

To,

The Secretary,
Bombay Stock Exchange Limited,
Floor 25, P.J. Towers, Dalal Street,
Mumbai.

Subject : Notice of Book Closure and Annual General Meeting.

Dear Sir,

This is to inform you that the 33rd Annual General Meeting of the Company will be held on Saturday, September 29, 2018 at 11.00 a.m. at Hotel Silver Stone situated at D - Block, SCO 14-15, Dugri Road, Model Town Extension, Model Town, Ludhiana, Punjab-141001.

The register of members and share transfer books of the Company will remain closed from Tuesday, September 25, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of determining the eligibility of members for payment of dividend for the financial year 2017-18 @ 10% (Rs. 1.00/- per equity share of the value of Rs. 10 each) on the paid-up equity share capital of the Company, subject to the approval of the members at the AGM.

Dividend after declaration at the AGM, will be paid within 30 days of the AGM, to those eligible members whose name(s) appear :

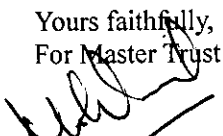
- a. as member(s) holding shares in physical mode, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/Company on or before 25th September, 2018.
- b. as Beneficial Owner(s) holding shares in electronic mode, details as furnished by the Depositories viz National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited(CDSL), for said purpose.

The Company is providing its members the facility to exercise their vote by electronic means on all resolutions set forth in the notice. Members holding shares in demat or physical form as on 21st September, 2018 being the cut-off date shall be entitled to exercise the right to vote by electronic means through e-voting. The e-voting will commence at 9.30 a.m. on Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018 (both days inclusive). The e-voting module shall be disabled by CDSL for voting thereafter. The Company will also make available the facility for voting through poll at the venue of AGM for voting by the members attending the meeting but who have not already cast their vote by remote e-voting.

This is for your information and records.

Thanking you,

Yours faithfully,
For Master Trust Limited


Mohan Singh
(Company Secretary)

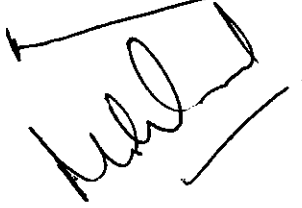
MASTER TRUST LIMITED

CIN : L65991PB1985PLC006414
Regd. Office : Master Chambers, S.C.O. 19, Feroze Gandhi Market, Ludhiana -141 001 | Tel : +91-161-3911500 | Fax : +91-161-2402963
Corporate Office : 1012, 10th Floor, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001 | Tel : +91-11-42111000 | Fax : +91-11-42111040
E-mail : secretarial@mastertrust.co.in


mastertrust™

Cc:

1. Central Depository Services (India) Ltd., ^{IN MASTER I TRUST} 28th Floor, P J Towers, Dalal Street, Fort, Mumbai-400023.
2. National Securities Depository Limited, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013.
3. Skyline Financial Services (P) Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020.



MASTER COMMODITY SERVICES LTD

1012, Arunachal Building, 10th Floor, 19, Barakhamba Road, New Delhi-110 001 • Tel.: 011-42111000, Fax: 011-42111029, 40 • CIN : U67120PB1991PLC011574
FMC: MCX/TCM/CORP/0472 • FMC: NCDEX: NCDEX/TCM/CORP/0138 • FMC: ACE: ACE/TCM/CORP/0298 • FMC: NMCE: NMCE/TCM/CORP/0094
Regd. Office.: Master Chambers, 19, Feroze Gandhi Market, Ludhiana-141 001 • Tel.: 0161-2410557-558, 3013411-13, Fax: 0161-2402963

www.mastertrust.co.in



2018 **AGM
NOTICE**

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 33rd Annual General Meeting of Members of the Company will be held on Saturday, 29th day of September 2018, at 11.00 A.M. at Hotel Silver Stone, D-Block, SCO 14-15, Dugri Road Model Town Extension, Model Town, Punjab - 141002, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Profit and Loss Account ended as on that date together with the reports of the Directors and the Auditors thereon.
2. To declare dividend.
3. Appoint a Director in place of Mr. Harjeet Singh Arora (DIN:00063176), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint a Director in place of Mr. R. K. Singhanian (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s CS Arora & Associates, Chartered Accountants (Firm Regn No. 015130N), as Statutory Auditors of the Company be and is hereby ratified to hold office for a term of consecutive four years till the conclusion of 37th AGM of the Company at such remuneration as may be mutually agreed to between the Managing Director and the said Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services.

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."

Place : Ludhiana
Date : 14.08.2018

By Order of the Board
For Master Trust Limited

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

Sd/-
(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 Business under item no. 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, 25th September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of determining the eligibility of members for payment of dividend for the financial year 2017-18 @ 10% (₹1.00/- per equity share of the value of Rs. 10 each) on the paid-up equity share capital of the Company, subject to the approval of the members at the said AGM.

