

**MASTER TRUST LIMITED**

(CIN: L65991PB1985PLC006414)

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

E-mail id: [secretarial@mastertrust.co.in](mailto:secretarial@mastertrust.co.in), website: [www.mastertrust.co.in](http://www.mastertrust.co.in),

Phone: 0161-3911500

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013 and Companies Management and Administration Rules, 2014)*

To,  
The Members of Master Trust Limited.

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") [including any statutory modification or re-enactment thereof for the time being in force] whereby the Company seeks approval of the Members, for the following businesses and that the draft resolutions appended below are proposed to be passed by the members as Special Resolution(s) through Postal Ballot:

1. To approve creation of charge on the total assets of the Company to secure its borrowings under Section 180(1)(a) of the Companies Act, 2013.
2. To authorise the Board of Directors to borrow in excess of the paid-up capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013.
3. To alter the Objects Clause of the Memorandum of Association of the Company.
4. To alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations conforming to the Companies Act, 2013.

The proposed resolutions and explanatory statement stating the material facts and the reasons thereof are appended below and a postal ballot form is enclosed for your consideration.

The Company has appointed Mr. Rajeev Bhambri, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are, therefore, requested to carefully read the instructions printed for voting by post or through electronic means.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before **14.02.2015** at the Registered Office of the Company and on the Company's Website.

Please read carefully the instructions printed on the enclosed Postal Ballot Notice and Form and return the Form duly completed in all respects in the attached self-addressed pre-paid envelope, so as to reach the scrutinizer before the close of working hours on **07.02.2015**. Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal ballot Form.

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

**"RESOLVED THAT** in supersession of all earlier resolutions passed by the shareholders of the Company under Section 293(1)(a) and pursuant to section **180(1)(a)** and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company's any one or more of the undertakings or all the undertakings, including the present, and/or future properties, whether moveables or immoveables in favour of the financial institutions/banks/any other investing agencies/trustees for the holders of the debentures/ bonds/other instruments issued/to be issued and loans raised/to be raised by the Company from financial institutions/ banks/any other investing agencies or any other person(s)/ bodies corporate upon the terms and conditions as may be decided by the Board of Directors of the Company, to secure loans, debentures, bonds, working capital facilities, or other instruments, in any currency, in accordance

with the relevant statutory provisions and guidelines issued in that behalf on private placement basis or otherwise, as the case may be, of an aggregate value not exceeding the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid financial institutions/banks/other parties or any of them under the respective agreements/documents entered into/to be entered into by the Company in respect of the said loans/debentures/ bonds or other instruments.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to by and between the concerned parties.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to finalise with the aforesaid parties or any of them and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

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

**"RESOLVED THAT** in supersession of the resolutions, if any passed earlier and pursuant to the provisions of section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the board" which term shall be deemed to include any committee thereof), to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 500 crores, and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the alteration of the Object Clauses of Memorandum of Association in the following manner :-

**I. Adding following sub-clauses No. 4 to 11 after sub-clause 3 of Clause No. iii(A) of Memorandum of Association :**

4. To transact or carry on all kinds of agency business and in particulars in relation to the investment of money, the sale of property and the collection and receipt of money.
5. To receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
6. To deal in, hold, acquire, purchase, sell, dispose off, invest in stock, shares , debentures and other securities as well as estates, properties and other assets on behalf of individuals, firms, companies and other persons.

7. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
8. To act as financial consultants and manage the share portfolios of various individuals, firms and companies and to lend money and negotiable loans provided that the company shall not carry on the business of banking as defined in the Banking Companies Act, 1949.
9. To carry on the business of leasing and hire purchase company and acquire, to provide on lease or to provide in hire purchase basis all types of industrial and offices plant, equipment, machinery, vehicles, buildings and real estate, required or manufacturing processing transportation and trading business and other commercial and service business.
10. To finance the industrial enterprises by way of lending and advancing money, machinery, land, building, shed or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any industrial enterprises, with any financial institution, banks or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance.
11. To carry on the business of investment company and to act as underwriters, sub-underwriters, brokers, to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debentures-stockers, bonds, fixed deposits, intercorporate deposits units, obligations and securities issued or guaranteed by India or Foreign Government, States, Dominions Sovereign, Municipalities or Public Authorities or Bodies and shares, stock debentures, debenture stocks, bonds, obligation and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

**II. Deleting Clause No. iii (C) alongwith with its Sub-clauses from 1 to 26 of Memorandum of Association.**

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association as uploaded on the Company's website [www.mastertrust.co.in](http://www.mastertrust.co.in) be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Date : 14.11.2014  
Place : Ludhiana

**Sd/-  
Harjeet Singh Arora  
Managing Director  
DIN - 00063176**

## **EXPLANATORY STATEMENT**

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

### **Item No. 1**

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the sale, lease or otherwise disposal of the whole or the substantially the whole of the undertaking of the company requires the approval of the members by way of a Special Resolution. The increasing business operations of the Company necessitate use of the borrowing limits by the Board of Directors upto the extent of the existing borrowing limit of Rs. 500 Crore over and above the paid-up capital and free reserves of the Company. For such borrowings, the Board is required to create charge on/mortgage the properties of the company to secure the borrowings. Further, creating charge/ mortgage on the property of the Company is deemed covered by the provisions of Section 180(1)(a) of Companies Act, 2013.

The Shareholders of the Company by an Ordinary Resolution dated 24<sup>th</sup> March, 2011 passed through postal ballot had accorded their consent to the Board of Directors for creation of mortgages or charges in order to secure the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956. The resolution passed under Section 293(1)(a) of the Companies Act, 1956 was valid only upto 1 year from the date of notification of section 180 of the Company Act, 2013 as per the General Circular No.4/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, and after the said date, the Company can exercise the aforesaid powers only after passing a Special Resolution. As per Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management And administration Rules, 2014), consent of the members under Section 180(1)(a) of the Companies Act, 2013 is required to be obtained by means of voting by Postal Ballot.

