Fidel Softech

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SE/2025/1068

Date: April 21, 2025

To,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai– 400051
Maharashtra, India.

Scrip: FIDEL

SUB: Outcome of Board Meeting held on April 21, 2025 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Disclosure of Material Event.

Dear Sir / Madam,

We wish to inform you that the Board in its meeting held today i.e. April 21, 2025, approved the:

1. proposal of acquisition of 100% shareholding of Fidel Technologies KK, Japan by Fidel Softech Limited from Fidel Holdings KK and Mr. Sunil Kulkarni at a fair value of approx. 6.5 cr./- (subject to approval of Shareholders), Pursuant to Regulation 30(6) of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, The requisite details as required by the SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated July 13, 2023, regarding the same are enclosed herewith as Annexure "A".

This is for your information and records. You are requested to kindly take note of the same.

The aforementioned documents shall also be available on the Company's website at www.fidelsoftech.com

The Board meeting commenced at 10.00 am and ended at 11.10 am.

Thanking You,
Yours faithfully,

For Fidel Softech Limited

SNEHA KAUSTUBH RATNAPARKHI

Digitally signed by SNEHA KAUSTUBH RATNAPARKHI
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Date: 2025-04-21 11:21+05:30

Sneha Ratnaparkhi
Company Secretary
Membership No: A42657

***ANNEXURE A**

Disclosure Requirements	**Brief Particulars**
Name of the target entity, details in brief such as size, turnover etc.;	**Target Entity Name:** Fidel Technologies KK (Fidel Technologies) Reg Number: 0111-01-042389 **Registered Office:** Floor 7(A), Kudan Plaza Building, Kudan Minami 2-2-3, Chiyoda Ku, Tokyo 102-0074, Japan **(Brief details of business of Target):** Fidel Technologies (since 2001) is a Tokyo based LangTech Consulting firm & offers Technology – Localization – Bilingual Staffing services & solutions to global as well as SME Japanese clients. The Company provides services like software development, product development & implementation, infrastructure support etc **Turnover (FY 2023-24):** JPY 58,10,22,000/-
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes, the acquisition is a related party transaction. Mr. Sunil Kulkarni is holding 10% stake in Fidel Technologies and Fidel Holdings KK is holding 90% stake in Fidel Technologies. The acquisition price is determined in accordance with the valuation report issued by a registered valuer, accordingly at "arm's length".
Industry to which the entity being acquired belongs;	Information Technology enabled Services
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The object of the acquisition of Fidel Technologies is to consolidate the operations of the Japanese company under the Fidel India group.
Brief details of any governmental or regulatory approvals required for the acquisition	To the best of our knowledge, no governmental or regulatory approvals are anticipated.
Indicative time period for completion of the acquisition	Within 30 days of execution of SPA.
Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration.
Cost of acquisition or the price at which the shares are acquired	Approx 6.5 cr. (Based on valuation report from registered Valuer)
Percentage of shareholding / control acquired and / or number of shares acquired	100% (One Hundred Percent) acquired by the Company
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Date of Incorporation: - Line of Business: - Information Technology enabled Services Turnover of Fidel Technologies for last 3 years is: Financial Year: Turnover Amount (JPY) 21-22: 50,34,63,000/- 22-23: 52,59,30,000/- 23-24: 58,10,22,000/-

*The transaction is subject to approval of shareholders.