

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: November 14, 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 November 14, 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. November 12, 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 revised Scheme:

"40 (Forty) 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 06.30 PM IST and concluded at 06.47 PM IST.

The Scheme as approved by the Board would be available on the website of the Company at <a href="https://master-group.in/">https://master-group.in/</a> 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

Membership No.: A65803

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

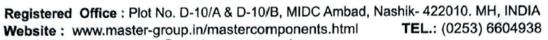
Encl.: Annexure A



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#### ANNEXURE A - BRIEF DETAILS OF AMALGAMATIONe

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

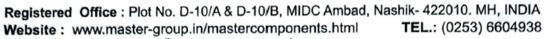
Sr.	Particulars	Details				
No.						
1	Name of the entity(ies)	MASTER MOULDS PRIVATE LIMITED ("Transferor Company")				
	forming part of the					
	amalgamation/ merger,	Master Moulds Private Limited				
	details in brief such as,	(CIN: U28999MH1997PTC106289)				
	size, turnover etc.	<ul><li>an unlisted private limited company</li><li>a company limited by shares</li></ul>				
		a non- government company				
		Incorporated on - March 04, 1997,				
		Registered office - Plot No. D-1/14, M. I. D. C., Ambad, Nashik,				
		Maharashtra.  The Transferor Company is a sister concern of the Transferee Compa				
		and is not listed on any stock exchange in India or abroad.				
		As per audited financial statements of Master Moulds Private Limi				
		("transferor company") as on 30.09.2025:				
		Particulars	Amount			
		Assets	Rs. 9,27,00,230/-			
		Net worth	Rs. 6,65,84,950/-			
		Turnover	Rs. 3,96,46,790/-			
		MASTER COMPONENTS LIMITED ("Transferee Company")				
		Master Components Limited				
		(CIN: L28900MH1999PLC123308)				
		a listed public company,				
		a company limited by the shares				
		a non-government company				
		Incorporated on - December 27, 1999				
		Registered office - Plot No. D-10/A and D-10/B, M.I.D.C,				
		Ambad, Nashik, 422010 Maharashtra				
		As per unaudited financial statements of Master Components Limit				
		("transferee company") as on 30.				
		1 3 7	Amount			
			Rs. 51,65,28,000/-			
			Rs. 32,44,64,000 /-			
			Rs. 36,77,38,000/-			
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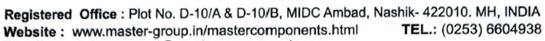
2	whether the transaction would fall within related party transactions? If yes,	The transferor company is a sister concern of the Transferee Company with common directors and promoters hence related parties under the Companies Act, 2013.		
	whether the same is done at "arm's length"	According to the 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.		
		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.		
		The Independent Directors and the Audit Committee have also provided their reports recommending the Scheme.		
3	Area of business of the entities	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.		
4	Rationale for	The Scheme of Amalgamation of the Transferor Company with the		
	amalgamation	Transferee Company would have the following benefits:		
		The amalgamation of the Transferor Company with the  Transferor Company would consolidate the organities		
		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 energians of the Transferor Company and		
		The combined operations of the Transferor Company and Transferee Company would aid in achieving more focused.		
		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		



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	would benefit the customers, thereby leading to a Business opportunities;  • The amalgamation of the Transferor Company of Transferee Company would eliminate the duplication to be undertaken in multiple entities, and lead to an a of the Business, consequently, streamlining the oper the Transferee Company;  • The Scheme is commercially and economically viable, fair, and reasonable and would protect the interest Transferor Company, the Transferee Company a respective stakeholders.						
5	In case of cash	There is no cash consideration involved in the Scheme.					
	consideration –						
	amount or otherwise share exchange ratio	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:					
		"40 (Forty) 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 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.					
		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.					
6	brief details of change in shareholding pattern (if any) of listed entity.	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.					
		The pre and post shareholding pattern of the transferee company will be as follows:					



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Pre-scheme			Post-scheme		
Category	No. of	%	Category	No. of	%
	shares	holding		shares	holding
Promoters	26,84,000	67.10	Promoters	3,88,40,000	74.69
Non-	13,16,000	32.90	Non-	13,16,000	25.31
promoters			promoters		
Total	40,00,000	100.00	Total	52,00,000	100
10441	40,00,000	100.00	10111	32,00,000	100