

Ref.: MTL / SEC/ 2023-24 / 61

Dated: 18<sup>th</sup> November, 2023

To,

The Secretary

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400 001

Scrip Code: 51178, MASTERTR

**Sub: OUTCOME OF BOARD MEETING HELD ON 18<sup>TH</sup> NOVEMBER, 2013 PURSUANT TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“SEBI LODR REGULATIONS”)**

Dear Sir/Madam (s),

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform your good office that the Board of Directors of the Master Trust Limited, in their meeting held today i.e., Saturday, November 18, 2023 at 2:00 PM inter alia, considered and approved the following business:

**1. Increase of Authorised Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) to Rs. 13,00,00,000/- (Rupees Thirteen Crore Only)**

Increase of Authorised Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh only) Equity Shares of face value of Rs. 5.00/- (Rupees Five Only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crore Only) divided into 2,60,00,000 (Two Crore Sixty Lakhs Only) Equity Shares of Rs. 5.00/- (Rupees Five Only), and consequent alteration in Clause V of the Memorandum of Association of the Company relating to the share capital of the Company, subject to the approval of the shareholders at the ensuing Extraordinary General Meeting (“EGM”).

**2. Issuance of warrants convertible into equity shares of the Company on preferential basis:**

To issue upto 28,50,000 (Twenty Eight Lakh Fifty Thousand) warrants, out of which upto 21,50,000 Warrants to the Promoter and Promoter Group and upto 7,00,000 warrants to Non Promoter Group, each convertible into, or exchangeable for, one fully paid-up equity share of the Company of face Value Rs. 5/- (Rupees Five only) (“Warrants”) at a price of Rs.350/- (Rupees Three

**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

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Hundred Fifty only) each payable in cash (“Warrant Issue Price”) aggregating upto Rs. 99,75,00,000/- (Rupees Ninety Nine Crore Seventy Five Lakh Only) (“Total Issue Size”), to persons / entity as listed in Annexure I (“Proposed Allottees”) who are belonging to promoter group and non-promoter group, the preferential issue which will be in accordance with provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 as amended, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended, Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), SEBI LODR Regulations and such other acts / rules / regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extraordinary General Meeting and other regulatory authorities, as may be applicable.

Necessary information in respect of issuance of securities as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with Regulation 30 -Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time are annexed herewith as **Annexure A**.

### **3. Alteration in Article of Associate (AOA) of the Company.**

The Board has approved the Alteration of Article of Association (AOA) of the Company, subject to the approval of the shareholders at the ensuing Extraordinary General Meeting (“EGM”).

### **4. Convening an Extraordinary General Meeting (EGM) for the approval of the shareholders of the Company.**

The Board of Directors of the Company have decided to hold an EGM of the Company on Friday, 15<sup>th</sup> December, 2023 at 11.00 AM at Master Chambers, 19, Feroze Gandhi Market Ludhiana Punjab – 141001 and approved the draft notice of the EGM and matters related thereto to be issued to the shareholders for convening the EGM.

### **5. Cut-off date to determine the eligibility of the members for remote e-voting**

The Company has fixed Friday, December 8<sup>th</sup>, 2023 as the cut-off date for determining the eligibility of the members, entitled to vote by remote e-voting and e-voting at the ensuing EGM of the Company schedule to be held on Friday, 15<sup>th</sup> December, 2023 at 11.00 AM at Master Chambers, 19, Feroze Gandhi Market Ludhiana Punjab – 141001.

**6. Appointment of Scrutinizer**

The Board has appointed Mr. Ansh Bhambri, Practicing Company Secretary, Proprietor of M/s Bhambri & Associates (C.P. No. 22626) as a Scrutinizer for the purpose of conducting the e-voting process and Voting at the Extraordinary General Meeting of the Company.

