

MTL/SEC/2022-2023/31

Date: 1<sup>st</sup> October, 2022

To,  
The Manager (Listing)  
BSE Limited,  
Floor 25, P.J. Towers,  
Dalal Street, Mumbai-400001

Master Trust Limited-Scrip Code-511768

Dear Sir,

**Sub: Disclosure of Scrutinizer Report and Voting Results of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, 29<sup>th</sup> September, 2022 in compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Rule 20 Sub-Rule 4 of Companies (Management and Administration) Rule, 2014.**

We would like to inform you that at the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, 29<sup>th</sup> September, 2022 at 11.00 a.m. at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, all the items of business contained in the Notice of the AGM dated August 25, 2022 were transacted and approved by the members with requisite majority.

The details of the combined voting results (which includes the results of remote e-voting and Ballot Forms at the Annual General Meeting) in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 along with Scrutinizer's Report are enclosed as Annexure-I and Annexure II respectively.

The above information will also be available on the website of the Company [www.mastertrust.co.in](http://www.mastertrust.co.in).

You are requested to kindly take the same on records.

Yours Faithfully,

For Master Trust Limited

Harjeet  
Singh Arora

HARJEET SINGH ARORA  
Managing Director  
DIN : 00063176

Encl: A./a

**MASTER TRUST LTD**

CIN: L65991PB1985PLC006414

Regd. Office: Master Chambers, 19 Feroze Gandhi Market, Ludhiana-141001 • Tel.: 0161-3911500 • Fax: 0161-2402963

Corporate Office: 1012, 10th Floor, Arunachal Building, 19, Barakhamba Road, New Delhi-110001 • Tel.: 011-42111000 • Fax: 011-42111040

Email: [secretarial@mastertrust.co.in](mailto:secretarial@mastertrust.co.in) • Website: [www.mastertrust.co.in](http://www.mastertrust.co.in)

[www.mastertrust.co.in](http://www.mastertrust.co.in)

**VOTING RESULTS**

<b>Resolution No.1 (Ordinary Resolution)</b>									
<b>ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS (STANDALONE AND CONSOLIDATED)</b>									
Total Votes exercised		18998607							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	18	11829356	100.00	0	0	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
<b>Total</b>	<b>33</b>	<b>18998607</b>		<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>	
<b>Resolution Passed with requisite majority</b>									

<b>Resolution No.2 (Ordinary Resolution)</b>									
<b>APPOINT A DIRECTOR IN PLACE OF MR. GURMEET SINGH CHAWLA (DIN: 00087449), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.</b>									
Total Votes exercised		18998607							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes	%	No. of Members	Nos. of Votes	%	No. of Members	Nos. of Votes	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
<b>Total</b>	<b>32</b>	<b>18998606</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	
<b>Resolution Passed with requisite majority</b>									

<b>Resolution No.3 (Ordinary Resolution)</b>									
<b>RE-APPOINTMENT OF M/S. C.S. ARORA &amp; ASSOCIATES, CHARTERED ACCOUNTANTS, LUDHIANA (FIRM REGISTRATION NO.: 015130N)</b>									
Total Votes exercised		18998607							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
<b>Total</b>	<b>32</b>	<b>18998606</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	
<b>Resolution Passed with requisite majority</b>									

<b>Resolution No.4 (Ordinary Resolution)</b>									
<b>APPROVAL OF RELATED PARTIES TRANSACTIONS</b>									
Total Votes exercised		3215020							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	11	13208	100.00	1	1	0.00	0	0	0.00
Physical Voting**	10	3201811		0	0		0	0	
<b>Total</b>	<b>21</b>	<b>3215019</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	
<b>Resolution Passed with requisite majority</b>									

<b>Resolution No.5 (Special Resolution)</b>									
<b>REVISION IN OVERALL BORROWING POWERS OF THE COMPANY</b>									
Total Votes exercised		18998607							
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%





**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies  
(Management and Administration) Rules, 2014]

**Chairman of Annual General Meeting of the Equity Shareholders of  
MASTER TRUST LIMITED**

held on Thursday, 29<sup>th</sup> day of September 2022, at 11.00 A.M.