Dividend after declaration at the AGM, will be paid within 30 days of the AGM, to those eligible members whose name(s) appear :

- a. as member(s) holding shares in physical mode, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/Company on or before 25th September, 2018.
 - b. as Beneficial Owner(s) holding shares in electronic mode, details as furnished by the Depositories viz National Securities Depository Limited(NSDL)and Central Depository Services(India) Limited(CDSL), for said purpose.
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 124 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. Accordingly, Unclaimed final dividend for the Financial Year 2010-11 which remain unpaid/unclaimed for a period of seven years will be transferred to the IEPF by the end of September, 2018 pursuant to the provisions of Section 125 of Companies Act, 2013 or Section 124 of Companies Act, 2013. It may be noted that any person claiming to be entitled to the amount of dividend may apply to the concerned authority constituted by Central Government in this regard after the aforesaid period. Members who have not claimed their dividend for the financial year 2010-11 are requested to make their claim to the Company immediately.

11. **Transfer of Equity Shares to IEPF Suspense Account**

In accordance with the provisions of sections 124 and 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF), company is required to transfer the shares in respect of which dividend remains unpaid or unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. As required under the said rules, if required the company shall publish a notice in the newspapers inviting the shareholders' attention to the aforesaid rules. The company, if required, sends individual communication to the concerned shareholders whose shares are liable to be transferred to IEPF Account, pursuant to the said rules and also displays the details of such shareholders and shares due for transfer on the website of the company at www.mastertrust.co.in.

A) Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21st September, 2018, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.30 am on Wednesday, 26th September, 2018 to 5.00 pm on Friday, 28th September, 2018. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Rajeev Bhambri, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

- B) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- C) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date for the purpose of E-voting i.e. Saturday, 21st September, 2018 may cast their vote electronically.
- D) The e-voting period commences at 9.30 am on Wednesday, 26th September, 2018 to 5.00 pm on Friday, 28th September, 2018. 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. 21.09.2018.
- G) The Board of Directors at its meeting held on 14.08.2018 has appointed Mr. Rajeev Bhambri, Practising 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 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.

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) 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 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. 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.

- (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:
- (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 – 180818010 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. 21.09.2018 may follow the same instructions as mentioned above for e-Voting.

12. As per SEBI circular bearing no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated: 20th April, 2018, the company had sent notices on 16.07.2018 to shareholders holding physical shares for obtaining the copy of Pan Card and Bank details.

This is to remind the shareholders to kindly furnish a self attested copy of your Pan Card and latest bank statement (not older than 3 months) so that all future dividends could directly be credited to your bank account and we would be able to serve you better in future.

You are requested to send the desired details/documents to the Company's Address.

You may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc. shall be subject to enhanced supervision by the Company.

13. As per SEBI Notification bearing no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 the Company had sent notices on 16.07.2018 informing the shareholders that wef 5.12.2018 Equity Shares of the Company shall be transferable in demat form only.

This is to remind the shareholders that to continue to enjoy unfettered ownership of the Company's shares and their transferability, you are requested to kindly get your shareholding in the Company dematerialized before 5.12.2018.

14. 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. FCS 4327) at SCO No. 9, Jandu Tower, Miller Ganj, Ludhiana, Punjab – 141 003 not later than 28.09.2018 (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.

15. 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.
16. 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.
17. The Results shall be declared on the Annual General Meeting of the Company. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.mastertrust.co.in and on the website of CDSL immediately after passing of the resolutions at the Annual General Meeting of the Company on 29.09.2018 and communicated to the BSE Limited.
18. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at secretarial@mastertrust.co.in (in case of shares held in physical form).
19. 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
20. 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.
21. M/s CS Arora & Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company by shareholders at the last AGM of the Company for a term of 5 years subject to annual ratification at each AGM. Since, the Ministry of Corporate Affairs has done away with the requirement of annual ratification of Statutory Auditors at each Annual General Meeting, their term is being ratified for the rest of the tenure of 4 years and no resolution for annual ratification shall be placed hereafter.
22. Information required to be provided under the SEBI (LODR) Regulations, 2015 , regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Name of the Director	Harjeet Singh Arora	R. K. Singhania
Age (years)	65 years	64 years
Qualification	CA, CS	CA
Expertise	More than two decades in Capital Market.	Co-promoter of the group. He has over 10 years experience as Director (Finance) with a top Corporate before joining the group. He is having more than 30 years experience in Corporate Strategy, Tax Planning, Financial Engineering and M & A space

