

Date: 1st October 2016

To,
The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai.

Subject : Voting Results and Proceedings of the 31st Annual General Meeting of Master Trust Limited held on 30th September 2016.

Dear Sir/ Madam,

Pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, we enclose herewith the voting results declared for the resolutions passed at the 31st Annual General Meeting held on 30th September 2016 as Annexure -I.

Also, please find enclosed herewith the Summary of Proceedings of the 31st Annual General Meeting pursuant to Schedule III of the SEBI (LODR) Regulations, 2015 as Annexure - II.

Thanking You

Yours faithfully

For and on behalf of MASTER TRUST LIMITED


Mohan Singh
(Company Secretary)

MASTER TRUST LTD

CIN: L65991PB1985PLC006414

Regd. Office : Master Chambers, 19, Feroze Gandhi Market, Ludhiana-141 001 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

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Date of the AGM/EGM		30.09.2016		ANNEXURE - I				
Total number of shareholders on record date								
2291								
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:								
8								
Public:								
8								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:								
NA								
Public:								
NA								
Resolution No. 1 - Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.								
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Ordinary								
No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $3) = \frac{(2)}{(1)} * 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1	2	76.48	4	5	100.00	0.00
	Poll	7788670	1283614	16.48	1283614	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	7788670	7240637	92.96	7240637	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	3087930	1688968	54.70	1688968	0	100.00	0.00
Total		10876600	8929605	82.10	8929605	0	100.00	0.00



Resolution No. 2 - Appointment of Mr. Harjeet Singh Arora (DIN: 00063176), who retires by rotation and being eligible, seeks re-appointment.

Resolution required: (Ordinary/ Special)

Ordinary

Mrs. Hameesh Kaur Arora, Mrs. Palka Chopra and Mr. Jashanjyot Singh are interested in the resolution being the relatives of Mr. Harjeet Singh Arora.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	$3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		3377825	43.37	3377825	0	100.00	0.00
	Poll	7788670	68604	0.88	68604	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
Total		7788670	3446429	44.25	3446429	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
Total		3087930	1688968	54.70	1688968	0	100.00	0.00
Total		10876600	5135397	47.22	5135397	0	100.00	0.00

Resolution No. 3 - Appointment of Mr. R.K. Singhania (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.

Resolution required: (Ordinary/ Special)

Ordinary

Mrs. Parveen Singhania, Mrs. Rohilla Singhania, Mr. Puneet Singhania and Mr. Chirag Singhania are interested in the resolution being the relatives of Mr. R. K. Singhania.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	$3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		3181829	40.85	3181829	0	100.00	0.00
	Poll	7788670	1228614	15.77	1228614	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
Total		7788670	4410443	56.63	4410443	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
Total		3087930	1688968	54.70	1688968	0	100.00	0.00
Total		10876600	6099411	56.08	6099411	0	100.00	0.00



Resolution No. 4 - To ratify the appointment of Statutory Auditors of the Company for the FY 2016-17.

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary		Special		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares 3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1	2	76.48	4	5	100.00	0.00
	Poll	7788670	1283614	16.48	1283614	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	7788670	7240637	92.96	7240637	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	3087930	1688968	54.70	1688968	0	100.00	0.00
	Total	10876600	8929605	82.10	8929605	0	100.00	0.00

Resolution No. 5 - Approval of Related Party Transactions.

Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?		Ordinary		Special		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares 3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1	2	68.75	4	5	100.00	0.00
	Poll	7788670	1270010	16.31	1270010	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	7788670	6624402	85.05	6624402	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	3087930	1688968	54.70	1688968	0	100.00	0.00
	Total	10876600	8313370	76.43	8313370	0	100.00	0.00



Resolution No. 6 - Re-appointment of Mr. Harjeet Singh Arora as the Managing Director of the Company.

Resolution required: (Ordinary/ Special)

Special

Mrs. Hameesh Kaur Arora, Mrs. Palka Chopra and Mr. Jashaniyot Singh are interested in the resolution being the relatives of Mr. Harjeet Singh Arora.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $3) = \frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	1	3377825	43.37	4	5	100.00	0.00
	Poll	7788670	68604	0.88	68604	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	7788670	3446429	44.25	3446429	0	100.00	0.00
Public- Institutions	E-Voting		NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appli.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appli.)		0	0.00	0	0	0.00	0.00
	Total	3087930	1688968	54.70	1688968	0	100.00	0.00
Total		10876600	5135397	47.22	5135397	0	100.00	0.00

ALL RESOLUTIONS FROM ITEM NO. 1 TO 6 PASSED WITH REQUISITE MAJORITY



ANNEXURE- II

SUMMARY OF PROCEEDINGS OF 31ST ANNUAL GENERAL MEETING OF MASTER TRUST LIMITED

1. Date, time and Venue of the Meeting :

The 31st Annual General Meeting of Master Trust Limited was held on 30th September, 2016 and the meeting commenced at 11:00 a.m. at Registered Office, SCO 19, Master Chambers, Feroze Gandhi Market, Ludhiana - 141002. The meeting concluded at 11.45 A.M. on the same date.

2. Brief details of items deliberated at the meeting and result thereof:

- Mr. Harjeet Singh Arora, Managing Director, chaired the proceedings of the meeting.
- The requisite quorum being present, the Chairman declared the meeting as commenced.
- The Chairman then delivered his speech and answered the queries of shareholders.
- The Secretary then started with the formal proceedings of the meeting. He informed the shareholders that remote e-voting facility, being provided by the Company through CDSL, commenced at 9:30 a.m. on 27th September, 2016 and ended at 05:00 p.m. on 29th September, 2016. He further informed that the facility to E-vote during the AGM and the ballot voting are available to the shareholders who have yet not cast their vote.
- The following items of the business as set out in the notice calling the meeting were put for shareholders' approval:

Ordinary Business:

- i. Consideration and adoption of Audited Balance sheet as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date, together with the Reports of Auditors and Directors thereon.
- ii. Appointment of a Director in place of Mr. Harjeet Singh Arora, (holding DIN No. 00063176), who retires by rotation in terms of Section 152(6) of the Companies Act 2013.
- iii. Appointment of a Director in place of Mr. Rajinder Kumar Singhania, (holding DIN No. 00077540), who retires by rotation in terms of Section 152(6) of the Companies Act 2013.
- iv. Ratification of the appointment of Statutory Auditors of the Company for the financial year 2016-17 and to fix their remuneration.



Special Business :

- v. Approval of Related Party Transactions. **(Special Resolution)**
- vi. Re-appointment of Mr. Harjeet Singh Arora as the Managing Director of the Company. (DIN: 00063176). **(Special Resolution)**

The Company Secretary informed the members that Mr. Rajeev Bhambri, Practicing Company Secretary was appointed as the scrutinizer for the purpose of scrutinizing both the e-voting process as well as polling process.

The Company Secretary informed the members that the results of the voting (both e-voting and poll put together) shall be disseminated to the stock exchange and also uploaded on the website of the Company and CDSL (www.evotingindia.com) within 48 hours of conclusion of the Annual General Meeting.

3. Manner of approval :

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company had provided remote e-voting facility to the members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for voting through poll was made available to the members who were present at the meeting and had not cast their votes by remote e-voting.
- All the resolutions set out in the Notice calling Annual General Meeting were passed with the requisite majority and are passed on the date of the Annual General Meeting i.e. 30th September, 2016.

