

Ref.: MTL/SEC/2023-24/21

June 16, 2023

To,
The Secretary
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 511768, MASTERTR

Sub: Outcome of Meeting of board of directors 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., Friday, June 16, 2023 at 3:00 PM inter alia, considered and approved the following business:

1. Increase of Authorised Share Capital of the Company from Rs. 11,00,00,000 /- to Rs. 13,00,00,000 /-

Increase of Authorised Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) consisting of 2,20,00,000 (Two Crore Twenty Lakhs Only) equity shares of face value Rs. 5.00/- each to 13,00,00,000/- (Rupees Thirteen Crore Only) consisting of 2,60,00,000 (Two Crore Sixty Lakhs Only) equity shares of face value Rs. 5.00/- each, 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 30,00,000 (Thirty Lakhs) warrants, 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. 280/- (Rupees Two Hundred Eighty Only) (Minimum price calculated in accordance with SEBI ICDR Regulations is Rs. 219.07 per equity share) per equity Share having face value of Rs. 5/- fully paid up and premium of Rs. 275 per each such equity share payable in cash (“Warrant Issue Price”) aggregating upto Rs. 84,00,00,000/- (Rupees Eighty Four Crore Only) (“Total Issue Size”) to (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, 42 and 62(1) (C) of the Companies Act, 2013 as amended, read with Companies (Prospectus and Allotment of

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, Barakhamba Road, New Delhi -110001 • Tel.: 011-42111000

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

www.mastertrust.co.in

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. 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 Saturday, 15th July 2023 at 10.00 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.

4. Cut-off date to determine the eligibility of the members for remote e-voting

The Company has fixed Saturday, July 8, 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 Saturday, 15th July 2023 at 10.00 AM at Master Chambers, 19, Feroze, Gandhi Market, Ludhiana, Punjab - 141001.

5. 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 at the Extraordinary General Meeting EGM of the Company.

The meeting of the board of directors commenced at 03:00 P.M. and concluded at 04.45 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 30,00,000 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 at a price of Rs. 280/- (Rupees Two Hundred and Eighty Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 84,00,00,000/- (Rupees Eighty Four Crore Only).																
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 be issued</th> <th>Promoter/Non Promoter</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mrs. Harneesh Kaur Arora</td> <td>1125000</td> <td>Promoter</td> </tr> <tr> <td>2.</td> <td>Mr. Rajinder Kumar Singhania</td> <td>1000000</td> <td>Promoter</td> </tr> <tr> <td>3.</td> <td>Mr. Chirag Singhania</td> <td>125000</td> <td>Promoter</td> </tr> </tbody> </table>	Sr. No.	Name	No. of Warrants propose to be issued	Promoter/Non Promoter	1.	Mrs. Harneesh Kaur Arora	1125000	Promoter	2.	Mr. Rajinder Kumar Singhania	1000000	Promoter	3.	Mr. Chirag Singhania	125000	Promoter
Sr. No.	Name	No. of Warrants propose to be issued	Promoter/Non Promoter															
1.	Mrs. Harneesh Kaur Arora	1125000	Promoter															
2.	Mr. Rajinder Kumar Singhania	1000000	Promoter															
3.	Mr. Chirag Singhania	125000	Promoter															

		4.	M/s. Share India Algoplus Private Limited	750000	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</th> <th colspan="2">Post Preferential (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>2,43,00,20</td> <td>11.17%</td> <td>35,55,020</td> <td>14.36%</td> </tr> <tr> <td>Mr. Rajinder Kumar Singhania</td> <td>51,60,714</td> <td>23.72%</td> <td>61,60,714</td> <td>24.89%</td> </tr> <tr> <td>Mr. Chirag Singhania</td> <td>1,10,000</td> <td>0.51%</td> <td>2,35,000</td> <td>0.95%</td> </tr> <tr> <td>M/s. Share India Algoplus Private Limited</td> <td>1,00,000</td> <td>0.46%</td> <td>8,50,000</td> <td>3.43%</td> </tr> </tbody> </table>				Name of Investor	Pre-Preferential		Post Preferential (Presuming full conversion of Warrants)		Shares	%	Shares	%	Mrs. Harneesh Kaur Arora	2,43,00,20	11.17%	35,55,020	14.36%	Mr. Rajinder Kumar Singhania	51,60,714	23.72%	61,60,714	24.89%	Mr. Chirag Singhania	1,10,000	0.51%	2,35,000	0.95%	M/s. Share India Algoplus Private Limited	1,00,000	0.46%	8,50,000	3.43%
Name of Investor	Pre-Preferential		Post Preferential (Presuming full conversion of Warrants)																															
	Shares	%	Shares	%																														
Mrs. Harneesh Kaur Arora	2,43,00,20	11.17%	35,55,020	14.36%																														
Mr. Rajinder Kumar Singhania	51,60,714	23.72%	61,60,714	24.89%																														
Mr. Chirag Singhania	1,10,000	0.51%	2,35,000	0.95%																														
M/s. Share India Algoplus Private Limited	1,00,000	0.46%	8,50,000	3.43%																														
iii.	Issue price	<p>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. 280/- (Rupees Two Hundred Eighty Only) per equity Share having face value of Rs. 5/- fully paid up and premium of Rs. 275 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. 219.07 per equity share.</p>																																
iv.	Number of investors	04 (Four) Investors																																
v.	In case of convertibles - intimation on conversion of securities or on lapse of the	<p>Each of the Warrant is exercisable into 1 Equity Share having face value of ₹ 5.00/- (Rupees Five Only) each. The tenor of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or</p>																																

	tenure of the instrument	more tranches.
vi.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

For Master Trust Limited

Harjeet Singh Arora
Managing Director
DIN: 00063176

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