Directorship held in other Companies	<ol style="list-style-type: none"> 1) Prime Industries Limited 2) Master Share & Stock Brokers Limited 3) Arora Financial Services Limited 4) Master Projects Private Limited 5) Master Commodity Services Limited 6) Master Capital Services Limited 7) Master Insurance Brokers Limited 8) Master Portfolio Services Limited 9) Master Infrastructure & Real Estate Developers Limited 10) H.K. Arora Real Estate Services Limited 11) Eminent Buildwell Private Limited 12) Bigbuild Real Estate Private Limited 13) Gold Touch Agri Private Limited 14) MTL Capital Consultants Private Limited 15) Matria Estate Developers Private Limited 	<ol style="list-style-type: none"> 1) Prime Industries Limited 2) Master Projects Private Limited 3) Master Commodity Services Limited 4) Master Capital Services Limited 5) Master Insurance Brokers Limited 6) Master Portfolio Services Limited 7) Master Infrastructure And Real Estate Developers Limited 8) Bigbuild Real Estate Private Limited 9) Gold Touch Agri Private Limited 10) Matria Estate Developers Private Limited
Chairmanships / Memberships of Committees of other public companies	<ol style="list-style-type: none"> 1. Prime Industries Limited - Audit Committee 2. Prime Industries Limited - Stakeholders Relationship Committee 3. Master Capital Services Limited - Corporate Social Responsibility Committee 4. Prime Industries Limited – Nomination & Remuneration Committee 	<ol style="list-style-type: none"> 1. Master Capital Services Limited - Corporate Social Responsibility Committee
Shares held in the Company	1586848	2580357
Relationship with other Director(s)	Mr. Harjeet Singh Arora is the spouse of Mrs. Harneesh Kaur Arora. No other Director is related to Mr. Harjeet Singh Arora	Not related to any Director on the Board of Directors.

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 business under Item No. 6 accompanying the Notice dated 14.08.2018.

Item No. 6

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

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

Your Company from time to time renders and avails various services which may include credit facilities from/to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made 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.

SL. NO	Name of the related party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship
Subsidiaries/Wholly Owned Subsidiaries.			
1	Master Capital Services Limited.	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the wholly owned subsidiary company.	Wholly 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 Ltd.	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhanian and their relatives hold shares in the Subsidiary Company. None of the other Directors or Key managerial personnel is related except to the extent of their directorship in the Subsidiary company.	Wholly Owned 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 Ltd	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 Ltd.	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	Master Share & Stock Brokers Ltd.	Mr. Harjeet Singh Arora and Mrs. Harneesh Kaur Arora are directors and shareholders in Master Share & Stock Brokers Ltd. Mr. Rajinder Kumar Singhanian 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.
Partnership Firms			
10	Mountview Investments	Mrs. Harneesh Kaur Arora is a partner in the firm.	Director of the Company is a partner in the Firm.
11	Master Securities	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhanian are partners in the firm	Directors of the Company are partners in the Firm.

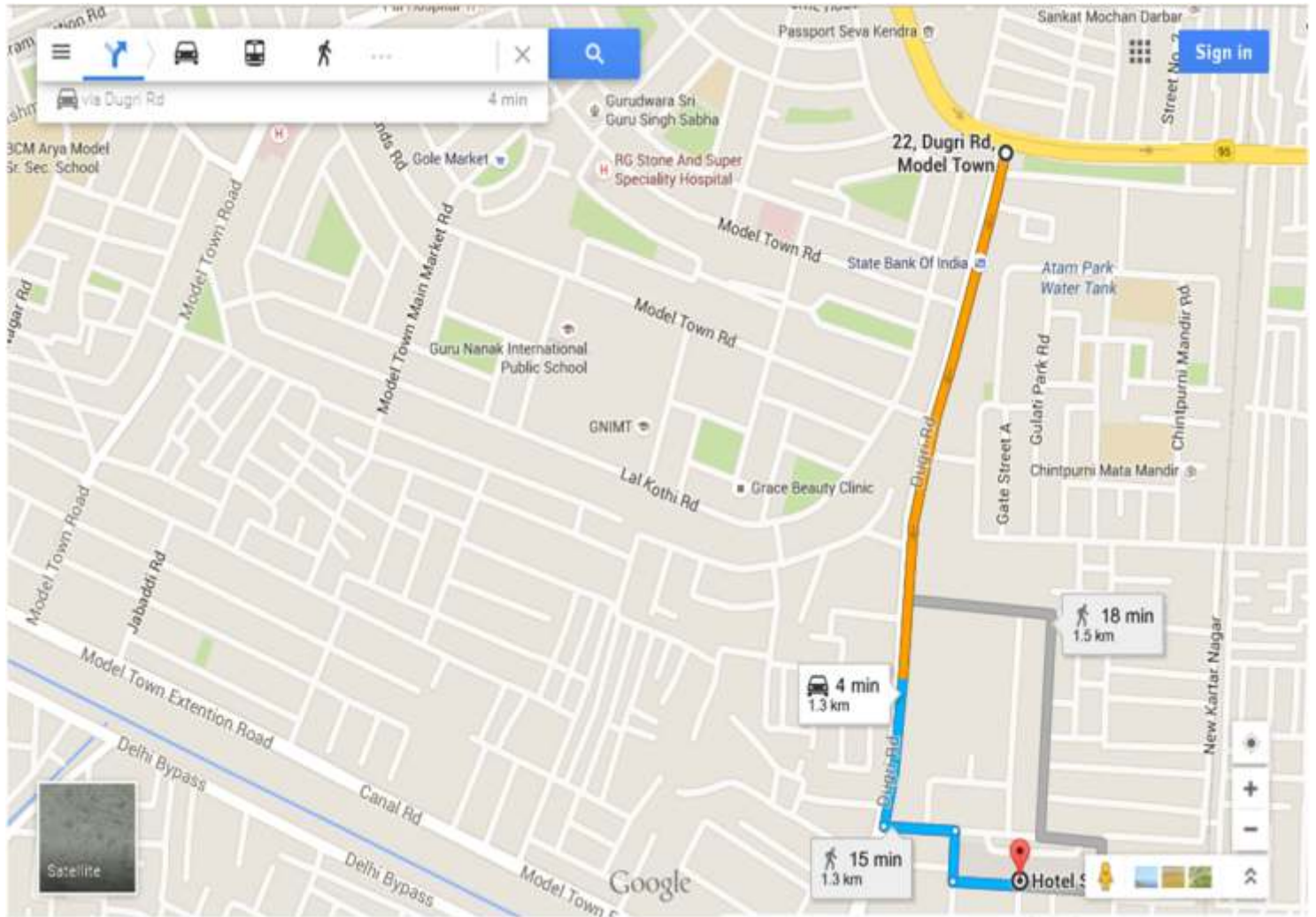
Nature, material terms, monetary value and particulars of the contract or arrangement	As may be decided by the Board of Directors at relevant time.
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Place : Ludhiana
Date : 14.08.2018

