



# BHAMBRI & ASSOCIATES

## Company Secretaries

### 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**

(CIN: L65991PB1985PLC006414)

Registered Office: Master Chambers, 19, 3rd Floor, Feroze Gandhi Market, Ludhiana-141001

held on Saturday, 30th day of September, 2023 at 11.00 AM

at Hotel Silver Stone, D - Block, SCO. 14 -15, Dugri Rd, Near Libra Bus Service, Model Town Extension, Ludhiana, Punjab 141002

Dear Sir

I, Ansh Bhambri, a Company Secretary in whole time practice, have been appointed as Scrutinizer for the purpose of Evoting and poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of **MASTER TRUST LIMITED** held on Saturday, 30th day of September, 2023 at 11.00 AM at Hotel Silver Stone, D - Block, SCO. 14 -15, Dugri Rd, Near Libra Bus Service, Model Town Extension, Ludhiana, Punjab 141002, 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 Scrutinizer with due identification marks placed by him.
3. The locked ballot box was subsequently opened in the presence of Chairman, 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 E-voting is as under:

[1]

<https://bhambri.co>



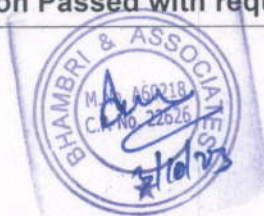
SCO No.9, 2nd Floor, Jandu Towers, Miller Ganj, Ludhiana - 141003

Email: anshbhambrics@yahoo.com Phone No.: 89689-30333 , 0161-4626033

<b>Resolution No. 1 (Ordinary Resolution)</b>										
TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON										
Total Votes exercised		14838069								
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	5315204	100.00	0	0	0.00	0	0	0.00	
Physical Voting	15	9522865		0	0		0.00	0	0	0.00
<b>Total</b>	<b>38</b>	<b>14838069</b>		<b>0</b>	<b>0</b>		<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Resolution Passed with requisite majority</b>										

<b>Resolution No. 2 (Ordinary Resolution)</b>										
TO APPOINT A DIRECTOR IN PLACE OF MRS. HARNEESH KAUR ARORA (DIN 00089451), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT										
Total Votes exercised		14838069								
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	5315204	100.00	0	0	0.00	0	0	0.00	
Physical Voting	15	9522865		0	0		0.00	0	0	0.00
<b>Total</b>	<b>38</b>	<b>14838069</b>		<b>0</b>	<b>0</b>		<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Resolution Passed with requisite majority</b>										

<b>Resolution No. 3 (Ordinary Resolution)</b>										
APPROVAL OF RELATED PARTY TRANSACTIONS										
Total Votes exercised		14838069								
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	20	5313852	99.9909	3	1352	0.0091	0	0	0.00	
Physical Voting	15	9522865		0	0		0.0091	0	0	0.00
<b>Total</b>	<b>35</b>	<b>14836717</b>		<b>3</b>	<b>1352</b>		<b>0.0091</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Resolution Passed with requisite majority</b>										



<b>Resolution No. 4 (Special Resolution)</b>										
APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013										
Total Votes exercised		14838069								
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	22	5314404	99.9946	1	800	0.0054	0	0	0.00	
Physical Voting	15	9522865		0	0		0	0	0	0.00
<b>Total</b>	37	14837269		1	800		0	0	0.00	
<b>Resolution Passed with requisite majority</b>										

<b>Resolution No. 5 (Ordinary Resolution)</b>										
TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MASTER CAPITAL SERVICES LIMITED										
Total Votes exercised		14838069								
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	5315204	100.00	0	0	0.00	0	0	0.00	
Physical Voting	15	9522865		0	0		0	0	0	0.00
<b>Total</b>	38	14838069		0	0		0	0	0.00	
<b>Resolution Passed with requisite majority</b>										

<b>Resolution No. 6 (Special Resolution)</b>										
TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RAVINDER SINGHANIA (DIN 00006921) AS AN INDEPENDENT DIRECTOR OF THE COMPANY										
Total Votes exercised		14838069								
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	5315204	100.00	0	0	0.00	0	0	0.00	
Physical Voting	15	9522865		0	0		0	0	0	0.00
<b>Total</b>	38	14838069		0	0		0	0	0.00	
<b>Resolution Passed with requisite majority</b>										



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,



**(ANSH BHAMBRI)**  
**Company Secretary in Whole Time Practice**  
CP No. 22626  
Date: 03.10.2023  
Place: Ludhiana

**UDIN: A060218E001167555**  
Peer Review Number: 2971/2023