

Dated: 30<sup>th</sup> September, 2020

MTL/SEC/2020-21/23

To,  
The Secretary,  
Bombay Stock Exchange Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street Fort,  
Mumbai-4000001(MH)

Master Trust Limited-Scrip Code-511768

Dear Sir,

**Sub: Disclosure of Scrutinizer Report and Voting Results of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 29<sup>th</sup> September, 2020 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 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 29<sup>th</sup> September, 2020 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 28, 2020 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.

You are requested to kindly take the same on records.

Yours Faithfully,

For Master Trust Limited  
For MASTER TRUST LIMITED

  
Vikas Gupta Company Secretary  
Company Secretary & Compliance Officer

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 • Website: www.mastertrust.co.in

www.mastertrust.co.in

Voting results	
Record date	18-09-2020
Total number of shareholders on record date	1924
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	14
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' REPORT THEREON					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16279340	14591424	89.6315	14591424	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16279340	14591424	89.6315	14591424	0	100
Public-Institutions	E-Voting	5473860	3241027	59.2092	3241027	0	100	0
	Poll		45000	0.8221	45000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5473860	3286027	60.0313	3286027	0	100
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		21753200	17877451	82.1831	17877451	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT DIRECTOR IN PLACE OF MR.RAJINDER KUMAR SINGHANIA (DIN :00077540), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16279340	14591424	89.6315	14591424	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16279340	14591424	89.6315	14591424	0	100
Public-Institutions	E-Voting	5473860	3241027	59.2092	3240927	100	99.9969	0.0031
	Poll		45000	0.8221	45000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5473860	3286027	60.0313	3285927	100	99.997
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		21753200	17877451	82.1831	17877351	100	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			APPROVAL OF RELATED PARTIES TRANSACTIONS					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16279340	14591424	89.6315	14591424	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16279340	14591424	89.6315	14591424	0	100
Public-Institutions	E-Voting	5473860	3241027	59.2092	3241027	0	100	0
	Poll		45000	0.8221	45000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5473860	3286027	60.0313	3286027	0	100
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		21753200	17877451	82.1831	17877451	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			REGULARISATION OF APPOINTMENT OF MR. RAJIV KALRA (DIN : 07143336) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16279340	14591424	89.6315	14591424	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14591424	89.6315	14591424	0	100	0
Public-Institutions	E-Voting	5473860	3241027	59.2092	3240927	100	99.9969	0.0031
	Poll		45000	0.8221	45000	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3286027	60.0313	3285927	100	99.997	0.003
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		21753200	17877451	82.1831	17877351	100	99.9994	0.0006
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

**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 Tuesday, 29<sup>th</sup> day of September 2020, 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 Tuesday, 29<sup>th</sup> day of September 2020, 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 CDSL, 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 CDSL website and have been combined in this Report.
6. The combined result of the Physical Poll and Evoting is as under:

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

**1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors' thereon.**

Total Votes exercised		17877451							
	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	25	17832451	100.000	0	0	0.000	0	0	0.00
Physical Voting	13	45000		0	0		0	0	0.00
Total	38	17877451		0	0		0	0	0.00
Resolution Passed with requisite majority									

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

**2. To appoint a Director in place of Mr. Rajinder Kumar Singhania (DIN: 00077540), who retires by rotation and being eligible, offers himself for Re-appointment.**

Total Votes exercised		17877451							
	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	24	17832351	99.999	1	100	0.001	0	0	0.00
Physical Voting	13	45000		0	0		0	0	0.00
Total	37	17877351		1	100		0	0	0.00
Resolution Passed with requisite majority									

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

**3. Approval for Related Parties Transactions**

Total Votes exercised		17877451							
	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	25	17832451	100.000	0	0	0.000	0	0	0.00
Physical Voting	13	45000		0	0		0	0	0.00
Total	38	17877451		0	0		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.4 (Ordinary Resolution)									
4. Regularization of appointment of Mr. Rajiv Kalra (DIN: 07143336) from Additional Independent Director to Independent Director									
Total Votes exercised		17877451							
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	24	17832351	99.999	1	100	0.001	0	0	0.00
Physical Voting	13	45000		0	0		0	0	0.00
Total	37	17877351		1	100		0	0	0.00
Resolution Passed with requisite majority									

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: 30.09.2020  
 Place: Ludhiana  
 UDIN: F004327B000822452