

**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: 0161-3911500

**NOTICE**

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of Members of the Company will be held on Tuesday, 29<sup>th</sup> day of September 2015, at 11.00 A.M. at Hotel Silver Stone, D - Block, SCO 14 -15, Dugri Road, Near Libra Bus Service, Model Town Extension, Model Town, Ludhiana, Punjab - 141002 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account ended as on that date together with the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. G. S. Chawla (DIN:00087449), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mrs. Harneesh Kaur Arora (DIN: 00089451), who retires by rotation and being eligible, seeks re-appointment.
4. To ratify the tenure of Statutory Auditors of the Company for the FY 2015-16 & to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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, deeds, matters and things that may be necessary, proper or expedient thereto for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 (3) and any other applicable provisions, if any, of the Companies Act, 2013, ('the Act') and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to give any guarantee(s)/ provide any security(ies) in connection with loan(s) made, in their absolute discretion deemed beneficial and in the interest of the Company, in excess of 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time up to a maximum amount of Rs. 5.00 billion (Rupees five billion only) in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary be and are hereby severally authorized to take from time to time, all decisions and such steps as may be necessary for giving guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem fit, necessary or appropriate.

By Order of the Board  
**For Master Trust Limited**

Place :Ludhiana  
Date :14.08.2015

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

(Mohan Singh)  
Company Secretary



## 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 Businesses under items 5 and 6 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, September 25, 2015 to September 29, 2015 (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 upto 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 whose 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 205A read with Section 205C of the Companies Act, 1956, 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 2009-10 which remain unpaid/unclaimed for a period of seven years will be transferred to the IEPF, pursuant to the provisions of Section 205A of Companies Act, 1956 (or Section 124 of Companies Act, 2013 once notified.). 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. Members who have not claimed their dividend for the financial year 2009-10 and 2013-14 are requested to make their claim to the Company immediately.
11. **Voting through electronic means:**
  - A) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the amended Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

- 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.
- 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. 23rd September, 2015, may cast their vote electronically.
- D) **The e-voting period commences at 9:30 a.m. on Saturday, 26th September, 2015 and ends at 5:00 p.m. on Monday, 28th September, 2015. 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. Wednesday, 23rd September, 2015.
- G) The Board of Directors at its meeting held on 14.08.2015 has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (M. No. FCS 4327) 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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 sequence number in the PAN field.</li> <li>• In case the sequence number 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>• 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.</li> </ul>

- (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 – 150824052 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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.

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

In terms of Clause 35B of the Listing Agreement, 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 (M. No. FCS 4327) at SCO No. 9, Jandu Tower, Miller Ganj, Ludhiana, Punjab – 141 003 not later than 28th September, 2015 (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](http://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](http://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 29th September, 2015 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](mailto:admin@skylinerta.com) or with the Company at [secretarial@mastertrust.co.in](mailto: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](http://www.mastertrust.co.in)
19. Information required to be provided under the Listing Agreement entered into with the Stock Exchanges, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Name of the Director	Gurmeet Singh Chawla	Harneesh Kaur Arora
Age (years)	55 years	56 years
Qualification	B.E., M.B.A & D.B.F.	M.A.
Expertise	Wide experience of more than 18 years working in the field of Capital Market, Finance, Merchant Banking, Research, IT & other related activities.	Mrs. Harneesh Kaur Arora is a postgraduate in Arts and has over 30 years of experience in investment and securities market.
Directorship held in other Companies	1. Master Commodity Services Limited 2. Master Insurance Brokers Limited 3. Master Portfolio Services Limited 4. KAG Investment and Advisors Private Limited	1. HK Arora Real Estate Services Limited 2. Master Share and Stock Brokers Limited 3. Eminent Buildwell Private Limited 4. Saintco India Private Limited 5. H.A. Share and Stock Brokers Limited
Chairmanships / Memberships of Committees of other public companies	Nil	Nil
Shares held in the Company	Nil	11,25,010 shares (10.34%)
Relationship with other Director(s)	Not related to any other Director	Spouse of Mr. Harjeet Singh Arora



## EXPLANATORY STATEMENT TO THE NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item No.5 and 6 accompanying the Notice dated 14.08.2015.

### Item No. 5

Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 dated 14.08.14 requires the approval of the members by way of a prior Special resolution for specified transactions beyond threshold limits with Related Parties.

