

**MTL/SEC/2023-24/66**

**Date: 15<sup>th</sup> December, 2023**

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

**Company's Scrip Code: 511768 (MASTERTR)**

**Sub: Proceedings of the Extra Ordinary General Meeting of "Master Trust Limited" held on Friday, 15<sup>th</sup> December, 2023.**

Dear Sir/Madam,

We would like to inform you that the Extra Ordinary General Meeting (EGM) of Members of "Master Trust Limited" was held on Friday, 15<sup>th</sup> December, 2023 at 11.00 a.m. at: Master Chambers, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab, India.

- **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 Extra Ordinary 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**

**Harjeet Singh Arora**  
**Managing Director**  
**DIN: 00063176**

Encl: As above

**MASTER TRUST LTD.**

CIN : L65991PB1985PLC006414

Regd. Office: Master Chambers, SCO 19, 3rd Floor, Feroze Gandhi Market, Ludhiana, Punjab-141 001 • Tel.: 0161-5043500

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

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

[www.mastertrust.co.in](http://www.mastertrust.co.in)

**BRIEF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF MASTER TRUST LIMITED HELD ON FRIDAY THE 15<sup>TH</sup> DAY OF DECEMBER, 2023**

**Date, Time and Venue of the Meeting:**

The Extra Ordinary General Meeting of Master Trust Limited was held on Friday, 15<sup>th</sup> December, 2023 and the meeting commenced at 11.00 a.m. at Master Chambers, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab, India. 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 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.

Twenty Three (23) Members were present in person including Six (6) Body Corporate Members present through their authorised representative.

Mr. Mohit Verma, Assistant Company Secretary of the Company has delivered his welcome speech for the Extra Ordinary General Meeting. He further informed that the Statutory registers under the Companies Act, 2013; Register of Proxies and MOA and AOA of the Company were open for inspection and accessible by the members having right to attend the Meeting during the continuance of the Meeting.

The Chairman then delivered his speech to the respected shareholders.

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 Extra General Meeting. Thereafter, the Chairman declared the meeting as commenced.

The Assistant Company Secretary of the Company 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

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facility of remote e-voting to exercise their right to vote by electronic means in respect of the business to be transacted at the Extra General Meeting. The remote e-voting facility was provided by the Company through CDSL, which commenced on 12<sup>th</sup> December, 2023 at 9:00 a.m. and ended on 14<sup>th</sup> December, 2023 at 05:00 p.m.

Thereafter, Notice of Extra Ordinary General Meeting was taken as read with the permission of the Shareholders.

Further, with the permission of the Chairman, Assistant Company Secretary of the Company proceeded with the business of the Meeting for the items as per the Notice of the Extra Ordinary General Meeting of the Company.

The Assistant Company Secretary of the Company 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 Extra Ordinary General Meeting of the Company as contained in Notice dated 18.11.2023 read with Explanatory Statement annexed thereto and forming part of said notice for all those members who were present at the EGM but did not cast their vote by availing the remote e-voting facility.

Mr. Ansh 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 3 (Three) resolutions as stated below were moved for consideration and approval of the Members.

**SPECIAL BUSINESS:**

**1. Resolution No. 1: ORDINARY RESOLUTION**

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

**2. Resolution No. 2: SPECIAL RESOLUTION**

ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, ON A PREFERENTIAL BASIS

**3. Resolution No. 3: SPECIAL RESOLUTION**

ALTERATION IN THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

Thereafter, Assistant Company Secretary of the Company requested for a poll/voting by ballot papers to be taken at the meeting on all the Three (3) Resolutions for the Special Business as set out under items No (s) 1 to 3 of the

Notice of EGM as aforesaid, but before commencement of polling, Assistant Company Secretary of the Company requested the Scrutinizers to show the empty Ballot Box to the Members and then lock the Ballot box appropriately.

The Assistant Company Secretary of the Company 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, Assistant Company Secretary of the Company 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](http://www.evotingindia.com)) within 2 working days of conclusion of the Extra Ordinary 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 :

<b>Resolutions</b>	<b>Resolutions Matter</b>	<b>Result to be declared</b>
Resolution No. 1	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION.	On or before two (2) Working Days
Resolution No. 2	ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, ON A PREFERENTIAL BASIS.	
Resolution No. 3	ALTERATION IN THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.	

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