

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 THE SEVENTEENTH (17TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of Principal Trustee Company Private Limited will be held at a shorter notice, on Tuesday, September 25, 2018 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

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2018, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the Financial year ended on March 31, 2018, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period.

SPECIAL BUSINESS

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

APPOINTMENT OF MS. TESS DOWNEY AS DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 152, Section 161 (1) and other applicable provisions of Companies Act 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Ms. Tess Downey, who was appointed as an Additional Director with effect from October 13, 2017, be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors

Sd/-
V.S. Mathur
Chairman
DIN: 01382982

Date: September 19, 2018
Place: Mumbai

Principal Trustee Company Private Limited
CIN: U67110MH2000PTC129483
Exchange Plaza, B Wing, Ground Floor,
NSE Building, Bandra Kurla Complex,
Bandra (East), Mumbai - 4000051
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 Explanatory Statement in terms of Section 102 of 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 (Monday to Friday) between 9:00 AM to 5:00 PM and will also be available at the meeting for inspection.
- 7) Route Map of the venue of Annual General Meeting forms part of the notice.

By Order of the Board of Directors

**Sd/-
V.S. Mathur
Chairman
DIN: 01382982**

**Date: September 19, 2018
Place: Mumbai**

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

ITEM NO. 2

APPOINTMENT OF MS. TESS DOWNEY AS DIRECTOR

In order to have efficient and effective management of the business activities of the Company, Ms. Tess Downey was appointed as an Additional Director of the Company with effect from October 13, 2017.

Ms. Tess Downey is a Post Graduate Overseas Lawyer from Law Society of Hong Kong, Law Society of England & Wales, Post Graduate Practice Law Course, Law from Singapore Board of Legal Education, LLB (Hons), Law from National University of Singapore.

She is currently working with Principal International Asia Limited as Regional Counsel, Asia in the responsibility of Legal/Compliance/Company Secretary. Prior to joining Principal, Ms. Downey has been associated with AIG and Prudential PLC UK as Vice President and Regional Director respectively in the field of Legal and Developmental role.

Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Ms. Tess Downey will hold office up to the date of this Seventeenth (17th) Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel or their relatives is 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 Ordinary Resolution.

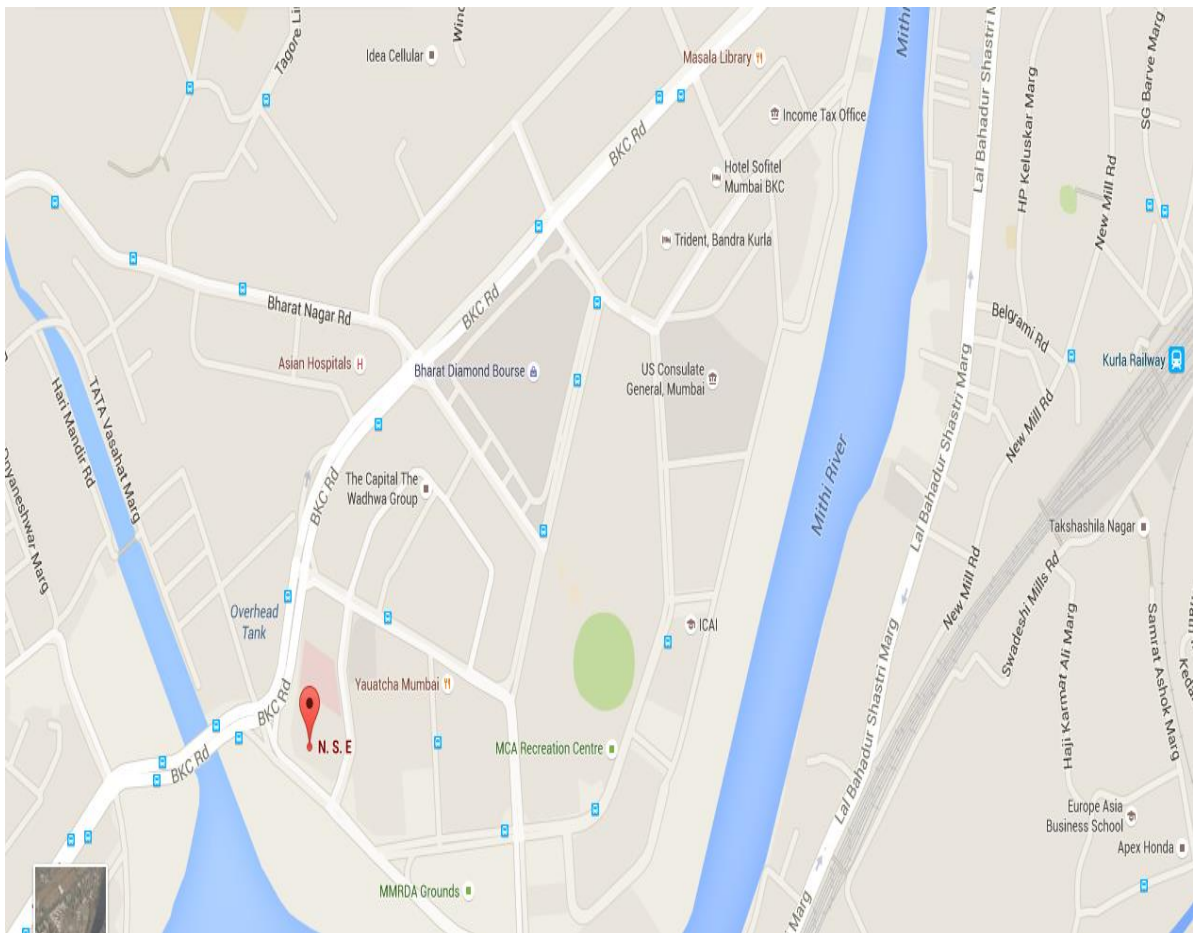
By Order of the Board of Directors

Sd/-
V.S. Mathur
Chairman
DIN: 01382982

Date: September 19, 2018
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ROUTE MAP TO THE VENUE OF THE AGM



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:
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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;

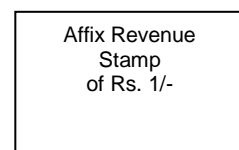
3. Name:
Address:
E-mail Id:
Signature: or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting (AGM) of the Company, scheduled to be held on Tuesday, the 25th day of September, 2018 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:

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, 2018, the Profit & Loss Account, the Statement of Receipts and Payments [Cash Flow Statement] for the financial year ended on March 31, 2018, the Auditors' Report thereon and the Directors' Report & Management Report for the aforesaid period	Ordinary		
SPECIAL BUSINESS				
2.	Appointment of Ms. Tess Downey as Director	Ordinary		

Signed this _____ day of _____, 2018

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.

PRINCIPAL TRUSTEE COMPANY PRIVATE LIMITED
**(Regd Office: Exchange Plaza, B Wing, Ground Floor, NSE Building, Bandra Kurla
Complex, Bandra (East), Mumbai – 400051)**

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 17th Annual General Meeting of the
Company held on Tuesday, September 25, 2018 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: _____