

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 OF POSTAL BALLOT

Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

To
The members of Master Trust Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013, ("Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed resolutions are proposed to be passed by way of postal ballot for the following purposes:

Item 1- As an ordinary resolution

For seeking the approval of the members of the company under section 61(1)(d) of the Act, for sub-division of existing each equity share of face value of Rs.10/- fully paid up into two equity shares of face value of Rs.5/- each fully paid up.

Item 2 - As an ordinary resolution

For seeking the approval of the members of the company under section 13 read with section 61 of the Act, for alteration of the existing capital clause - Clause V of the Memorandum of Association of the company by substituting the same with a new Clause V.

For members opting for e-voting:

The company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical postal ballot form on all resolutions set forth in the postal ballot notice. The company has engaged the services of Skyline Financial Services Private Limited (Skyline), Registrar & Transfer Agent of the company to provide the voting facility.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutinizer on or before the close of working hours of **(5:00 p.m. IST) on Monday, 12 August, 2019**. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as invalid i.e. as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the chairman of the company after completion of scrutiny of the postal ballots. The results of the postal ballot will be announced by the chairman or any other director of the company at 3.00 p.m. on 13.08.2019 at the registered office of the company at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001. The results of the postal ballot will also be displayed at the registered office of the company and posted on the company's website, www.mastertrust.co.in and on BSE's website, www.bseindia.com within 48 hours of passing of the resolutions besides communication to the stock exchanges where the company's shares are listed.

The resolutions if passed by requisite majority, shall be deemed to have been passed on 12th August, 2019, being the last date for receipt of duly completed postal ballot forms/e-voting.

Item nos.1&2 being ordinary resolutions will be declared as passed if votes cast in favour are more than the number of votes cast against each resolution.

In compliance with the provisions of section 108 of the Act read with rule 22 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their votes either through postal ballot or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by Skyline as stated in this notice.

By Order of the Board

Ludhiana
8th July, 2019

Sd/-
Vikas Gupta
Company Secretary

RESOLUTIONS FOR POSTAL BALLOT
(Pursuant to section 110 of the Companies Act, 2013)

1. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under [including any statutory modification(s) or re-enactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the company and subject to such approvals and consents as may be required from appropriate authorities, the consent of the Members of the company be and is hereby accorded for sub-division of each equity share of face value of Rs.10/- (Rupees Ten) fully paid up into two equity shares of face value Rs.5/- (Rupees Five) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the company, all the authorised, issued, subscribed and paid up equity shares of face value Rs.10/- (Rupees Ten only) each of the company existing on the record date to be fixed by the company shall stand sub-divided into two equity shares of face value Rs.5/- (Rupees Five only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of the face value of equity shares as mentioned above, the share certificate(s) in relation to the existing issued equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the record date to be fixed by the board, and the board be and is hereby authorised, without requiring to surrender the existing issued share certificate(s) by the members, to issue new share certificates in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited proportionately to the respective beneficiary accounts of the members with the depository participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the company before sub-division.

RESOLVED FURTHER THAT Mr. Harjeet Singh Arora, Managing Director or Mr. Rajinder Kumar Singhanian, Director or Mr. Vikas Gupta, Company Secretary, of the company be and is hereby authorized severally to:

(a) Execute and file necessary applications, declarations, and other documents with stock exchanges, depositories, registrar and transfer agents and/or any other statutory authority(ies), if any;

(b) Settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or on any matters connected herewith or incidental hereto; and

(c) To take such steps as may be required to obtain approvals in relation to above and do such further acts, deeds or things, including all other matters incidental thereto as may be required to give effect to the sub-division of equity shares of the company and in order to implement the foregoing resolution.”

2. To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or any re-enactment thereof) existing **Clause V** of the Memorandum of Association of the company be and is hereby substituted with the following:

“V: The Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven crores only) divided into 2,20,00,000 (Two crores twenty lakhs) equity shares of Rs.5/- (Rupees five only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Harjeet Singh Arora, Managing Director or Mr. Rajinder Kumar Singhanian, Director or Mr. Vikas Gupta, Company Secretary, of the company be and is hereby authorized severally to take such steps as may be required to obtain approvals in relation to above and do such further acts, deeds or things as may be required to give effect to the alteration in Memorandum of Association (MOA) of the Company and further authorised to file necessary e-forms in this regard.”

By Order of the Board

Ludhiana
8th July, 2019

Sd/-
Vikas Gupta
Company Secretary

ANNEXURE TO NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ["Act"]

Item Nos.1 & 2 - Sub-division of equity shares of the company and alteration of the capital clause in the Memorandum of Association (MoA) of the company:

The operations of the company has grown significantly during the last four years and the net profit of the company has grown that is generating considerable interest in the company's equity shares in the market. In order to improve the liquidity in the company's equity shares and to make the shares more affordable for the investors, the board of directors ('board') at its meeting held on July 8, 2019, recommended the sub-division of each equity share having a face value of Rs.10/- fully paid up into two equity shares of the face value of Rs. 5/- each, for members approval.

The board/committee shall determine the record date for sub-division of equity shares at a later date.

