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IN MASTER I TRUST

MTL / SEC / 2025-26 / 39 **Date: 30th September, 2025**

To, **The Manager (Listing)** **BSE Limited,** Floor 25, P.J. Towers, Dalal Street, Mumbai-400001	**To** **National Stock Exchange of India Ltd,** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai– 400051
Scrip Code: 511768	**Symbol: MASTERTR**

Subject: Outcome/ Proceeding of 40th Annual General Meeting ('AGM') of the Master Trust Limited (the Company) held on Tuesday, September 30, 2025

Dear Sir/Madam,

We would like to inform you that the 40th Annual General Meeting (AGM) of Members of **"Master Trust Limited"** was held on Tuesday, 30th September, 2025 at 04:00 p.m. at: "A Hotel by Grewalz", adjacent to District Courts, Feroze Gandhi Market, Ludhiana, Punjab 141001.

- ***Time of Commencement of Meeting: 04:00 P.M.***
- ***Time of Conclusion of Meeting : 04:30 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 40th 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 Digitally signed by Vikas Gupta Date: 2025.09.30 18:39:42 +05'30'

Vikas Gupta
Company Secretary and Compliance Officer

Enclosed as above

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BRIEF PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF MASTER TRUST LIMITED HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2025

Date, Time and Venue of the Meeting:

The 40th Annual General Meeting of Master Trust Limited was held on Tuesday, 30th September, 2025 and the meeting commenced at 04:00 p.m. at "A Hotel by Grewalz", adjacent to District Courts, Feroze Gandhi Market, Ludhiana, Punjab 141001. The meeting concluded at 04:30 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 40th 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, Independent 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.

Ms. Gurpreet Kaur, was present on behalf of 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, Company Secretary in Practice (C.P. 14836) was also present throughout the meeting.

Thirty Three (33) Members were present in person including Four (4) Body Corporate Members present through their authorized representative.

He further informed that the Statutory Registers under the Companies Act, 2013; Audited Financial Statements for the year ended 31st March, 2025; 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, 2025 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 40th 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 40th Annual General Meeting with Directors' Report and Auditors Report for the year ended 31st March, 2025 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 40th Annual General Meeting of the Company.

All the 7 (Seven) 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 (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON

2. Resolution No. 2: ORDINARY RESOLUTION

TO APPOINT M/S. POOJA M KOHLI & ASSOCIATES, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM FINANCIAL YEAR 2025-26 TO 2029-30.

3. Resolution No. 3: ORDINARY RESOLUTION

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

SPECIAL BUSINESS:

4. Resolution No. 4: SPECIAL RESOLUTION

TO APPROVE THE FORMULATION, ADOPTION AND IMPLEMENTATION OF MASTER TRUST LIMITED EMPLOYEE STOCK OPTION PLAN 2025 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY UNDER THIS PLAN

5. Resolution No. 5: SPECIAL RESOLUTION

TO APPROVE THE MASTER TRUST LIMITED EMPLOYEE STOCK OPTION PLAN 2025 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARIES UNDER THIS PLAN

6. Resolution No. 6: ORDINARY RESOLUTION

TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026.

7. Resolution No. 7: ORDINARY RESOLUTION

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

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 40th Annual General Meeting of the Company as contained in Notice dated 30.08.2025 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 Seven (7) Resolutions for the Ordinary as well as Special Business as set out under items No (s) 1 to 7 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, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON	

Resolution No. 2	TO APPOINT M/S. POOJA M KOHLI & ASSOCIATES, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM FINANCIAL YEAR 2025-26 TO 2029-30.	**On or before two (2) Working Days**
Resolution No. 3	TO APPOINT A DIRECTOR IN PLACE OF MR. GURMEET SINGH CHAWLA (DIN 00087449), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.	
Resolution No. 4	TO APPROVE THE FORMULATION, ADOPTION AND IMPLEMENTATION OF MASTER TRUST LIMITED EMPLOYEE STOCK OPTION PLAN 2025 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY UNDER THIS PLAN	
Resolution No. 5	TO APPROVE THE MASTER TRUST LIMITED EMPLOYEE STOCK OPTION PLAN 2025 AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARIES UNDER THIS PLAN	
Resolution No. 6	TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026.	
Resolution No. 7	TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH MASTER CAPITAL SERVICES LIMITED.	

Thanking You,

For Master Trust Limited

Vikas Gupta Digitally signed by Vikas Gupta Date: 2025.09.30 18:40:05 +05'30'

Vikas Gupta
Company Secretary and Compliance Officer