

MASTER TRUST LIMITED
(CIN: L65991PB1985PLC006414)

Regd. Office: SCO 19, Master Chambers, Feroze Gandhi Market, Ludhiana-141001, Punjab
E-mail id: secretarial@mastertrust.co.in, website: www.mastertrust.co.in, Phone: 0161-5043500

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of Members of the Company will be held on Tuesday, 29th day of September 2020, at 11.00 A.M. at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Rajinder Kumar Singhania (DIN 00077540), who retires by rotation and being eligible, offers himself for Re-appointment.

SPECIAL BUSINESS

3. APPROVAL FOR RELATED PARTIES TRANSACTIONS (RPT)

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 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services for the financial year 2020-2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising- out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. REGULARISATION OF APPOINTMENT OF MR. RAJIV KALRA (DIN 07143336) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Rajiv Kalra (DIN 07143336) from additional Independent director to Independent Director, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on 30.06.2020, to hold office for a period of five (5) years w.e.f. 29th September, 2020 and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Place : Ludhiana
Date : 28.08.2020

By Order of the Board
For Master Trust Limited

Regd. Office: SCO 19, Master Chambers, Feroze Gandhi Market,
Ludhiana-141001, Punjab.

Sd/-
(Harjeet Singh Arora)
Managing Director
DIN : 00063176

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under item no. 3 & 4 to be transacted at the Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, 24th September, 2020 to 29th September, 2020 (both days inclusive).
4. Since the Company's shares are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request our shareholders holding shares in physical form to dematerialize their shares at the earliest.
5. Members holding shares in dematerialized form are requested to notify change in address/bank account, if any, to their respective Depository Participants (DPs). Members must quote their Folio Number/ De-mat Account No. (Client Id) in all correspondence with the Company and/or R&T Agent. The Company, in case of dematerialized shares, will not entertain any direct request from such members for change of address, transportation of names, deletion of name of deceased joint holder and change in the bank account details.
6. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours up to the date of the Annual General Meeting.
8. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding Shares in electronic form may obtain the nomination form from their respective Depository Participants.
9. Electronic copy of the notice along with the Annual Report is being sent to all members who's E-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not been registered their email address, physical copies of the Annual Report are being sent to them.
10. Pursuant to Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. Accordingly, Unclaimed final dividend for the Financial Year 2012-13 which remain unpaid/unclaimed for a period of seven years will be transferred to the IEPF by the end of September, 2019 pursuant to the provisions of Section 125 of Companies Act, 2013 or Section 124 of Companies Act, 2013. It may be noted that any person claiming to be entitled to the amount of dividend may apply to the concerned authority constituted by Central Government in this regard after the aforesaid period respectively. Members who have not claimed their dividend for the financial year 2012-13 are requested to make their claim to the Company immediately.
11. Voting through electronic means:
 - A) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 18th September, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 10.00 am on Thursday, 24th September, 2020 to 5.00 pm on Monday, 28th September, 2020. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed **Mr. Rajeev Bhambri**, Practicing Company Secretary, Proprietor of M/s Rajeev Bhambri & Associates (C.P. No. 9491), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
 - B) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
 - C) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date for the purpose of E-voting i.e. Friday, 18th September, 2020 may cast their vote electronically.
 - D) The e-voting period commences at 10.00 am on Thursday, 24th September, 2020 to 5.00 pm on Monday, 28th September, 2020. The e-voting module shall be disabled by CDSL for voting thereafter.
 - E) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - F) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date for the purpose of E-voting i.e. 18.09.2020.
 - G) The Board of Directors at its meeting held on 28.08.2020 has appointed **Mr. Rajeev Bhambri**, Practicing Company Secretary, Proprietor of M/s Rajeev Bhambri & Associates (C.P. No. 9491) as the scrutinizer to scrutinize the e-voting process (including the Ballot forms received from members not having access to E-voting process) in a fair and transparent manner.
 - H) Instructions for e-voting:
 - (a) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (b) Click on "Shareholders" tab.
 - (c) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,

- ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number/member ID in the PAN field. • In case the folio number/member ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number/member ID 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the No. of shares in the Dividend Bank details field.

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN – 200902006 for Master Trust Limited.
- (k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) **Note for Institutional Shareholders**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (s) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 28.08.2020 may follow the same instructions as mentioned above for e-Voting.