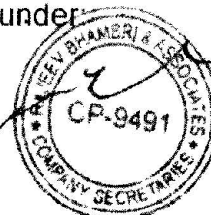
at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab

Dear Sir

I, Rajeev Bhambri, a Company Secretary in whole time practice, have been appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of **MASTER TRUST LIMITED** held on Thursday, 29<sup>th</sup> day of September 2022, at 11.00 A.M. at Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and its Rules. My responsibility as Scrutinizer is restricted to provide Report of votes cast "In favour", "Against" and "Invalid" votes based on the report generated from the electronic platform provided by NSDL, the authorized agency to provide e-voting facility, engaged by the company and from the physical voting done at the polling process at the site of holding meeting of shareholders.
2. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in the presence of Representative of Scrutinizer with due identification marks placed by him.
3. The locked ballot box was subsequently opened in the presence of Chairman, Representative of Scrutinizer and two witnesses and poll papers were diligently scrutinized by him. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
4. I did not find any poll papers/e-voting invalid.
5. The e-voting results were obtained from NSDL website and have been combined in this Report.
6. The combined result of the Physical Poll and Evoting is as under:

-1-





**Resolution No.1 (Ordinary Resolution)**

**ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS (STANDALONE AND CONSOLIDATED)**

Total Votes exercised 18998607

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	18	11829356	100.00	0	0	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
Total	33	18998607		0	0		0	0	

**Resolution Passed with requisite majority**

**Resolution No.2 (Ordinary Resolution)**

**APPOINT A DIRECTOR IN PLACE OF MR. GURMEET SINGH CHAWLA (DIN: 00087449), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Total Votes exercised 18998607

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
Total	32	18998606		1	1		0	0	

**Resolution Passed with requisite majority**

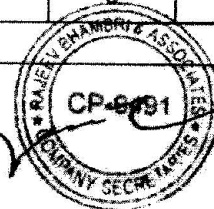
**Resolution No.3 (Ordinary Resolution)**

**RE-APPOINTMENT OF M/S. C.S. ARORA & ASSOCIATES, CHARTERED ACCOUNTANTS, LUDHIANA (FIRM REGISTRATION NO.: 015130N)**

Total Votes exercised 18998607

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
Total	32	18998606		1	1		0	0	

**Resolution Passed with requisite majority**



**Resolution No.4 (Ordinary Resolution)**

**APPROVAL OF RELATED PARTIES TRANSACTIONS**

Total Votes exercised 3215020

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	11	13208	100.00	1	1	0.00	0	0	0.00
Physical Voting**	10	3201811		0	0		0	0	
<b>Total</b>	<b>21</b>	<b>3215019</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	

**Resolution Passed with requisite majority**

**Resolution No.5 (Special Resolution)**

**REVISION IN OVERALL BORROWING POWERS OF THE COMPANY**

Total Votes exercised 18998607

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
<b>Total</b>	<b>32</b>	<b>18998606</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	

**Resolution Passed with requisite majority**

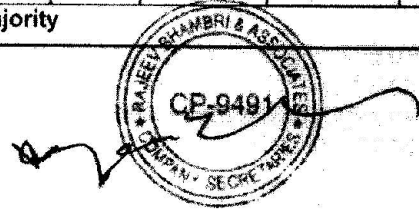
**Resolution No.6 (Special Resolution)**

**CREATION OF MORTGAGE / CHARGE ON THE ASSETS OF THE COMPANY**

Total Votes exercised 18998607

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
<b>Total</b>	<b>32</b>	<b>18998606</b>		<b>1</b>	<b>1</b>		<b>0</b>	<b>0</b>	

**Resolution Passed with requisite majority**



**Resolution No.7 (Special Resolution)**

**APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

Total Votes exercised		18998607							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
Total	32	18998606		1	1		0	0	

**Resolution Passed with requisite majority**

**Resolution No.8 (Special Resolution)**

**APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Total Votes exercised		18998607							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting	17	11829355	100.00	1	1	0.00	0	0	0.00
Physical Voting	15	7169251		0	0		0	0	
Total	32	18998606		1	1		0	0	

**Resolution Passed with requisite majority**

**Resolution No.9 (Ordinary Resolution)**

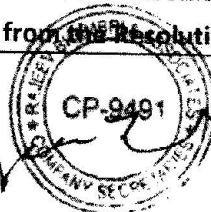
**TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MASTER CAPITAL SERVICES LIMITED**

Total Votes exercised		3215020							
	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
Manner of Voting	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%	No. of Members	Nos. of Votes caste	%
E- Voting*	11	13208	100.00	1	1	0.00	0	0	0.00
Physical Voting**	10	3201811		0	0		0	0	
Total	21	3215019		1	1		0	0	

**Resolution Passed with requisite majority**

\* 11816147 Votes of 6 shareholders being related parties excluded from the Resolution Nos. 4 & 9.

\*\*3967440 Votes of 5 shareholders being related parties excluded from the Resolution Nos. 4 & 9.




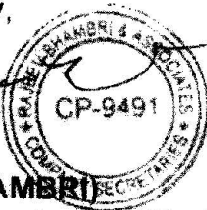


7. A Compact Disc (soft copy) of list of equity shareholders who voted "FOR", "AGAINST" and those whose Votes were declared invalid, if any, for each resolution is enclosed.

8. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**(RAJEEV BHAMBRI)**  
**Company Secretary in Whole Time Practice**

CP No.9491

Date: 30.09.2022

Place: Ludhiana

**UDIN: F004327D001103073**