Hence, your Directors recommend the aforesaid Resolution in Item No.1 of the accompanying Notice for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel and their relatives who are members of the Company, is directly or indirectly, concerned or interested in this resolution except to the extent of their respective shareholding in the company.

### **Item No. 2**

Under section 180(1)(c) of the Companies Act, 2013 (the Act), sanction of the company is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company by way of a special resolution.

Under section 180 of the Act, the above powers of the board are required to be exercised only with the consent of the company by a special resolution.

The Shareholders of the Company by an Ordinary Resolution dated 24<sup>th</sup> March, 2011 passed through postal ballot had accorded their consent to the Board of Directors for borrowing moneys in excess of the paid up share capital and free reserves of the Company under Section 293(1)(d) of the Companies Act, 1956. The resolution passed under Section 293(1)(d) of the Companies Act, 1956 was valid only upto 1 year from the date of notification of section 180 of the Company Act, 2013 as per the General Circular No.4/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, and after the said date, the Company can exercise the aforesaid powers only after passing a Special Resolution. As per Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management And administration Rules, 2014), consent of the members under Section 180(1)(a) of the Companies Act, 2013 is required to be obtained by means of voting by Postal Ballot.

Hence, the resolution as set out in item no. 2 is being sought, by way of a special resolution, pursuant to section 180(1)(c) of the Act seeking approval of the shareholders to authorise the directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding Rs. 500 crores.

The board recommends the resolution under item no. 2 for approval of the members.

None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution set forth in item no. 2 of the notice.

### Item No. 3

With the enactment of Companies Act, 2013, the prescribed format for the Memorandum of Association of a Company limited by shares has also been changed. Accordingly, inter-alia, the Objects Clause of the Company shall have only 2 clauses viz. 'The objects to be pursued by the company on its incorporation' and 'Matters which are necessary for furtherance of the objects'. Accordingly, in line with the amendment to the Act, subject to the approval of the members of the Company, your Board of Directors in its meeting held on 14<sup>th</sup> November, 2014 has approved the amendment to the Objects Clause of the Memorandum of Association of the Company. The present Memorandum of Association is proposed to be altered by adding new clauses under the 'Main objects to be pursued by the Company on its incorporation', inter alia, which were adopted by the shareholders of the Company in their meeting held on 10.12.1994 and deleting the Other Objects, the same being redundant.

The proposed new draft MOA after the same amendements is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

### Item No. 4

The existing Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. However, substantive sections of the Act which deal with the general working of companies stand notified.

Hence with the coming into force of the Act, several regulations of the existing AoA of the Company which have turned redundant, require substantial alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles as prescribed in Table F of Schedule I of the Companies Act, 2013.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Date : 14.11.2014 Place : Ludhiana	<p style="text-align: center;"><b>By Order of the Board of Directors For Master Trust Limited</b></p> <p style="text-align: right;">Sd/- <b>Harjeet Singh Arora</b> <b>Managing Director</b> <b>DIN - 00063176</b></p>
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## **INSTRUCTIONS :**

1. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope 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 7.02.2015 (5.00 p.m. IST). Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Postal Ballot form having tick mark in both the columns will render the form invalid.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 07.02.2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope other than as mentioned in point No. 3 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 31.12.2014. The Notice is being sent to all the members, whose names appear in the Register of Members as on 31.12.2014.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website [www.mastertrust.co.in](http://www.mastertrust.co.in) for information of the Members, besides being communicated to the Stock Exchange on which the shares of the Company are listed.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer E-voting facility as an alternative, to all the shareholders of the Company. For this purpose, the Company has entered into agreement with CDSL for facilitating E-voting to enable shareholders to cast their vote electronically instead of despatching Postal Ballot Form. E-voting is optional.

14. The notice is being sent by E-mail to those members who have registered their E-mail address with the Company or with their Depository Participants. Members who have not registered their E-mail address will receive this notice alongwith form through post.
15. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid.
16. The Board of Directors at its meeting held on 14.11.2014 has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (M. No. FCS 4327) as the scrutinizer to scrutinize the e-voting process (including the Postal Ballot forms received from members not having access to E-voting process) in a fair and transparent manner.
17. The results shall be declared on or before 14.02.2015. The results declared along with the 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 within 2(two) working days of the receipt of scrutinizer report at the Registered Office of the Company and will be communicated to the stock exchanges.

**The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 8<sup>th</sup> January, 2015 at 9.00 AM and ends on 7<sup>th</sup> February, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31.12.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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 Folio number / Client ID in the PAN field.</li> <li>● In case the Folio Number/Client 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/ Client ID 1 then enter RA00000001 in the PAN field.</li> </ul>

DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  <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 Number of Shares in the Dividend Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(Ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of Master Trust Limited - **141231007**.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- 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 a 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.
- 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.

(xix) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## 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]

### POSTAL 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 Special Resolution(s) as specified in the Notice dated 14.11.2014 to be passed through Postal 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	Number of Shares for which votes cast	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to approve creation of charge on the total assets of the Company to secure its borrowings.			
2.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to authorise the Board of Directors to borrow in excess of the paid-up capital and free reserves of the Company.			
3.	Special Resolution to alter the Objects Clause of Memorandum of Association of the Company conforming to the Companies Act, 2013.			
4.	Special Resolution to alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations conforming to the Companies Act, 2013.			

Place :  
Date :

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

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