12. **Members who do not have access to e-voting facility**

Those members who do not have access to the E-voting Facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, **Mr. Rajeev Bhambri**, Practicing Company Secretary, Proprietor of M/s Rajeev Bhambri & Associates (C.P. No. 9491) at SCO No. 9, Jandu Tower, Miller Ganj, Ludhiana, Punjab – 141003 not later than 28.09.2020 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

13. Members are requested to carefully read the instructions and in case of any queries, you may refer to the Q & A on e-Voting for Members and User Manual for Shareholders to cast their votes available in the Help section of www.evotingindia.com.
14. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically or through enclosed Ballot Form, may cast their vote at the Annual General Meeting.
15. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
16. The Results shall be declared on the Annual General Meeting of the Company. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.mastertrust.co.in and on the website of CDSL immediately after passing of the resolutions at the Annual General Meeting of the Company on 29.09.2020 and communicated to the BSE Limited.
17. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at secretarial@mastertrust.co.in (in case of shares held in physical form).
18. The Notice & Annual Report of the Company circulated to the members, will also be made available on the Company's website at www.mastertrust.co.in
19. Information required to be provided under the Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015 , regarding the Directors who are proposed to be appointed/ re-appointed is as below as on date:-

A. Mr. Rajinder Kumar Singhania (DIN 00077540)

Name of the Director	Rajinder Kumar Singhania
Age (years)	66 years
Qualification	CA
Expertise	Mr. Rajinder Kumar Singhania has a wide experience of more than 35 years working in the field of Corporate Strategy, Tax Planning, Financial Engineering and M&A space.
Directorship held in other Companies	11
Chairmanships / Memberships of Committees of other public companies	Chairmanship: 0 Membership: 0
Shares held in the Company	5160714 (23.72%)
Relationship with other Director(s)	No any Relation with any directors.

B. MR. RAJIV KALRA (DIN 07143336)

Name of the Director	MR. RAJIV KALRA (DIN 07143336)
Age (years)	66 years
Qualification	MBBS
Expertise	Mr. Rajiv Kalra has over 30 years of experience in investment, trading and securities market.
Directorship held in other Companies	1
Chairmanships / Memberships of Committees of other public companies	Chairmanship: 2 Membership: 1
Shares held in the Company	Nil
Relationship with other Director(s)	No any relationship with any Director (s).

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT TO THE NOTICE**

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement regarding Special Business:

Item No. 3

Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 dated 14.08.14 and MCA Notification No. GSR 971(E) dated 14.12.2015 requires the approval of the members by way of a prior resolution for specified transactions beyond threshold limits with Related Parties.

Further, Regulation 23 of SEBI (LODR) Regulations, 2015 prescribes that all material related party transactions to require approval of the shareholders through a resolution. SEBI (LODR) Regulations, 2015 defines a transaction with a related party to be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Your Company from time to time renders and avails various services which may include credit facilities from/to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

Sr. No.	Name of the related party of the Co.	Name of the director or key managerial personnel of the Company who is related to related parties co., if any.	Nature of relationship	of
Subsidiaries/Wholly Owned Subsidiaries.				
1.	Master Capital Services Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Wholly Subsidiary Company.	Owned of the
2.	Master Commodity Services Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Wholly Subsidiary Company. (Step Down)	Owned of the
3.	Master Portfolio Services Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Wholly Subsidiary Company (Step Down).	Owned of the
4.	Master Insurance Brokers Ltd.	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhanian and their relatives hold shares in the Subsidiary Company. None of the other Directors or Key managerial personnel is related except to the extent of their directorship in the Subsidiary company.	Wholly Subsidiary Company.	Owned of the
5.	Master Infrastructure and Real Estate Developers Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Wholly Subsidiary Company.	Owned of the
6.	Prime Industries Limited	Mr. Harjeet Singh Arora, Mrs. Harneesh Kaur Arora and Mr. Rajinder Kumar Singhanian hold shares in Prime Industries Limited. None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Directors of the Company are Directors and Shareholders in Prime Industries Ltd.	
7.	H. A. Shares & Stock Brokers Ltd	Mrs. Harneesh Kaur Arora, being the Director and Shareholder, and Mr. Harjeet Singh Arora being shareholders, none of the other Directors or Key managerial personnel is related to the Subsidiary Company.	Subsidiary Company.	of the

Other Names of Related parties that is owned and or significantly influenced by the key Management Persons or their Relatives, is mentioned under Note of Related Party in Financial Statement of the Company.

