

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of **Franklin Templeton Trustee Services Private Limited** (the Company) will be held on Monday, March 04, 2019 at 11:00 AM at the registered office of the Company situated at Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013 to transact the following business:

ORDINARY BUSINESS:

- 1. To adopt the Audited Financial Statements for the year ended September 30, 2018 together with the reports of Board of Directors and Auditor's Report thereon:**

To receive, consider and adopt the audited financial statements of the Company comprising of Balance Sheet as at September 30, 2018 and Profit and Loss Account and explanatory notes annexed thereto for the financial year ended on that date along with the notes forming part of Accounts, Auditor's Report thereon and the Report of Board of Directors;

"RESOLVED THAT pursuant to Section 137 of the Companies Act, 2013 ('the Act') read with the relevant rules applicable, if any (subject to any statutory modification(s) or enactment(s) thereof for the time being in force) the audited financial statements of the Company comprising of Balance Sheet as at September 30, 2018 and Profit and Loss Account and explanatory notes annexed thereto for the financial year ended on that date along with the notes forming part of Accounts, Auditors' Report and the Report of Board of Directors be and is hereby adopted;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to file the necessary form and returns with the Registrar of Companies and to certify such necessary documents and attachments thereof and to do all such Acts, deeds and things as may be deemed necessary to give full effect to the aforesaid resolution"

- 2. To consider and ratify the appointment of Statutory Auditors:**

The Members may recollect that they had appointed M/s. S.R Batliboi & Co LLP, Chartered Accountants, (FRN 301003E/E300005) as the Statutory Auditors of the Company at their meeting held on January 23, 2015 to hold office from the conclusion of the said Annual General Meeting ("AGM") until the conclusion of the sixth AGM of the Company to be held after the said AGM, subject to ratification by members at every meeting to be held thereafter.

The Members are informed that with effect from May 07, 2018, the Companies Amendment Act, 2017 had made changes in Section 139 (Appointment of Auditors). According to the said amendment the provision pertaining to the ratification of auditors at every AGM is no more required.

In view of the above, the Members are requested to note that M/s. S.R Batliboi & Co LLP, Chartered Accountants, (FRN 301003E/E300005) shall continue to be the Statutory Auditor of



**FRANKLIN TEMPLETON
INVESTMENTS**

Franklin Templeton Trustee Services Pvt. Ltd.

Registered Office:

Indiabulls Finance Center, Tower 2, 12th and 13th Floor,
Senapati Bapat Marg, Elphinstone (W), Mumbai - 400 013.
Tel.: (91-22) 6751 9100 Fax: (91-22) 6639 1282

the Company for the tenure they were appointed in the AGM held on January 23, 2015, subject to Members approval.

“RESOLVED THAT pursuant to Section 139 (1) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the resolution passed by the members at their meeting held on January 23, 2015, M/s. S. R. Batliboi & Co LLP., Chartered Accountants, registered with the Institute of Chartered Accountants of India vide firm registration number 301003E/E300005, be and are hereby ratified as the statutory auditors of the company for the remaining of their tenure;

RESOLVED FURTHER THAT the remuneration of the statutory auditors shall be decided basis mutual consent between the Board and the Statutory Auditors.”

SPECIAL BUSINESS:

3. Approval for revision in payment of profit related commission to the Independent Directors:

To consider and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 (6) of Companies Act, 2013 (‘the Act’) read with the relevant rules applicable, if any (subject to any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession to the ordinary resolution passed at the Extra Ordinary General Meeting held on June 06, 2018 the consent of the Members be and is hereby accorded for payment of profit related commission of 25 % of the net profits of the Company but not exceeding Rs. 8,50,000 (Rupees Eight Lakhs Fifty Thousand Only) to each Independent Director of the Company;

RESOLVED FURTHER THAT incase of appointment or resignation of an independent director during a financial year, the profit related commission payable to such director may be made on a pro rata basis for the actual number of days of service rendered by such director in the relevant financial year.”

By the Order of the Board
For Franklin Templeton Trustee Services Pvt. Ltd.

Shilpa Shetty
Director
DIN: 07850764

Date: 17 JANUARY 2019

Registered Office:-

Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai- 400013.



NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company. A proxy so appointed shall not have any right to speak at the meeting.
2. The proxy form duly completed must reach the registered office of the Company not later than forty eight hours before the time appointed for holding the Meeting.
3. A person appointed as a proxy can act on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or shareholder.
4. Members/Proxies should bring the attendance slip duly filled in for attending the AGM.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. All the Statutory Registers maintained under the provisions of Companies Act, 2013 shall be available to the members for inspection at the Annual General Meeting.



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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.: 3

To consider and approve the revision in payment of profit related commission to the Independent Directors of the Company

In accordance with the provisions of section 149 (9) of the Companies Act, 2013, the Members in their annual general meeting held on March 17, 2017 approved the payment of profit related commission to each independent director of the Company. Such profit related commission was approved to be 25% profit of the Company but not exceeding Rs. 8,50,000 per annum. There was no enabling clause in the resolution to facilitate pro rata payment to new or retiring directors.

It is therefore proposed to the Board to allow the payment of profit related commission to new or retiring independent directors on pro rata basis for the actual days of service rendered.

By the Order of the Board
For Franklin Templeton Trustee Services Pvt. Ltd.

Shilpa Shetty
Director
DIN: 07850764

Date: 17 JANUARY 2019

Registered Office:-

Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai- 400013.

Form No. MGT-11

PROXY FORM

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

Franklin Templeton Trustee Services Private Limited

CIN: U65991MH1995PTC095500

**Registered Office: Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013**

Name of the Member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No. / Client Id	:	
DP ID	:	

I/We, being member(s) of _____ shares of the above named company, hereby appoint:

1	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	
	or failing him		
2	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	
	or failing him		
3	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting (AGM) of the company, to be held on Monday, March 04, 2019 at 11:00 AM at the registered office of the Company situated at Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

ORDINARY BUSINESS:-

1. To adopt the Audited Financial Statements for the year ended September 30, 2018 together with the reports of Board of Directors and Auditor's Report thereon
2. To consider and ratify the appointment of Statutory Auditor.

Affix revenue
stamp

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxy holder (s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Franklin Templeton Trustee Services Private Limited

CIN: U65991MH1995PTC095500

**Registered Office: Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013**

Attendance Slip

Twenty Second Annual General Meeting on Monday, March 04, 2019 at 11:00 AM

Folio Number	:	
Name of the Member(s) or Name of the Authorised Representative or Name of the Proxy Holder	:	
Address	:	
Number of Shares held	:	

I/We hereby record my presence at the Twenty Third AGM of the Company at the registered office of the Company situated at Indiabulls Finance Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013 on Monday, March 04, 2019 at 11:00 AM

Signature of the Attending Member: _____

Signature of Authorised Representative: _____

Signature of Proxy: _____

Notes:

Member/proxy wishing to attend the meeting must bring the Attendance slip to the meeting and hand it over duly signed copy at the venue.