



MASTER COMPONENTS LIMITED

Formerly Known as MASTER COMPONENTS PRIVATE LIMITED

AN IATF16949 : 2016 & ISO 9001 : 2015 CERTIFIED COMPANY

CIN: L28900MH1999PLC123308

Registered Office : Plot No. D-10/A & D-10/B, MIDC Ambad, Nashik- 422010. MH, INDIA

Website : www.master-group.in/mastercomponents.html

TEL.: (0253) 6604938

E-mail : customersupport@master-components.com



Date: September 30, 2025

To,

National Stock Exchange of India Ltd.

Address: Exchange Plaza, Plot no. C/1,

G Block, Bandra-Kurla Complex, Bandra (E),

Mumbai – 400 051.

NSE Scrip Symbol: MASTER

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations")

Ref – Outcome of board meeting held on September 30, 2025.

Respected Sir/Madam,

In compliance with Regulation 30 read with Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors ("**Board**") of Master Components Limited ("**Company**" or "**Transferee Company**"), based on the recommendation of the Audit Committee and the Independent Directors Committee, at its meeting held today i.e. September 30, 2025, has *inter alia* considered and approved the Scheme of Amalgamation of Master Moulds Private Limited ("**Transferor Company**") with and into the Company and their respective shareholders and creditors under provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("**Scheme**"). The Scheme *inter alia* provides for the amalgamation of the Transferor Company with and into the Company.

Key highlights of the Scheme:

Pursuant to the proposed Scheme, equity shares of the Company shall be issued to the shareholders of the Master Moulds Private Limited ("**Transferor Company**") which would be listed on small and medium-sized enterprises platform of National Stock Exchange of India Limited (referred to as "**Stock Exchanges**").

Following is the share exchange ratio mentioned in the Scheme:

"41 (Forty-One) equity shares of the Transferee Company of INR 10/- (Rupees Ten) each fully paid up for every 1 (One) equity share held by the Shareholders of the Transferor Company"



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The above share exchange ratio has been decided as per the joint share exchange ratio Report issued by CA Sayali Deshkar (Registration No. IBBI/RV/07/2019/12246) Independent Registered Valuer appointed by Transferee Company and Transferor Company, and fairness opinion is issued by Aryaman Financial Services Limited, the Independent SEBI registered merchant bankers, appointed by Transferee Company and Transferor Company.

The Scheme is inter alia subject to the sanction of National Company Law Tribunal (NCLT), Mumbai Bench and receipt of necessary statutory and regulatory approvals, including approval of Stock Exchanges, Securities and Exchange Board of India, the respective shareholders and creditors of respective companies.

The details required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, in relation to the above, are provided in the enclosed **Annexure - A**.

The meeting of the Board commenced at 5.00 PM IST and concluded at 5.20 PM IST.

The Scheme as approved by the Board would be available on the website of the Company at <https://master-group.in/> after submission of the same with the Stock Exchange.

Kindly take the same on record.

Yours faithfully,

**For and on behalf of Board of Directors of,
MASTER COMPONENTS LIMITED**



Ms. Riddhi Bheda

(Company Secretary & Compliance Officer)

Membership No.: A65803

Address: Plot No. D-10/A and D-10/B, M.I.D.C,
Ambad, Nashik - 422010 Maharashtra, India.

Encl.: Annexure A



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ANNEXURE A - BRIEF DETAILS OF AMALGAMATION

(Disclosure as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dt. November 11, 2024)

