

Ref.: MTL / SEC/ 2024-25 / 54

Date: 30.09.2024

To,
BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai - 400001.

SCRIP Code: 511768 | Company Symbol: MASTERTR

Sub: Proceedings of the 39th Annual General Meeting of “Master Trust Limited” held on Monday, 30th September, 2024.

Dear Sir/Madam,

We would like to inform you that the 39th Annual General Meeting (AGM) of Members of “**Master Trust Limited**” was held on Monday, 30th September, 2024 at 04:30 p.m. at: Hotel Silver Stone, D - Block, SCO. 14 -15, Dugri Rd, Near Libra Bus Service, Opposite Radha Swami Fatak, D-Block, Model Town Extension, Model Town, Ludhiana, Punjab-141002.

- **Time of Commencement of Meeting: 04:30 P.M.**
- **Time of Conclusion of Meeting : 05:00 P.M.**

In accordance with the Regulation 30 (6) read with sub-para 13 of Para-A of Part-A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the proceeding of 39th Annual General Meeting of the Company is enclosed herewith for your kind information.

You are requested to take the same on your record and acknowledge the receipt.

Thanking You,

Yours Faithfully

For **Master Trust Limited**

Vikas Gupta
Company Secretary and Compliance officer
FCS 12192

Encl: As above

BRIEF PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF MASTER TRUST LIMITED HELD ON MONDAY THE 30TH DAY OF SEPTEMBER, 2024

Date, Time and Venue of the Meeting:

The 39th Annual General Meeting of Master Trust Limited was held on Monday, 30th September, 2024 and the meeting commenced at 04:30 p.m. at Hotel Silver Stone, D - Block, SCO. 14 -15, Dugri Rd, Near Libra Bus Service, Opposite Radha Swami Fatak, D-Block, Model Town Extension, Model Town, Ludhiana, Punjab 141002. The meeting concluded at 05:00 p.m. on the same date.

Brief details of proceeding and items deliberated at the meeting:

Mr. Vikas Gupta, Company Secretary and Compliance Officer of the Company has delivered his welcome speech for the 39th Annual General Meeting and share the Accomplishments and highlights of financials along with various achievements recently gain by the Company.

He share his greetings to all the members, Board of Directors and Auditors of the Company.

Thereafter, in election of chairman, Mr. Harjeet Singh Arora, Managing Director, was elected as the Chairman of the Meeting unanimously and chaired the proceedings of the meeting.

The Chairman of the Audit Committee and Nomination and Remuneration Committee viz. Mr. Rajiv Kalra was present at the Meeting.

The Chairman of the Stakeholder Relationship Committee viz. Mr. Rajinder Kumar Singhania was present at the Meeting.

Mr. Anil Kumar and Mr. Sudhir Kumar, Additional Directors of the Company were also present at the meeting.

Mr. Sunil Kumar, Chief Financial Officer of the Company was also present throughout the meeting.

Mr. Shashi Bhushan, Proprietor of M/s Bhushan Aggarwal & Co., Chartered Accountants (FRN: 005362N) was also present throughout the meeting.

Mrs. Pooja Mahajan Kohli, Proprietor of M/s Pooja M. Kohli & Associates, Chartered Accountants (C.P. 14836) was also present throughout the meeting.

Thirty Three (33) Members were present in person including Five (5) Body Corporate Members present through their authorised representative.

He further informed that the Statutory Registers under the Companies Act, 2013; Audited Financial Statements for the year ended 31st March, 2024; Independent Auditors Report on the audited Financial Statements of the Company; Secretarial Audit Report; MOA and AOA of the Company and

Secretarial Audit Report for the year ended 31st March, 2024 were open for inspection and accessible by the members having a right to attend the Meeting during the continuance of the Meeting.

The Chairman then delivered his speech and shared the growth of the Company. He further appraised the members about the performance of the Company and new products/services in related business segment.

The Company Secretary and Compliance Officer then confirmed about the quorum present at the meeting and the quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made there under, Secretarial Standard on General Meeting (SS-2) issued under the Companies Act, 2013 and SEBI (LODR), Regulation, 2015 as amended, with respect to calling, convening and conducting the Annual General Meeting. Thereafter, the Chairman declared the meeting as commenced.

The Company Secretary then started with the formal proceedings of the meeting. He informed the members that pursuant to provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR) Regulation, 2015, the Company has provided to its members the facility of remote e-voting to exercise their right to vote by electronic means in respect of the business to be transacted at the 39th Annual General Meeting. The remote e-voting facility was provided by the Company through CDSL, which commenced on 25th September, 2024 at 10:00 a.m. and ended on 29th September, 2023 at 05:00 p.m.

Thereafter, Notice of 39th Annual General Meeting with Directors' Report and Auditors Report for the year ended 31st March, 2024 was taken as read with the permission of the Shareholders.

Further, with the permission of the Chairman, the Company Secretary proceeded with the business of the Meeting for the items of Ordinary and Special Business as per the Notice of the 39th Annual General Meeting of the Company.

All the 10 (Ten) resolutions as stated below were moved for consideration and approval of the Members.