For Master Trust Limited

Sd/-
Mohan Singh
Company Secretary

ROUTE MAP FOR REACHING HOTEL SILVERSTONE FROM BUS STAND ROAD, LUDHIANA.



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

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 33rd Annual General Meeting of the company, to be held on the 29th day of September, 2018 at 11.00 a.m. at Hotel Silver Stone, D-Block, SCO 14-15, Dugri Road Model Town Extension, Model Town, Punjab - 141002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. 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, 2018 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend.		
3.	Appointment of Mr. Harjeet Singh Arora (DIN: 00063176), who retires by rotation and being eligible, seeks re-appointment.		
4.	Appointment of Mr. R. K. Singhanian (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.		
5.	Ratification of M/s C S Arora & Associates as the Statutory Auditor of the Company.		
6.	Approval of Related Party Transactions.		

Signature of Proxy holder(s)

Signed this..... day of..... 20....

Signature of Shareholder

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
(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

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 33rd Annual General Meeting held on 29th September 2018, at 11.00 A.M. at Hotel Silver Stone, D-Block, SCO 14-15, Dugri Road Model Town Extension, Model Town, Punjab - 141002.

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

*Applicable to investors holding shares in electronic form only

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

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 14.08.2018 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:

Sl. No	Description	Type of resolution (Ordinary/Special)	I / We dissent to the resolution (Against)	I / We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Declaration of Dividend	Ordinary		
3.	Appointment of Mr. Harjeet Singh Arora (DIN: 00063176), who retires by rotation and being eligible, seeks re-appointment	Ordinary		
4.	Appointment of Mr. R. K. Singhania (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.	Ordinary		
5.	Ratification of M/s C S Arora & Associates as the Statutory Auditor of the Company.	Ordinary		
6.	Approval of Related Party Transactions.	Ordinary		

Place :

Date :

Signature of Member / Beneficial Owner

E-Mail : _____

Tel. No. : _____



NEW DELHI

1012, 10th Floor, Arunachal Building, 19,
Barakhamba Road, New Delhi - 110001
Ph: +91-11-42111000 | Fax: +91-11-42111040

MUMBAI

C-1, Jeevan Jyot, 18/20,
Cawasjee Patel Street, Fort, Mumbai - 400001
Ph: +91-22-22846051-52 | Fax: +91-22-22026067

MUMBAI

427, Arenja Corner, Sector-17,
Vashi, New Mumbai - 400703
Ph: +91-22-40675301 | Fax: +91-22-66733121

LUDHIANA

SCO 19, Master Chambers,
Feroze Gandhi Market, Ludhiana - 140001
Ph: +91-161-3911500 | Fax: +91-161-2402963

CHANDIGARH

SCO 22-23, Sector 9D
Madhya Marg, Chandigarh - 160009
Ph: +91-172-4848000 | Fax: +91-172-2745865



helpdesk@mastertrust.co.in



+91-120-622333



SMS MASTER to 56767



www.mastertrust.co.in