

Date: 3rd October 2016

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

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

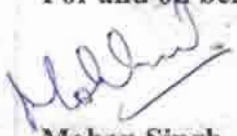
Dear Sir/ Madam,

In continuation to letter dated 1st October, 2016, please find enclosed herewith the revised voting results pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, 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: 0161-2402903

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

E-mail: secretarial@mastertrust.co.in Website: www.mastertrust.co.in

www.mastertrust.co.in

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? No						
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
Promoter and Promoter Group	E-Voting	1	5957023	$31 = \frac{21}{1} * 100$ 76.48	5957023	0	$(6) = \frac{4}{2} * 100$ 100.00	$(7) = \frac{5}{2} * 100$ 0.00
	Poll	7788670	1283614	16.48	1283614	0	100.00	0.00
	Postal Ballot (if appl.)		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 appl.)		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 appl.)		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

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

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

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	3377825	0	100.00	0.00
	Poll	7788670	68604	0.88	68604	0	100.00	0.00
	Postal Ballot (if appl.)		0	0.00	0	0	0.00	0.00
	Total	7788670	3446429	44.25	3446429	0	100.00	0.00
Public- Institutions	E-Voting	0	NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appl.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3087930	990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appl.)		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.

Ordinary

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

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

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	3181829	40.85	3181829	0	100.00	0.00
	Poll	7788670	1228614	15.77	1228614	0	100.00	0.00
	Postal Ballot (if appl.)		0	0.00	0	0	0.00	0.00
	Total	7788670	4410443	56.63	4410443	0	100.00	0.00
Public- Institutions	E-Voting	0	NA	NA	NA	NA	NA	NA
	Poll	0	NA	NA	NA	NA	NA	NA
	Postal Ballot (if appl.)		NA	NA	NA	NA	NA	NA
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3087930	990505	32.08	990505	0	100.00	0.00
	Poll	3087930	698463	22.62	698463	0	100.00	0.00
	Postal Ballot (if appl.)		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)		No										
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)=[(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	3)=[(2)/(1)]* 100	4	5	100.00	(6)=[(4)/(2)]*100	0.00	(7)=[(5)/(2)]*100
		Poll	7788670	5957023	16.48		0	0	100.00		0.00	
		Postal Ballot (if appll.)		1283614	0.00		0	0	0.00		0.00	
		Total	7788670	7240637	92.96		7240637	0	100.00		0.00	
	Public- Institutions	E-Voting	0	NA	NA		NA	NA	NA		NA	
		Poll	0	NA	NA		NA	NA	NA		NA	
		Postal Ballot (if appll.)	0	NA	NA		NA	NA	NA		NA	
		Total	0	0	0		0	0	0		0	
	Public- Non Institutions	E-Voting	3087930	990505	32.08		990505	0	100.00		0.00	
		Poll	3087930	698463	22.62		698463	0	100.00		0.00	
		Postal Ballot (if appll.)		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 required: (Ordinary/ Special)

Resolution No. 5 - Approval of Related Party Transactions.

Special

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)=[(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	0.00	3)=[(2)/(1)]* 100	0	5	0.00	(6)=[(4)/(2)]*100	0.00	(7)=[(5)/(2)]*100
		Poll	7788670	0	0.00		0	0	0.00		0.00	
		Postal Ballot (if appll.)		0	0.00		0	0	0.00		0.00	
		Total	7788670	0	0.00		0	0	0.00		0.00	
	Public- Institutions	E-Voting	0	NA	NA		NA	NA	NA		NA	
		Poll	0	NA	NA		NA	NA	NA		NA	
		Postal Ballot (if appll.)	0	NA	NA		NA	NA	NA		NA	
		Total	0	0	0		0	0	0		0	
	Public- Non Institutions	E-Voting	3087930	990505	32.08		990505	0	100.00		0.00	
		Poll	3087930	698463	22.62		698463	0	100.00		0.00	
		Postal Ballot (if appll.)		0	0.00		0	0	0.00		0.00	
		Total	3087930	1688968	54.70		1688968	0	100.00		0.00	
	Total		10876600	1688968	15.53		1688968	0	100.00		0.00	

Prime Industries Limited, being a prospective party can be deemed to be interested in the resolution.

Stamp and signature of the company secretary.

Resolution required: (Ordinary/ Special)

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

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

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	3377825	43.37	3377825	0	100.00	0.00
	Poll	7788670	68604	0.88	68604	0	100.00	0.00
	Postal Ballot (if appl.)		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 appl.)		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 appl.)		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



**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.