ORDINARY BUSINESS:

1. Resolution No. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31ST MARCH, 2024 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON.

2. Resolution No. 2: ORDINARY RESOLUTION

TO APPOINT M/S. BHUSHAN AGGARWAL & CO., CHARTERED ACCOUNTANTS (FRN: 005362N) AS STATUTORY AUDITORS OF THE COMPANY.

3. Resolution No. 3: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. RAJINDER KUMAR SINGHANIA (DIN 00077540), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.

SPECIAL BUSINESS:

4. Resolution No. 4: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. ANIL KUMAR (DIN 00009928) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

5. Resolution No. 5: SPECIAL RESOLUTION

TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. SUDHIR KUMAR (DIN 00305360) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

6. Resolution No. 6: ORDINARY RESOLUTION

TO CONSIDER AND APPROVE THE SUB-DIVISION/SPLIT OF EXISTING EACH EQUITY SHARE OF FACE VALUE OF RS.5/- FULLY PAID UP INTO FIVE EQUITY SHARES OF FACE VALUE OF RS.1/- EACH FULLY PAID UP.

7. Resolution No. 7: ORDINARY RESOLUTION

TO CONSIDER AND APPROVE THE ALTERATION OF THE EXISTING CAPITAL CLAUSE - CLAUSE V OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY BY SUBSTITUTING THE SAME WITH A NEW CLAUSE V.

8. Resolution No. 8: ORDINARY RESOLUTION

TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2024-2025.

9. Resolution No. 9: SPECIAL RESOLUTION

TO APPROVE THE REVISION/INCREASE IN THE LIMIT OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

10. Resolution No. 10: ORDINARY RESOLUTION

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MASTER CAPITAL SERVICES LIMITED.

The Company Secretary and Compliance Officer of the Company, briefed the profile of Mr. Rajinder Kumar Singhania, Mr. Anil Kumar and Mr. Sudhir Kumar.

Thereafter, the Members were invited to ask questions and suggestion, if any, and/or otherwise offers their view/comments but there were no any query from the members.

The Company Secretary and Compliance Officer further informed that the facility for voting through Ballot process by distributing ballot/poll paper was also provided to put every resolution to vote through a ballot process in respect of all items of the business to be transacted at the 39th Annual General Meeting of the Company as contained in Notice dated 31.08.2024 read with Explanatory

Statement annexed thereto and forming part of said notice for all those members who were present at the AGM but did not cast their vote by availing the remote e-voting facility. Mrs. Pooja Mahajan Kohli, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process and scrutinize the voting through ballot/poll process at the meeting in a fair and transparent manner.

Thereafter, the Company Secretary requested for a poll/voting by ballot papers to be taken at the meeting on all the Ten (10) Resolutions for the Ordinary as well as Special Business as set out under items No (s) 1 to 10 of the Notice of AGM as aforesaid, but before commencement of polling, the Company Secretary requested the Scrutinizers to show the empty Ballot Box to the Members and then lock the Ballot box appropriately.

The Company Secretary requested the members in meeting to cast their vote(s) and put the ballot papers in the Ballot Box one by one, if they have not voted through remote e-voting facility made available by the Company.

After completion of poll/ballot voting 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 2 working days of conclusion of the Annual General Meeting and he further informed that the results of the voting (both e-voting and Voting through ballot process/poll put together) shall be declared at the registered office of the Company on or before the date, time and in the manner indicated below:

Resolutions	Resolutions Matter	Result declared
Resolution No. 1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON	On or before two (2) Working Days
Resolution No. 2	TO APPOINT M/S. BHUSHAN AGGARWAL & CO., CHARTERED ACCOUNTANTS (FRN: 005362N) AS STATUTORY AUDITORS OF THE COMPANY.	
Resolution No. 3	TO APPOINT A DIRECTOR IN PLACE OF MR. RAJINDER KUMAR SINGHANIA (DIN 00077540), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.	
Resolution No. 4	TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. ANIL KUMAR (DIN 00009928) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	
Resolution No. 5	TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. SUDHIR KUMAR (DIN 00305360) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	
Resolution No. 6	TO CONSIDER AND APPROVE THE SUB-DIVISION/SPLIT OF EXISTING EACH EQUITY SHARE OF FACE VALUE OF RS.5/- FULLY PAID UP INTO FIVE EQUITY SHARES OF FACE VALUE OF RS.1/- EACH FULLY PAID UP.	
Resolution No. 7	TO CONSIDER AND APPROVE THE ALTERATION OF THE EXISTING CAPITAL CLAUSE - CLAUSE V OF THE MEMORANDUM OF	

	ASSOCIATION (MOA) OF THE COMPANY BY SUBSTITUTING THE SAME WITH A NEW CLAUSE V.	
Resolution No. 8	TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2024-2025.	
Resolution No. 9	TO APPROVE FOR REVISION/INCREASE IN THE LIMIT OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013.	
Resolution No. 10	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MASTER CAPITAL SERVICES LIMITED.	

Thanking You,

For **Master Trust Limited**

Vikas Gupta
Company Secretary and Compliance officer
FCS 12192