Further, SEBI vide its Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014 prescribes that all material related party transactions to require approval of the shareholders through special resolution. SEBI vide its aforesaid circular 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 thereunder, 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	Name of the director or key managerial personnel who is related, if any	Nature of relationship
<b>Subsidiaries/Wholly Owned Subsidiaries</b>			
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 Owned Subsidiary of the Company.
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 (step down).	Wholly Owned Subsidiary of the Company. (Step Down)
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 (step down).	Wholly Owned Subsidiary of the Company (Step Down).
4	Master Insurance Brokers Limited	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.	Subsidiary of the Company (Step Down).
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 Owned Subsidiary of the Company.
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 Limited	Except Mr. Harjeet Singh Arora being the Director and Mrs. Harneesh Kaur Arora, being the Director of Shareholder, none of the other Directors or Key managerial personnel is related to the Subsidiary Company.	Subsidiary of the Company.
8	Bigbuild Real Estate Private Limited	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhanian are directors and shareholders in Bigbuild Real Estate Private Ltd. None of the other Directors or Key managerial personnel is related.	Directors of the Company are Directors and Shareholders in Bigbuild Real Estate Private Ltd.

9	Prime Agro Farms Private Limited	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhania are directors and shareholders in Prime Agro Farms Private Limited None of the other Directors or Key managerial personnel is related.	Directors of the Company are Directors and Shareholders in Prime Agro Farms Private Limited
10	Master Share & Stock Brokers Limited	Mr. Harjeet Singh Arora and Mrs. Harneesh Kaur Arora are directors and shareholders in Master Share & Stock Brokers Ltd. Mr. Rajinder Kumar Singhania is also a Director in Master Share & Stock Brokers Ltd. None of the other Directors or Key managerial personnel is related.	Directors of the Company are Directors and Shareholders in Master Share & Stock Brokers Ltd
	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	

#### Item No. 6

Prior to April 1, 2014, the Company had been giving guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time in compliance with the applicable provisions of the Companies Act, 1956 (the "Old Act").

Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") (as amended) has been brought into force with effect from April 1, 2014 and consequently, the corresponding Section 372A of the Old Act in relation to inter corporate loans and investments has been repealed. Section 186(2) of the Act provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Section 186(3) of the Act read with Rule 13 of the Rules provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate alongwith the investment, loan, guarantee or security proposed to be made or given by the Board of Directors (the "Board") of a company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless previously authorised by a Special Resolution. The Company however is exempt from the provisions of Section 186(3) of the Companies Act, 2013 by virtue of Section 186(11) of the Companies Act, 2013 in respect of its investment and lending activities being an NBFC. The Company nonetheless has to provide corporate guarantees or securities in respect of lendings in favour of other Body Corporates.

As per the latest audited balance sheet of the Company as at March 31, 2015, sixty per cent of the paid-up share capital, free reserves and securities premium account is equal to Rs. 402.80 millions while one hundred per cent of its free reserves and securities premium account is equal to Rs. 562.11 millions. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for providing guarantees/securities (as the case may be) is Rs. 562.11 millions. The aggregate of guarantees or securities proposed to be made or given or provided by the Company may exceed the limits for the Company as specified under Section 186(2) of the Act from time to time.

In view of the above, approval of Shareholders is sought for giving guarantees or providing securities (as specified in the Special Resolution) in excess of the limits specified under Section 186(2) of the Act.

In light of the above, the Directors of the Company commend the resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