Sr. No.	Particulars	Details																
1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<p>MASTER MOULDS PRIVATE LIMITED (“Transferor Company”)</p> <p>Master Moulds Private Limited (CIN: U28999MH1997PTC106289)</p> <ul style="list-style-type: none">an unlisted private limited companya company limited by sharesa non- government company <p>Incorporated on - March 04, 1997, Registered office - Plot No. D-1/14, M. I. D. C., Ambad, Nashik, 422010 Maharashtra.</p> <p>The Transferor Company is a sister concern of the Transferee Company and is not listed on any stock exchange in India or abroad.</p> <p>As per audited financial statements of Master Moulds Private Limited (“transferor company”) as on 31.03.2025:</p> <table><tr><th>Particulars</th><th>Amount</th></tr><tr><td>Assets</td><td>Rs. 3,14,00,070/-</td></tr><tr><td>Net worth</td><td>Rs. 5,40,48,630/-</td></tr><tr><td>Turnover</td><td>Rs. 6,87,54,380/-</td></tr></table> <p>MASTER COMPONENTS LIMITED (“Transferee Company”)</p> <p>Master Components Limited (CIN: L28900MH1999PLC123308)</p> <ul style="list-style-type: none">a listed public company,a company limited by the sharesa non-government company <p>Incorporated on - December 27, 1999 Registered office - Plot No. D-10/A and D-10/B, M.I.D.C, Ambad, Nashik, 422010 Maharashtra</p> <p>As per audited financial statements of Master Components Limited (“transferee company”) as on 31.03.2025:</p> <table><tr><th>Particulars</th><th>Amount</th></tr><tr><td>Assets</td><td>Rs. Rs. 24,19,26,066/-</td></tr><tr><td>Net worth</td><td>Rs. 29,49,08,878/-</td></tr><tr><td>Turnover</td><td>Rs. 42,40,30,803/-</td></tr></table>	Particulars	Amount	Assets	Rs. 3,14,00,070/-	Net worth	Rs. 5,40,48,630/-	Turnover	Rs. 6,87,54,380/-	Particulars	Amount	Assets	Rs. Rs. 24,19,26,066/-	Net worth	Rs. 29,49,08,878/-	Turnover	Rs. 42,40,30,803/-
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2	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The transferor company is a sister concern of the Transferee Company with common directors and promoters hence related parties under the Companies Act, 2013.</p> <p>According to the Ministry of Corporate Affairs' General Circular No. 30/2014 dated July 17, 2014, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are exempt from Section 188 of the Act.</p> <p>The consideration for the amalgamation shall be discharged on an "arm's length" basis and has been arrived based on share exchange ratio report issued by CA Sayali Deshkar (Registration No. IBBI/RV/07/2019/12246), Independent Registered Valuer.</p> <p>The Independent Directors and the Audit Committee have also provided their reports recommending the Scheme.</p>
3	Area of business of the entities	<p>The Transferor Company and the Transferee Company are engaged in the same line of business of Manufacturing, producing, making fabricating, pressing, designing, moulding, developing, assembling, engineering, altering, repairing, importing, exporting, marketing, trading and dealing in all kinds of tools, moulds, jigs, fixtures, engineering components, engineering instruments, machine tools, machine used in or used by all types of engineering and allied industries, workshops, commercial establishments.</p>
4	Rationale for amalgamation	<p>The Scheme of Amalgamation of the Transferor Company with the Transferee Company would have the following benefits:</p> <ul style="list-style-type: none">• The amalgamation of the Transferor Company with the Transferee Company would consolidate the operative efficiencies of the companies and would thereby reduce and/or optimize overheads, administrative, managerial, and other expenses, operational rationalization, and would ensure optimal utilization of resources;• The aggregation of the operations of the Transferor Company with the Transferee Company as a consequence of pooling and combining of finances and resources into one consolidated entity and the resultant reduction in compliances would be beneficial for the Transferee Company;• The combined operations of the Transferor Company and Transferee Company would aid in achieving more focused operational efforts, standardization and simplification of Business processes, and productivity improvements;• The amalgamation of the Transferor Company and Transferee Company would enhance the customer service and the



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		<p>synergy would benefit the customers, thereby leading to increased Business opportunities;</p> <ul style="list-style-type: none"> • The amalgamation of the Transferor Company with the Transferee Company would eliminate the duplication of efforts to be undertaken in multiple entities, and lead to an alignment of the Business, consequently, streamlining the operations of the Transferee Company; • The Scheme is commercially and economically viable, feasible, fair, and reasonable and would protect the interest of the Transferor Company, the Transferee Company and their respective stakeholders.
5	In case of cash consideration - amount or otherwise share exchange ratio	<p>There is no cash consideration involved in the Scheme.</p> <p>On amalgamation of the Transferor Company, the Transferee Company shall, without any further application, act, consent, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date, as under:</p> <p><i>"41 (Forty-One) equity shares of the Transferee Company of INR 10/- (Rupees Ten) each fully paid up for every 1 (One) equity share held by the Shareholders of the Transferor Company"</i></p> <p>The Share Exchange Ratio is arrived on the basis of the joint share exchange ratio report issued by CA Sayali Deshkar (Registration No. IBBI/RV/07/2019/12246) Independent Registered Valuer appointed by Transferee Company and Transferor Company, describing the methodology adopted by her in arriving at the share exchange ratio.</p> <p>Aryaman Financial Services Limited, the Independent SEBI registered merchant bankers, appointed by Transferee Company and Transferor Company has issued the fairness opinion stating that the share exchange ratio determined under the share exchange ratio report is fair from a financial point of view.</p>
6	brief details of change in shareholding pattern (if any) of listed entity.	<p>Post the Scheme becoming effective, in consideration of amalgamation, the shareholders of Transferor Company would be issued equity shares of the Transferee Company, as per the Share Exchange Ratio, as mentioned in Sr. No. 5.</p> <p>The pre and post shareholding pattern of the transferee company will be as follows:</p>



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		Pre-scheme			Post-scheme		
		Category	No. of shares	% holding	Category	No. of shares	% holding
		Promoters	26,84,000	67.10	Promoters	39,14,000	74.84
		Non-promoters	13,16,000	32.90	Non-promoters	13,16,000	25.16
		Total	40,00,000	100.00	Total	52,30,000	100