

# PGIM India Asset Management Private Limited

## NOTICE

**NOTICE** is hereby given that Fifteenth Annual General Meeting of the members of PGIM India Asset Management Private Limited will be held on Wednesday, July 19, 2023, at 11.00 A.M. at the registered office of the Company at 4<sup>th</sup> Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 to transact the following business:

### ORDINARY BUSINESS:

#### ITEM NO. 1 - ADOPTION OF ACCOUNTS:

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

“**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss account of the Company for the year ended March 31, 2023, together with the Directors’ report and the Auditors’ report thereon, as circulated to the members and as laid before the meeting, be and are hereby approved and adopted.”

#### ITEM NO. 2 – APPOINTMENT OF M/S. WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

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 139 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Board of Directors and Audit Committee of the Company, M/s. Walker ChandioK & Co LLP, Chartered Accountants, Mumbai, having registration number: 001076N/N500013, be and are hereby appointed as the Statutory Auditors of the Company to hold Office from the conclusion of Fifteenth Annual General Meeting till the conclusion of the Twentieth Annual General Meeting at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Walker ChandioK & Co LLP, plus applicable taxes, out-of-pocket expenses, traveling and other expenses, in connection with the work of audit to be carried out by them;

**RESOLVED FURTHER THAT** any of the Board of Directors or Company Secretary of the Company, be and is, hereby, severally, empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

### SPECIAL BUSINESS:

#### ITEM NO. 3 - APPOINTMENT OF MR. DAVID WAN CHANG AS DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** Mr. David Wan Chang [DIN: 09644315] who was appointed as an Additional Director by the Board of Directors with effect from July 01, 2022 and who ceases to hold office under Section 161 of the Companies Act, 2013 on the date of this Annual General Meeting, be and is hereby, appointed as a Director of the Company, not retiring by rotation;

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and are hereby, jointly and severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

#### **PGIM India Asset Management Private Limited**

4th Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
T: +91-22-6159 3000 F: +91-22-6159 3110 W: pgimindiamf.com  
Corporate Identity No. U74900MH2008FTC187029

# PGIM India Asset Management Private Limited

## ITEM NO. 4 - APPOINTMENT OF MR. RAJESH KRISHNAMOORTHY AS DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** Mr. Rajesh Krishnamoorthy [DIN: 02260571] who was appointed as an Additional Director by the Board of Directors with effect from September 15, 2022 and who ceases to hold office under Section 161 of the Companies Act, 2013 on the date of this Annual General Meeting, be and is hereby, appointed as a Director of the Company, not retiring by rotation.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and are hereby, jointly and severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

## ITEM NO. 5 - APPOINTMENT OF MS. CAROLINE MCDONAGH AS DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** Ms. Caroline McDonagh [DIN: 09805097] who was appointed as an Additional Director by the Board of Directors with effect from February 01, 2023 and who ceases to hold office under Section 161 of the Companies Act, 2013 on the date of this Annual General Meeting, be and is hereby, appointed as a Director of the Company, not retiring by rotation.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company, be and are hereby, jointly and severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

By order of the Board of Directors of  
PGIM India Asset Management Private Limited

  
\_\_\_\_\_  
Ravi Tanna  
Company Secretary  
Membership No. A35002

**Place:** Mumbai  
**Date:** June 26, 2023

**Registered Office:**  
4<sup>th</sup> Floor, C Wing, Laxmi Towers,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051

### NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

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## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 3 - APPOINTMENT OF MR. DAVID WAN CHANG AS DIRECTOR OF THE COMPANY:

Mr. David Wan Chang, Associate Director, [DIN: 09644315] has been appointed as an Additional Director by the Board of Directors with effect from July 01, 2022. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. David Chang shall hold the office of the Director till the conclusion of Annual General Meeting of the Company.

Mr. David Chang oversees PGIM's asset management businesses in India (PGIM India) and Taiwan (PGIM SITE), and PGIM's joint venture on the Chinese mainland with partner Everbright Securities. Prior to joining PGIM, Mr. Chang has worked with Franklin Templeton where he spent more than 20 years, formerly as the CEO and regional head for Greater China since 2007, responsible for driving business across Hong Kong, the Chinese mainland and Taiwan, and more recently as senior advisor providing guidance and strategic counsel to the APAC team. He also held previous senior sales and business development roles at the firm. Mr. Chang currently sits on the Board of Independent Advisors to the Family Office Association in Hong Kong, providing advice on family governance, running family business, philanthropy and all other areas that can add value to the Family Office Hong Kong community, and is an independent advisor to the Raffles Family Office in Hong Kong.

The Board recommends the resolution to be passed as an ordinary resolution as set out in Item No. 3 for appointment of Mr. David Chang as a Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company.