Nature, material terms, monetary value and particulars of the contract or arrangement	As may be decided by the Board of Directors at relevant time.
Any other information relevant or important for the members to take a decision on the proposed resolution	Nil.

The Board considers that the existing arrangements with above related parties are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution, except those directors having common directorship in above said companies (related parties).

The Board recommends the Ordinary Resolution as set out in Item No.3 of this Notice for approval of the Members.

Item No. 4

Mr. Rajiv Kalra (DIN 07143336) was appointed as an Additional Independent Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 30th June, 2020, with effect from 30th June, 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, hold office upto the date of the Annual General Meeting of the Company.

Mr. Rajiv Kalra (DIN 07143336) is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of the Nomination and Remuneration Committee the Board is considering the regularization of appointment of Mr. Mr. Rajiv Kalra (DIN 07143336) from Additional Independent Director to Independent Director of the Company for a period of five years w.e.f.29th September, 2020.

The Company has also received a declaration from Mr. Rajiv Kalra (DIN 07143336) declaring that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajiv Kalra (DIN 07143336) fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

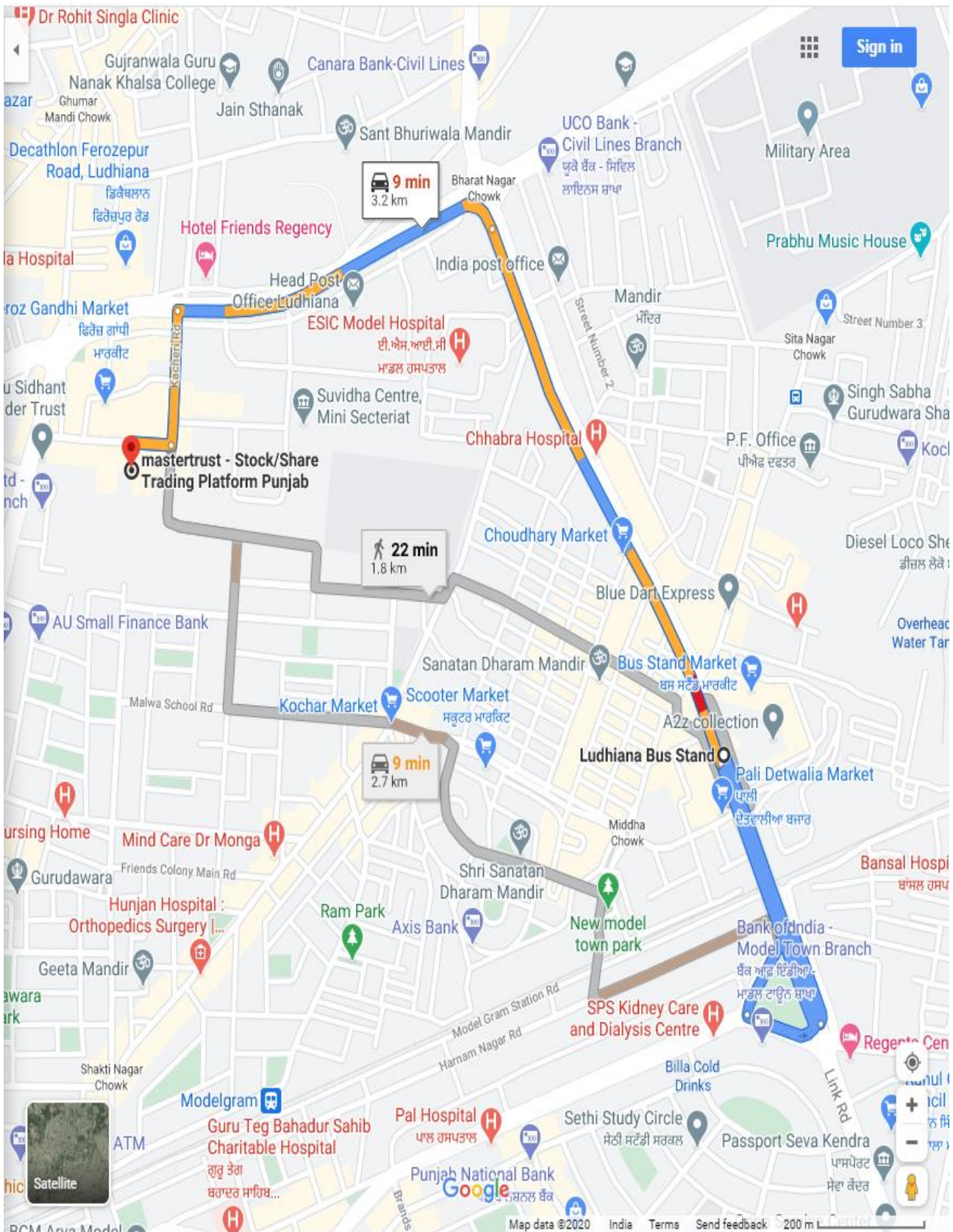
The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