Sub-division of shares, requires amendments to the existing Clause V of the Memorandum of Association which provides for face value of shares to be Rs.10/- per share. Presently, the authorised share capital of the company is Rs.11,00,00,000 (Rupees eleven crores only) consisting of 1,10,00,000 (One crore ten lakhs) equity shares of Rs.10/- (Rupees Ten) each which shall be altered as Rs.11,00,00,000 (Rupees eleven crores only) consisting of 2,20,00,000 (two crores twenty lakhs) equity shares of Rs.5/- (Rupees Five) each in view of the aforesaid sub-division of shares.

The board recommends resolution nos. 1&2 of this Notice for approval of the members to be passed as ordinary resolutions.

None of the directors, key managerial personnel of the company and their relatives is concerned or interested in the resolution except to the extent of their shareholding in the company.

You are requested to communicate your assent or dissent for the aforesaid resolutions, in accordance with the instructions set out herein.

Note: The amended MoA and other documents referred to in item nos.1 to 2 will be open for inspection by members at the registered office of the company on all working days between 11:00 a.m. and 1:00 p.m. till 12 August, 2019.

By Order of the Board

Sd/-

Vikas Gupta
Company Secretary

Ludhiana
8th July, 2019

VOTING THROUGH ELECTRONIC MEANS:

Instructions :

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to Members to exercise their votes electronically in all resolutions set forth in the Postal Ballot Notice. The Members, whose names appear in the Register of Members as on 8th July, 2019, 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 9.00 am on Friday, 12th July, 2019 to 5.00 pm on Monday, 12th August, 2019.

The company has engaged the service of Skyline Financial Services Private Limited (Skyline) to provide remote e-voting facility to enable members to cast their votes in secured manner.

The Company has appointed Mr. Rajeev Bhambri, Practising Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot voting process in a fair and transparent manner.

1. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

- A) A member may exercise his vote by electronic means.
- B) 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. Monday, 8th July, 2019 may cast their vote electronically.
- C) The e-voting period commences at 9.00 am on Friday, 12th July, 2019 to 5.00 pm on Monday, 12th August, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.
- D) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E) 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. 08.07.2019.
- F) The Board of Directors at its meeting held on 08.07.2019 has appointed Mr. Rajeev Bhambri, Practising 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.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for

Bank Details	<p>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.
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- (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 – 190706003 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. 08.07.2019 may follow the same instructions as mentioned above for e-Voting.

2. 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 (M. No. FCS4327) at SCO No.9, Jandu Tower, Miller Ganj, Ludhiana, Punjab - 141003, not later than 12.08.2019 (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.

3. 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.
4. 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.
5. The Results shall be declared after the end of date of Postal Ballot. 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 through Postal Ballots on 12.08.2019 and communicated to the BSE Limited.

MASTER TRUST LIMITED

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POSTAL BALLOT FORM

Serial No.:

1. Name(s) of the member(s) :
(including joint-holders, if any)
2. Registered address of the Sole / First
named member :
3. Registered Folio No./ DP ID-Client ID No. :
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Ordinary / Special Resolutions to be passed through Postal Ballot for the businesses stated in the Postal ballot Notice dated July 8, 2019 of the company by conveying my/our assent/dissent to the said Resolutions by placing the tick (☑) mark at the appropriate boxes below:

SN.	Description	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for sub-division of existing each equity share of face value of Rs.10/- fully paid up into two equity shares of face value of Rs.5/- each fully paid-up.			
2	Approval for alteration of the existing capital clause - Clause V of the Memorandum of Association of the company by substituting the same with a new Clause V.			

Place:

Date:

#E-mail ID: _____

#To be provided by members holding equity shares in physical form. Please send the postal ballot form in the Envelope enclosed herewith.

Note: Please read carefully the instructions given overleaf and in the notes to the postal ballot notice dated July 8, 2019 carefully before exercising your vote.

VOTING INSTRUCTIONS

Kindly note that members can opt for only one mode of voting i.e. either physical ballot form or e-voting. If you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice versa. In case, member(s) cast their vote via both the modes i.e., physical ballot form as well as e-voting, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.

(A) Process and manner for members opting for physical ballot:

1. A member desiring to exercise vote by physical ballot may complete this postal ballot form and send it to the Scrutiniser in the enclosed self addressed pre-paid Business Reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/ registered post at the expense of the member will also be accepted.
2. The self addressed envelope bears the address of the Scrutiniser appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per the specimen signature registered with the company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned / incorrect postal ballot form will be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
4. In case of companies, trusts etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the postal ballot form.
5. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s). A member is not entitled to appoint a proxy to vote in his / her behalf by postal ballot.
6. **Duly completed postal ballot form(s) should reach the Scrutinizer not later than the close of working hours (5 p.m.) on Monday, 12th August, 2019. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such member has not been received.**
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on 08 July, 2019.
8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the company should be mentioned in the postal ballot form.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the company will not be able to act on the same.

The company is pleased to offer e-voting facility, for all the members, to enable them to cast their votes electronically instead of physical postal ballot form.

(B) Process and manner for members opting for e-voting:

Members opting for e-voting may follow the procedure as recommended by Skyline Financial Services Pvt. Limited, the e-voting agency appointed by us, as stated in the postal ballot notice.