Mr. David Chang is deemed to be interested in this resolution for his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

### ITEM NO. 4 - APPOINTMENT OF MR. RAJESH KRISHNAMOORTHY AS DIRECTOR OF THE COMPANY:

Mr. Rajesh Krishnamoorthy, Independent Director, [DIN: 02260571] has been appointed as an Additional Director by the Board of Directors with effect from September 15, 2022. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Rajesh Krishnamoorthy shall hold the office of the Director till the conclusion of Annual General Meeting of the Company.

Mr. Rajesh Krishnamoorthy has over 22 years of experience in the finance industry. Previously, he was associated with Financial Planning Standards Board Ltd. where he was the India - Country Head. Prior to that, he was associated with iFAST where he has gained experience of more than 12 years, formerly, as Managing Director, managing overall business responsibility in India, and more recently as Vice Chairman, he also served on the Board as an Independent Director and Chairman of the Risk Committee. He has also held the position of Chief consultant for Collaborative Distribution Expansion Project. He was a member of committees of Investment Adviser Regulations (SEBI), Retirement Adviser Certificate Examination (National Institute of Securities Markets), Investment Adviser Certificate Examination (National Institute of Securities Markets). He was also a member and coordinator for SEBI Working Group on Investment Adviser Regulations, 2013. Mr. Rajesh Krishnamoorthy has handled multiple roles at Fidelity Asset Management and Fidelity Funds Network, in India and ICICI Bank. Formerly, he has also been part of Corporate Treasury Management in Tata Housing Development Co.

The Board recommends the resolution to be passed as an ordinary resolution as set out in Item No. 4 for appointment of Mr. Rajesh Krishnamoorthy as a Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company.

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Mr. Rajesh Krishnamoorthy is deemed to be interested in this resolution for his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

## ITEM NO. 5 - APPOINTMENT OF MS. CAROLINE MCDONAGH AS DIRECTOR OF THE COMPANY:

Ms. Caroline McDonagh, Associate Director, [DIN: 09805097] has been appointed as an Additional Director by the Board of Directors with effect from February 01, 2023. As per Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Caroline McDonagh shall hold the office of the Director till the conclusion of Annual General Meeting of the Company.

Ms. McDonagh is associated with PGIM Group since June 2022 and currently oversees the Investment risk sector of PGIM's business in Dublin. Ms. McDonagh also works on ad hoc projects with the Strategic Investment and Research Group in order to develop a knowledge of the wider PGIM business. Ms. McDonagh is also a part of the Investment Committee of PGP India. Prior to joining PGIM, Ms. McDonagh has worked with Federated Hermes Multi Asset, London, as a Portfolio Manager where she assessed and analyzed a range of assets including Futures, ETFs, Commodities, and FX as well as UCITs fund structure, conducted Risk analysis of portfolios, contributed towards research in new product launch and post launch activities from risk perspective. She was also a Member of the Senior Management Team which makes decisions for the Fixed Income and Multi Asset side of the business.

The Board recommends the resolution to be passed as an ordinary resolution as set out in Item No. 5 for appointment of Ms. Caroline McDonagh as a Director of the Company, who shall be not liable to retire by rotation, in accordance with the Articles of Association of the Company.

Ms. Caroline McDonagh is deemed to be interested in this resolution for his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By order of the Board of Directors of  
PGIM India Asset Management Private Limited

Place: Mumbai  
Date: June 26, 2023

  
Ravi Tanna  
Company Secretary  
Membership No. A35002

**Registered Office:**  
4<sup>th</sup> Floor, C Wing, Laxmi Towers,  
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PGIM is the asset management business of Prudential Financial, Inc. (USA)

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CIN - U74900MH2008FTC187029

## ATTENDANCE SLIP

**Fifteenth Annual General Meeting held on Wednesday, July 19, 2023, at 11.00 A.M.**

Regd. Folio No. \_\_\_\_\_ Client ID/Ben. A/C \_\_\_\_\_ No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Fifteenth Annual General Meeting of the Company on Wednesday, July 19, 2023, at 11.00 A.M. at 4<sup>th</sup> Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

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Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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## FIFTEENTH ANNUAL GENERAL MEETING

Wednesday, July 19, 2023, at 11.00 A.M.

