2017, the Profit &amp; 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 &amp; Management Report for the aforesaid period</td>
<td>Ordinary</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. To ratify the appointment of Haribhakti &amp; Co. LLP, Chartered Accountants as the Statutory Auditors of the Company</td>
<td>Ordinary</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signed this _______day of _________________, 2017

Signature of Shareholder

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.*
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 16th Annual General Meeting of the Company held on Monday, September 25, 2017 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: _________________