By Order of the Board  
For Master Trust Limited

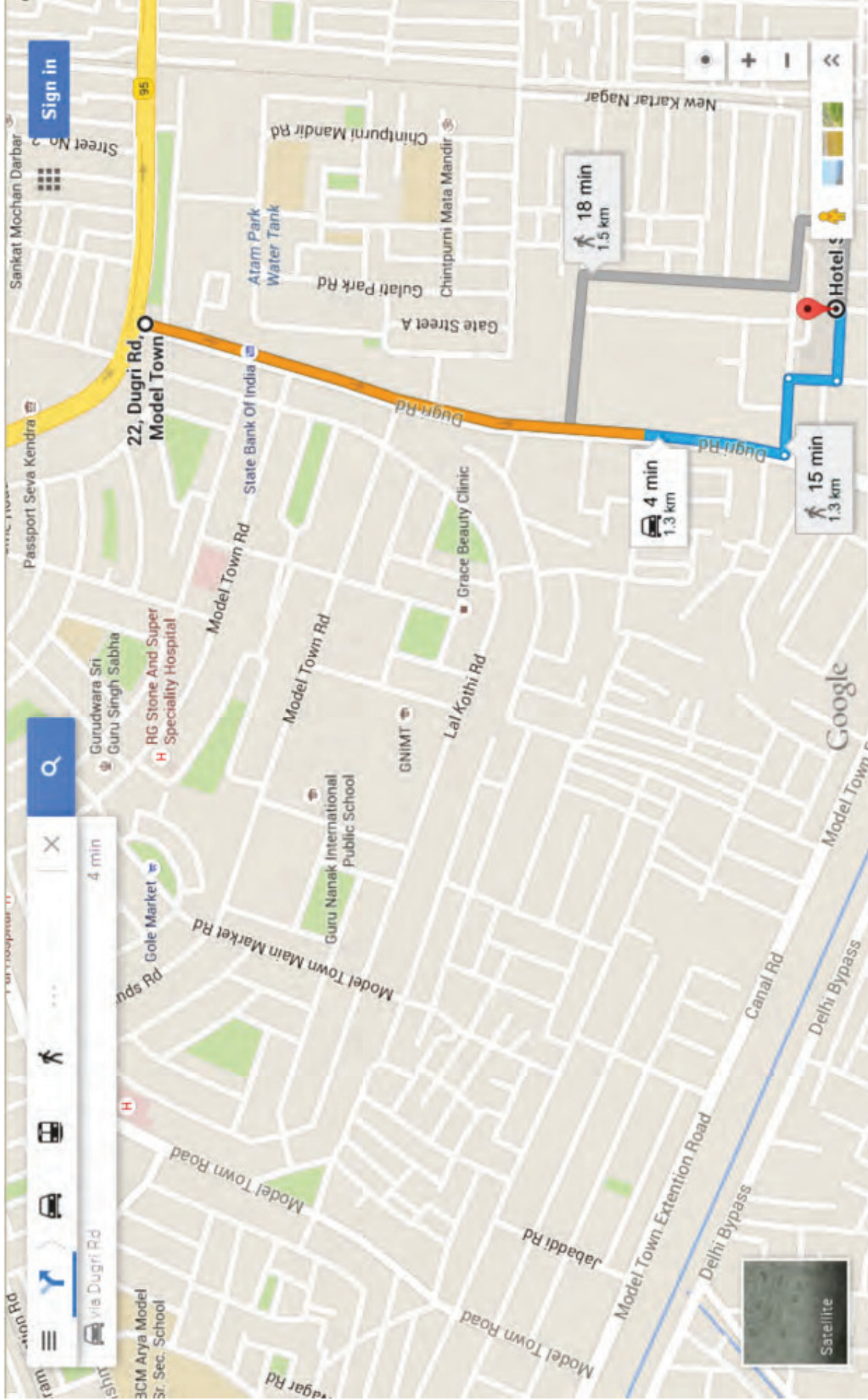
Place : Ludhiana  
Date : 14.08.2015

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

(Mohan Singh)  
Company Secretary



**Route map for reaching Hotel Silverstone from Bus Stand Road, Ludhiana**





**MASTER TRUST LIMITED**  
**Regd. Office: Master Chamber, SCO-19, Feroze Gandhi Market, Ludhiana**  
**CIN: L65991PB1985PLC006414**

**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) :		E-mail Id :	
Registered address :		Folio No/ Client Id :	
		DP ID :	

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
  
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 30th Annual General Meeting/ Extraordinary general meeting of the company, to be held on the 29th day of September, 2015 at 11.00 a.m. at Hotel Silver Stone, D - Block, SCO 14 - 15, Dugri Road, Near Libra Bus Service, Model Town Extension, Model Town, Ludhiana, Punjab - 141002 and at any adjournment thereof 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 Balance Sheet and Profit & Loss Account for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. G. S. Chawla (DIN: 00087449), who retires by rotation and being eligible, seeks re-appointment.		
3	Appointment of Mrs. Harneesh Kaur Arora (DIN: 00089451), who retires by rotation and being eligible, seeks re-appointment.		
4	To ratify the appointment of Statutory Auditors of the Company for the FY 2015-16.		
5	Approval of Related Party Transactions.		
6	To give guarantees or provides securities in excess of the limits prescribed under Section 186(3) of Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

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.**
2. **A Proxy need not be a member of the Company.**
3. **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.**
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
6. 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.

**MASTER TRUST LIMITED**  
**Regd. Office: Master Chamber, SCO-19, Feroze Gandhi Market, Ludhiana**  
**CIN: L65991PB1985PLC006414**

**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 30th Annual General Meeting held on Tuesday, 29th day of September 2015, at 11.00 A.M. at Hotel Silver Stone, D - Block, SCO 14 -15, Dugri Road, Near Libra Bus Service, Model Town Extension, Model Town, Ludhiana, Punjab - 141002.

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: 0161-3911500]**

**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 dematerialised form)

3. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated 14.08.2015 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 Balance Sheet and Profit & Loss Account for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	Appointment of Mr. G. S. Chawla (DIN: 00087449), who retires by rotation and being eligible, seeks re-appointment.	Ordinary		
3	Appointment of Mrs. Harneesh Kaur Arora (DIN: 00089451), who retires by rotation and being eligible, seeks re-appointment.	Ordinary		
4	To ratify the appointment of Statutory Auditors of the Company for the FY 2015-16.	Ordinary		
5	Approval of Related Party Transactions.	Special		
6	To give guarantees or provides securities in excess of the limits prescribed under Section 186(3) of Companies Act, 2013.	Special		

Place : \_\_\_\_\_  
Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of Member / Beneficial Owner

E-Mail \_\_\_\_\_  
Tel.No. \_\_\_\_\_