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member:

Registered Address:

Email ID:

Folio No. / Client ID:

I/We, being the member(s), holding .....Shares of the above Company, hereby appoint:

1. Name:  
Address:  
Email ID:  
Signature \_\_\_\_\_ Failing him / her;

2. Name:  
Address:  
Email ID:  
Signature \_\_\_\_\_

as my / our proxy to attend and vote for me/ us / our behalf at the Fifteenth Annual General Meeting to be held on Wednesday, July 19, 2023, at 11.00 A.M. at 4th Floor, C Wing, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 and any adjournment meetings thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	For	Against
		Optional*	
<b>Ordinary Business:</b>			
1	Adoption of Accounts		
2	Appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as statutory auditors of the Company		
<b>Special Business:</b>			
3	Appointment of Mr. David Wan Chang as Director of the Company		
4	Appointment of Mr. Rajesh Krishnamoorthy as Director of the Company		
5	Appointment of Ms. Caroline McDonagh as Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Shareholder Signature:

Signature of the Proxy holder:

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**Notes:**

1. Proxies in order to be effective, must be received at the registered office of the company not less than 48 hours before the time fixed for commencement of the meeting.
2. \* It is optional to put "X" in the appropriate column against indicated in the Box. If you leave the column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete the form before submission.

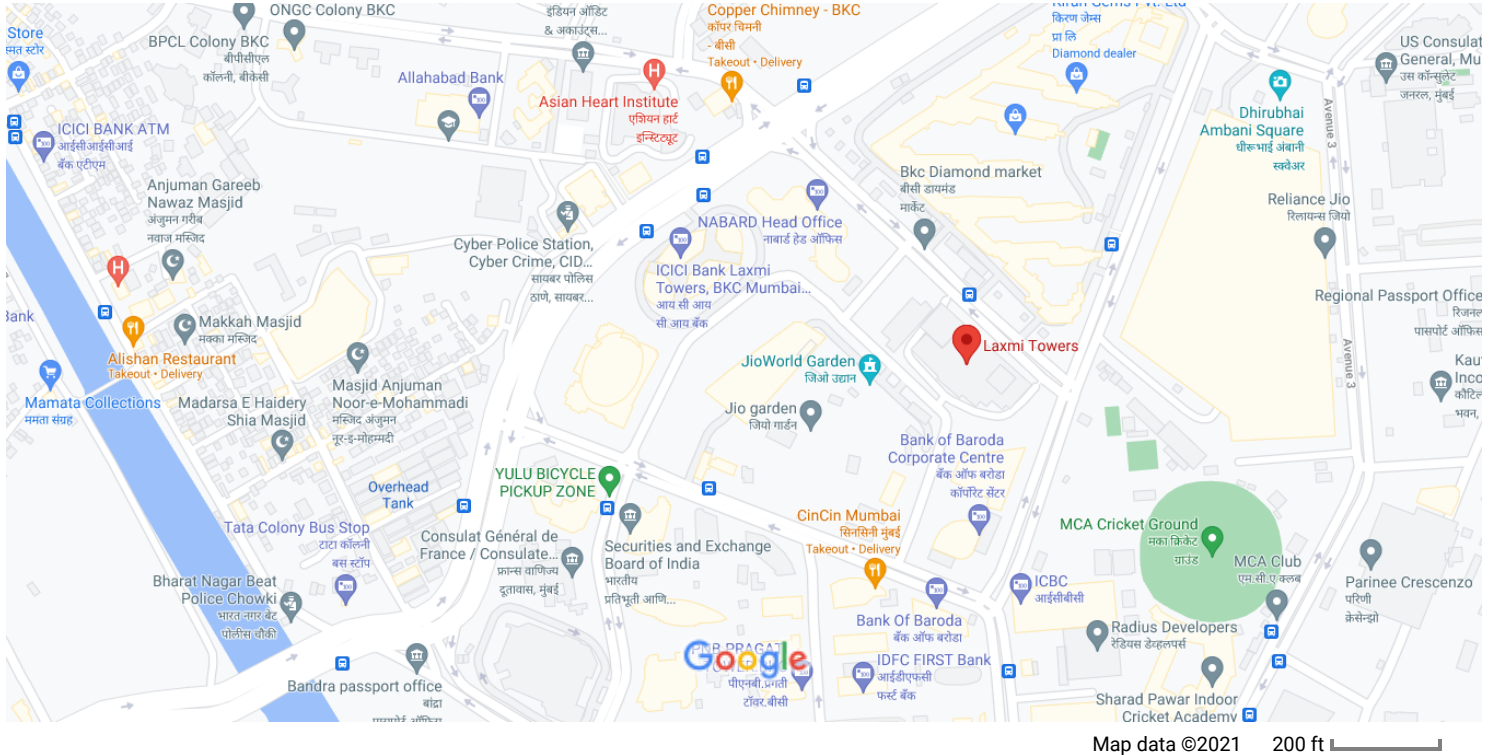
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# Google Maps Laxmi Towers



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## Laxmi Towers

Bandra Kurla Complex Rd  
 G Block BKC, Bandra Kurla Complex, Bandra East  
 Mumbai, Maharashtra 400051  
 India  
 Building



Directions



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