

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: Outcome of Board Meeting held on Tuesday, 30th September, 2025 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

We wish to inform you that pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company in their meeting held today i.e. Tuesday, 30th September, 2025 which was commenced at 05:00 P.M. and concluded at 05:20 P.M. have inter-alia considered and approved the following amongst others:

- 1) Approved to incorporate the resolutions passed by circulation on 31st August, 2025 as part of minutes of forgoing meeting.
- 2) Noted recommendations of Audit Committee.
- 3) Noted recommendations of Independent Directors Committee.
- 4) Considered the recommendation of Audit Committee and Independent Directors Committee and approve the draft Scheme of Amalgamation along with the Valuation Report.
- 5) Authorized the board of directors for matters incidental to the proposed Scheme of Amalgamation.
- 6) Noted the Audit Committee Report approving the Scheme of Amalgamation.
- 7) Noted the Independent Directors Committee Report approving the Scheme of Amalgamation.
- 8) Noted the Fairness Opinion from the Merchant Bankers for the proposed scheme of amalgamation.
- 9) Considered and authorized directors of the Company to enter into Agreements with IDFC First Bank Limited for foreign exchange exposures.



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- 10) Considered and authorized directors of the Company to avail net banking and general banking facilities from IDFC First Bank Limited.
- 11) Other matters with permission of chair:
 - a. Noted and updated the terms of reference of the Audit committee.
 - b. Noted and updated the terms of reference of the Independent Directors committee.
 - c. Noted and approved the update in list of connected parties for the record of insider trading during the period of trading window closure on account of changes in insiders.
 - d. Authorised the board to transfer the employees of Master Moulds Private Limited to Master Components Limited.
 - e. Authorised the directors to enter into Memorandum of Understanding with other Joint Ventures.

Kindly acknowledge and oblige.

The aforesaid outcome is also being disseminated on Company's website at Master-Group-Component

Kindly acknowledge and oblige.

Yours faithfully,

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

Ms. Riddhi Bheda

(Company Secretary & Compliance Office

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 - Brief details of the Scheme of amalgamation



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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)

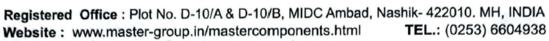
Sr.	Particulars	Details			
No. 1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	MASTER MOULDS PRIVATE LIMITED ("Transferor Company") Master Moulds Private Limited (CIN: U28999MH1997PTC106289) • an unlisted private limited company • a company limited by shares • a non- government company Incorporated on - March 04, 1997, Registered office - Plot No. D-1/14, M. I. D. C., Ambad, Nashik, 422010 Maharashtra. The Transferor Company is a sister concern of the Transferee Company and is not listed on any stock exchange in India or abroad. As per audited financial statements of Master Moulds Private Limited			
		("transferor company") as on 31.03.2025:			
		Particulars	Amount		
		Assets	Rs. 3,14,00,070/-		
		Net worth	Rs. 5,40,48,630/-		
		Turnover	Rs. 6,87,54,380/-		
		MASTER COMPONENTS LIMITED ("Transferee Company") Master Components Limited (CIN: L28900MH1999PLC123308)			
		Particulars	Amount		
		Assets	Rs. Rs. 24,19,26,066/-		
	Í	1 100000	1.0.1.0.21,12,120,000/		
		Net worth	Rs. 29,49,08,878/-		



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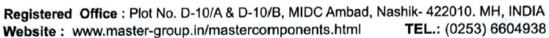
2	whether the transaction would fall within related party transactions? If yes,	with common directors and promoters hence related parties under the Companies Act, 2013.			
	whether the same is done at "arm's length"				
		The consideration for the amalgamation shall be discharged on an "arm's length" basis and has been arrived based on share exchange ratio report issued by CA Sayali Deshkar (Registration No. IBBI/RV/07/2019/12246), registered valuer.			
		The Independent Directors and the Audit Committee have also provided their reports recommending the Scheme.			
3	Area of business of	The Transferor Company and the Transferee Company are engaged in			
	the entities	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.			
4	Rationale for	The Scheme of Amalgamation of the Transferor Company with the			
	amalgamation	Transferee Company would have the following benefits:			
	8	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			
		synergy would benefit the customers, thereby leading to			
		increased Business opportunities;			
		The amalgamation of the Transferor Company with the Transferor Company would eliminate the duplication of			
		Transferee Company would eliminate the duplication of			
	İ	efforts to be undertaken in multiple entities, and lead to an			



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			 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 the respective stakeholders. 						
	5	In case of cash	There is no ca	ash conside	ration invo	rolved in the Scheme.			
		consideration - amount							
		or otherwise share	On amalgar	mation of	the Trans	sferor Comr	oany the	Transferee	
		exchange ratio	On amalgamation of the Transferor Company, the Transfer Company shall, without any further application, act, conse instrument or deed, issue and allot, on a proportionate basis to ea shareholder of the Transferor Company, whose name is recorded the register of members as member of the Transferor Company as the Record Date, as under:					sis to each ecorded in	
			"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"						
			The Share E exchange rat IBBI/RV/07 appointed describing the exchange rat	hkar (Regis Registered Transferor	tration No. Valuer Company,				
			merchant bar Company h	nkers, appo as issued io determin	I, the Independent SEBI registered ansferee Company and Transferor opinion stating that the share he share exchange ratio report is				
Ì	6	brief details of change							
		in shareholding pattern	amalgamation, the shareholders of Transferor Company would be						
		(if any) of listed entity.	issued equity shares of the Transferee Company, as per the Share						
			Exchange Ratio, as mentioned in Sr. No. 5.						
			The pre and post shareholding pattern of the transferee company will						
			be as follows:						
			Pre-scheme			Post-scheme			
			Category	No. of	%	Category	No. of	%	
				shares	holding		shares	holding	
			Promoters	26,84,000	67.10	Promoters	39,14,000	74.84	
			Non-	13,16,000	32.90	Non-	13,16,000	25.16	
			promoters			promoters			
			Total	40,00,000	100.00	Total	52,30,000	100	
		İ							