By Order of the Board
For Master Trust Limited

Sd/-
(Harjeet Singh Arora)
Managing Director
DIN: 00063176

Place : Ludhiana
Date : 28.08.2020

Route map for reaching Building of the Place of AGM i.e. Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab from ISBT, Ludhiana



MASTER TRUST LIMITED
Regd. Office: Master Chamber, SCO-19, Feroze Gandhi Market, Ludhiana
CIN: L65991PB1985PLC006414
E-mail id: secretarial@mastertrust.co.in, website: www.mastertrust.co.in, Phone: 0161-5043500

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 (s) : Registered address :		E-mail Id : Folio No/ Client Id : DP ID :	
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I/We, being the member (s) of shares of Master Trust Limited, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. 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 35th Annual General Meeting of the company, to be held on the 29.09.2020 at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, in respect of such resolutions as are indicated below:

Item No.	Description	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2020 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
2.	APPOINT A DIRECTOR IN PLACE OF MR. RAJINDER KUMAR SINGHANIA (DIN 00077540), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.		
3.	APPROVAL OF RELATED PARTY TRANSACTIONS.		
4.	REGULARISATION OF APPOINTMENT OF MR. RAJIV KALRA (DIN 07143336) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR:		

Signed this day of..... 2020

Signature of shareholder

Signature of Proxy holder(s)

Revenue Stamp

Note:

- 1. 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 the commencement of the Meeting. A Proxy need not be a member of the Company.**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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Regd. Office: Master Chamber, SCO-19, Feroze Gandhi Market, Ludhiana
CIN: L65991PB1985PLC006414
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ATTENDANCE SLIP

(Please complete and hand it over at the entrance of the meeting hall.)
(Only Members or their Proxies are entitled to be present at the Meeting)

Folio No. _____ Client ID/DP ID* _____

Name of Shareholder/Joint Shareholder/Proxy _____

Address _____

No. of Shares held _____

I/We hereby record my/our presence at the 35th Annual General Meeting held on 29th September 2020, at 11.00 A.M. at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab.

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT _____

*Applicable to investors holding shares in electronic form only

MASTER TRUST LIMITED

Registered office: Master Chambers, 19, 3rd Floor, Feroze Gandhi Market, Ludhiana, Punjab - 141001.
[CIN No: L65991PB1985PLC006414] [E-Mail: secretarial@mastertrust.co.in]
[Website: www.mastertrust.co.in] [Tel Nos: 0161-5043500]

BALLOT FORM

(To be returned to Scrutinizer appointed by Master Trust Limited)

1. Name(s) of Member(s) :

(including joint-holders, if any)

2. Registered Folio No. / :

DPID No. / Client ID No.*

(*Applicable to Members holding shares
in dematerialized form)

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated 28.08.2020 to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2020 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.	Ordinary		
2.	APPOINT A DIRECTOR IN PLACE OF MR. RAJINDER KUMAR SINGHANIA (DIN 00077540), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.	Ordinary		
3.	APPROVAL OF RELATED PARTY TRANSACTIONS.	Ordinary		
4.	REGULARISATION OF APPOINTMENT OF MR. RAJIV KALRA (DIN 07143336) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR:	Ordinary		

Place :

Date :

Signature of Member / Beneficial Owner

E-Mail _____

Tel. No. _____