

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 Monday, 30th day of September 2019, at 11.00 A.M.
at 1st Floor, Building of Ludhiana Stock & Capital Ltd.,
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 Monday, 30th day of September 2019, at 11.00 A.M. at 1st Floor, Building of Ludhiana Stock & Capital Ltd., 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/evoting 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: CP-9491




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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, 2019, together with the reports of the Board of Directors and the Auditors' thereon.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.2 (Ordinary Resolution)									
2. To appoint a Director in place of Mrs. Harneesh Kaur Arora (DIN: 00089451), who retires by rotation and being eligible, offers herself for Re-appointment.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.3 (Ordinary Resolution)									
3. To 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		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.4 (Ordinary Resolution)									
4. APPROVAL FOR RELATED PARTIES TRANSACTIONS									
Total Votes exercised		3292838							
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	3258144	100.0000	0	0	0.0000	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	21	3292838		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.5 (Ordinary Resolution)									
5. RE-APPOINTMENT OF MR. HARJEET SINGH ARORA, AS THE MANAGING DIRECTOR OF THE COMPANY									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.6 (Special Resolution)									
6. RE-APPOINTMENT OF MR. ASHWANI KUMAR (DIN 00030307) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.7 (Special Resolution)									
7. RE-APPOINTMENT OF MR. PAVAN KUMAR CHHABRA (DIN 00104957) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.8 (Special Resolution)									
8. RE-APPOINTMENT OF MR. ANIL BHATIA (DIN 00254117) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									

Resolution No.9 (Special Resolution)									
9. RE-APPOINTMENT OF MR. SUDHIR KUMAR (DIN 00305360) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.									
Total Votes exercised		19572178							
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	23	19537484	100.00	0	0	0.00	0	0	0.00
Physical Voting	10	34694		0	0		0	0	0.00
Total	33	19572178		0	0		0	0	0.00
Resolution Passed with requisite majority									



Resolution No.10 (Special Resolution)										
10. RE-APPOINTMENT OF MR. ANIL KUMAR MALHOTRA (DIN 00455951) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.										
Total Votes exercised		19572178								
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	23	19537484	100.00	0	0	0.00	0	0	0.00	
Physical Voting	10	34694		0	0		0.00	0	0	0.00
Total	33	19572178		0	0		0.00	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: 01.10.2019
 Place: Ludhiana