The meeting of the board of directors commenced at 2:00 P.M. and concluded at 3:15 P.M.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

**For Master Trust Limited**

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

Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

S. No.	Particulars	Details								
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company of face value Rs. 5.00/- (Rupees Five Only) each.								
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment								
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 28,50,000 (Twenty Eight Lakh Fifty Thousand), each convertible into, or exchangeable for One fully paid-up equity share of the Company of face value Rs. 5.00/- (Rupees Five Only) each at a price of Rs. 350/- (Rupees Three Hundred Fifty Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 99,75,00,000/- (Rupees Ninety Nine Crore Seventy Five Lakh Only) (" <b>Total Issue Size</b> ").								
4.	Additional Information in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):									
i.	Names of the Investors	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>No. of Warrants propose to</th> <th>Promoter/Non Promoter</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Name	No. of Warrants propose to	Promoter/Non Promoter				
Sr. No.	Name	No. of Warrants propose to	Promoter/Non Promoter							

		be issued																
1.	Mrs. Harneesh Kaur Arora	10,75,000		Promoter														
2.	Mr. Rajinder Kumar Singhania	9,50,000		Promoter														
3.	Mr. Chirag Singhania	1,25,000		Promoter														
4.	M/s. Share India Algoplus Private Limited	3,12,500		Non Promoter														
5.	Sangeeta Pareekh	3,12,500		Non Promoter														
6.	Saket Aggarwal	37,500		Non Promoter														
7.	Anisha Malik	37,500		Non Promoter														
ii.	Post allotment of securities - outcome of the subscription	<p>The warrants convertible into equity shares are proposed to be allotted to Promoter group and non-promoters of the Company.</p> <p>Details of shareholding in the Company, prior to and after the proposed Preferential Issue, are as under:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of Investor</th> <th colspan="2">Pre-Preferential Issue</th> <th colspan="2">Post Preferential Issue (Presuming full conversion of Warrants)</th> </tr> <tr> <th>Shares</th> <th>%</th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Mrs. Harneesh Kaur Arora</td> <td>24,30,020</td> <td>11.17%</td> <td>35,05,020</td> <td>14.25%</td> </tr> </tbody> </table>			Name of Investor	Pre-Preferential Issue		Post Preferential Issue (Presuming full conversion of Warrants)		Shares	%	Shares	%	Mrs. Harneesh Kaur Arora	24,30,020	11.17%	35,05,020	14.25%
Name of Investor	Pre-Preferential Issue		Post Preferential Issue (Presuming full conversion of Warrants)															
	Shares	%	Shares	%														
Mrs. Harneesh Kaur Arora	24,30,020	11.17%	35,05,020	14.25%														

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		Mr. Rajinder Kumar Singhania	51,60,714	23.72%	61,10,714	24.84%
		Mr. Chirag Singhania	1,10,000	0.51%	2,35,000	0.96%
		M/s. Share India Algoplus Private Limited	1,00,000	0.46%	4,12,500	1.68%
		Ms. Sangeeta Pareekh	Nil	Nil	3,12,500	1.27%
		Mr. Saket Aggarwal	Nil	Nil	37,500	0.15%
		Ms. Anisha Malik	Nil	Nil	37,500	0.15%
iii.	Issue price	Warrants, convertible into, or exchangeable for, one fully paid-up equity share of the Company of face value Rs. 5.00/- each to be issued to the Proposed Allottees at a price of Rs. 350/- (Rupees Three Hundred Fifty Only) per equity Share having face value of Rs. 5/- fully paid up and premium of Rs. 345/- (Rupees Three Hundred Forty Five Only) per each such equity share payable in cash ("Warrant Issue Price"). Issue Price is more than the price calculated in accordance with SEBI ICDR Regulations which is Rs. 347.05/- (Rupees Three Hundred Forty Seven and five Paise Only) per equity share.				
iv.	Number of investors	07 (Seven) Investors				
v.	In case of convertibles - intimation on conversion	Each of the Warrant is exercisable into 1 Equity Share having face value of ₹ 5.00/- (Rupees Five Only) each. The				

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	of securities or on lapse of the tenure of the instrument	tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.
vi.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Thanking you,

Yours faithfully,

**For Master Trust Limited**

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

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