

MTL/SEC/2022-2023/29

Date: 29th September, 2022

To,
The Manager (Listing)
BSE Limited,
Floor 25, P.J. Towers,
Dalal Street, Mumbai-400001

Company's Scrip Code: 511768 (MASTERTR)

Sub: <u>Proceedings of the 37th Annual General Meeting of Master Trust Limited held on Thursday, 29th September, 2022.</u>

Dear Sir/Madam,

We would like to inform you that the 37th Annual General Meeting (AGM) of Members of "Master Trust Limited" was held on Thursday, 29th September, 2022 at 11.00 a.m. at SCO-19, Master Chambers, Feroze Gandhi Market, Ludhiana – 141001, Punjab.

Time of Commencement of Meeting: 11.00 A.M.

Time of Conclusion of Meeting : 11.30 A.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 37th 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

Vikas Gupta

Company Secretary & Compliance Officer

Encl: As above

MASTER TRUST LTD

CIN: L65991PB1985PLC006414

Regd. Office: Master Chambers, 19 Feroze Gandhi Market, Ludhiana-141001 • 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
Email: secretarial@mastertrust.co.in • Website: www.mastertrust.co.in



BRIEF PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF MASTER TRUST LIMITED HELD ON THURSDAY THE 29TH DAY OF SEPTEMBER, 2022

Date, Time and Venue of the Meeting:

The 37th Annual General Meeting of Master Trust Limited was held on Thursday, 29th September, 2022 and the meeting commenced at 11.00 a.m. at SCO-19, Master Chambers, Feroze Gandhi Market, Ludhiana – 141001, Punjab. The meeting concluded at 11.30 a.m. on the same date.

Brief details of proceeding and items deliberated at the meeting:

Mr. Harjeet Singh Arora, Managing Director, was elected as the Chairman of the Meeting and chaired the proceedings of the meeting.

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

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

Twenty Two (22) Members were present in person including Six (6) Body Corporate Members present through their authorised representative.

The Company Secretary & Compliance Officer of the Company has delivered his welcome speech for the 37th Annual General Meeting. He further informed that the Statutory Registers under the Companies Act, 2013; Register of Proxies; Audited Financial Statements for the year ended 31st March, 2022; 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, 2022 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 financial growth of the Company and Company's Performance. He further appraised the members about the performance of the Company and new products in related business segment.

The Chairman 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.

VIKAS GUPTA Opinily signed by VKAG GUPTA

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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 37th Annual General Meeting. The remote e-voting facility, was provided by the Company through NSDL, which commenced on 26th September, 2022 at 10:00 a.m. and ended on 28th September, 2022 at 05:00 p.m.

Thereafter, Notice of Annual General Meeting with Directors' Report and Auditors Report for the year ended 31st March, 2022 was taken as read with the permission of the Shareholders.

Thereafter, 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 37th Annual General Meeting of the Company.

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 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 37th Annual General Meeting of the Company as contained in Notice dated 25.08.2022 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. Mr. Rajeev Bhambri, 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.

All the 9 (Nine) resolutions as stated below were moved for consideration and approval of the Members.

ORDINARY BUSINESS:

1. Resolution No. 1: ORDINARY RESOLUTION

ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

2. Resolution No. 2: ORDINARY RESOLUTION

APPOINT A DIRECTOR IN PLACE OF MR. GURMEET SINGH CHAWLA (DIN: 00087449), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

3. Resolution No. 3: ORDINARY RESOLUTION



RE-APPOINTMENT OF M/S. C.S. ARORA & ASSOCIATES, CHARTERED ACCOUNTANTS, LUDHIANA (FIRM REGISTRATION NO.: 015130N)

SPECIAL BUSINESS:

4. Resolution No. 4: ORDINARY RESOLUTION

APPROVAL FOR RELATED PARTIES TRANSACTIONS (RPT)

5. Resolution No. 5: SPECIAL RESOLUTION

REVISION IN OVERALL BORROWING POWERS OF THE COMPANY.

6. Resolution No. 6: SPECIAL RESOLUTION

CREATION OF MORTGAGE / CHARGE ON THE ASSETS OF THE COMPANY.

7. Resolution No. 7: SPECIAL RESOLUTION

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

8. Resolution No. 8: SPECIAL RESOLUTION

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

9. Resolution No. 9: ORDINARY RESOLUTION

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

The Company Secretary further 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.

Thereafter, the Company Secretary ordered for a poll/voting by ballot papers to be taken at the meeting on all the Nine (9) Resolutions for the Ordinary as well as Special Business as set out under items No (s) 1 to 9 of the Notice 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 NSDL (www.evoting.nsdl..com) within 48 hours of conclusion of the Annual General Meeting and he further informed that the results of the voting (both e-voting and Voting through ballot