

April 06, 2026

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
NSE Emerge Symbol: MINDPOOL
ISIN: INE00RQ01019

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Receipt of Observation Letter conveying “No Objection” from National Stock Exchange of India Limited in relation to the Scheme of Amalgamation of Mindpool Technologies Limited (“Transferor Company”) with S A Tech Software India Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”).

This is in furtherance to our earlier intimation dated December 19, 2025 filed under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), informing the Exchange about the decision of the Board of Directors of **Mindpool Technologies Limited (“Transferor Company”)** to approve the proposed Scheme of Amalgamation of Mindpool Technologies Limited (“**Transferor Company**”) with S A Tech Software India Limited (“**Transferee Company**”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”), subject to receipt of applicable regulatory and other approvals.

In this regard, we are pleased to inform you that the Company has received an Observation Letter bearing Reference No. **NSE/LIST/52766/52767** dated **April 06, 2026** from the National Stock Exchange of India Limited (“NSE” / “Exchange”), conveying its “**No Objection**” in terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enabling the Company to file the draft Scheme with the Hon’ble National Company Law Tribunal (“NCLT”).

The said Observation Letter is valid for a period of **six (6) months** from April 06, 2026, i.e., up to **October 06, 2026**, within which the Scheme shall be submitted to the Hon’ble NCLT.

The Scheme is subject to receipt of various other applicable statutory and regulatory approvals, including the approval of the Hon’ble NCLT, the shareholders and creditors of the respective companies, and such other authorities / bodies as may be necessary.

A copy of the aforesaid Observation Letter received from the National Stock Exchange of India Limited is enclosed herewith as **Annexure – A**. The same has also been made available on the website of the Company at **www.mindpooltech.com**.

You are requested to take the above information on record and bring the same to the notice of all concerned.

Thanking you.

Yours faithfully,

For Mindpool Technologies Limited

Ms. Binny Porwal

Company Secretary and Compliance Officer

Membership No.:

Date: April 06, 2026

Place: Pune

Enclosure: Annexure – A: Observation Letter dated April 06, 2026 bearing Reference No. NSE/LIST/52766/52767 issued by the National Stock Exchange of India Limited.

Ref: NSE/LIST/52766/52767

April 06, 2026

The Company Secretary,
S A Tech Software India LimitedThe Company Secretary,
Mindpool Technologies Limited

Dear Sir/Madam,

Sub: Observation Letter draft scheme of Amalgamation of Mindpool Technologies Limited (“Transferor Company”) with S A Tech Software India Limited (“Transferee Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt of the captioned draft scheme filed by S A Tech Software India Limited and Mindpool Technologies Limited

Based on our letter reference no. NSE/LIST/52766/52767 dated March 05, 2026, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with Regulation 37 and 94(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI vide its letter dated April 02, 2026 has inter alia given the following comment(s) on the draft scheme of arrangement:

- a. *The Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.*
- b. *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.*
- c. *The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- d. *The Company shall ensure that the entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of the transferor company shall stand transferred to and vested in and be deemed to be transferred to and vested in the transferee company.*
- e. *The Company shall ensure that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

This Document is Digitally Signed

Signer: SAILI MOHAN KAMBLE
Date: Mon, Apr 6, 2026 17:13:49 IST
Location: NSE

Ref: NSE/LIST/52766/52767

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- f. The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g. The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.*
- h. The Company shall ensure that both the companies to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013-*
- Need for the merger, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.*
 - Basis for arriving at the share swap ratio.*
 - Pre and Post scheme shareholding of transferor and transferee companies as on the date of notice of shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders*
 - Capital built-up of transferor and transferee companies since incorporation and last 3 years.*
 - Details of Revenue, PAT and EBIDTA of transferor and transferee companies for last 3 years.*
 - Value of Assets and liabilities of transferor company that are being transferred to transferee company and post-merger balance sheet of transferee company.*
 - Details of potential benefits and risks associated with the amalgamation.*
 - Financial implication of the amalgamation on Promoters, Public Shareholders and the companies involved in the scheme along with future growth prospects of transferee company pursuant to merger.*

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- i. *The Company shall ensure to disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs.*
- j. *The Companies shall ensure that all the applicable additional information, if any, shall form part of disclosures to shareholders, which was submitted by the Company to the Stock Exchange as per Annexure L of Exchange checklist.*
- k. *The Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*
- l. *The Company shall note that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- m. *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.*
- n. *The Company shall ensure that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- o. *The Company shall ensure that to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- p. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*
- q. *The Company shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same*
- r. *Please note that the submission of documents/Information, in accordance with the Circular to SEBI, should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.*

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It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India Limited (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from April 06, 2026, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37/59A of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Saili Kamble
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>