



To,  
The Listing Compliance Department  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex Bandra (E)  
Mumbai - 400051.

Date:15-05-2026

NSE Symbol: SATECH

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding approval of Amendment in Scheme of Arrangement by the Board of Directors of S A Tech Software India Limited**

With reference to the captioned subject, we wish to inform you that:

1) The Meeting of the Board of Directors of the Company was held on Friday, May 15, 2026, at 08.00 PM (IST)

The Board of Directors of the Company has approved the followings, viz.,

In compliance with Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015, this is to inform you that the Board of Directors of S A Tech Software India Limited ("Board") at its meeting held today, i.e. 15<sup>th</sup> May 2026 in continuation of the resolution dated December 19, 2025, passed by the Board to approve the Scheme hereby further approves the amendment to the Scheme of Amalgamation has approved a draft scheme of arrangement between S A Tech Software India Limited ("Company" or "Transferor Company") and Mindpool Technologies Limited ("MTL" or "Transferee Company") and their respective shareholders and creditors as may be modified from time to time ("Draft Scheme" or "Scheme") under Sections 230 to 232 of the Companies Act, 2013, subject to receipt of approvals from shareholders and creditors of the Company as may be directed by the National Company Law Tribunal ("NCLT") bench at Mumbai, the National Stock Exchange of India Limited, the Securities and Exchange Board of India ("SEBI"), and approval of other regulatory or statutory authorities as may be required.

The amendment in Scheme provides:

*"Any odd share entitlements of the shareholders, determined with reference to the applicable regulatory requirements and the lot size prevailing as on the Record Date for allotment of shares pursuant to this Scheme, shall be settled by the Transferee Company through a cash payout in lieu of the allotment of such shares which are odd in number. The cash consideration payable in respect of such shares which are odd in number shall be computed considering the same valuation of equity share of the Transferee Company as has been determined in the valuation report obtained for the purpose of this Scheme i.e. Rs. 55.98 per share for the Transferee Company. The cash settlements as may be required to be made for the shares which are odd in number, at the aforementioned price per share, shall be deemed to constitute full and final satisfaction of the relevant Transferor Company's shareholder entitlement in respect of such odd shares and no further claim shall lie against the Transferee Company in this regard. For the sake of clarity, it is mentioned that payment in cash under this Clause shall be made by the Transferee Company to the relevant shareholders of the Transferor Company only for such number of shares which are odd in number with reference to the applicable lot size as on the Record Date.*

*In the event the relevant bank account details of the shareholder of the Transferor Company who is eligible to receive cash under Clause 10.6 above ("Eligible Member"), are not available, the Transferee Company may hold such cash consideration in a separate earmarked account and disburse the relevant amount to the relevant account of the Eligible Member as and when such account details are furnished to the Transferee Company. In the event any such amount payable to the Eligible Member is not claimed by any such Eligible Member within 7 (seven) years from the Record Date, such unclaimed and unpaid amount shall be transferred to Investor Education and Protection Fund or similar funds. The Board of the Transferee Company shall be eligible to do all such acts, deeds and things and take all decisions/actions and/or remove all difficulties as may arise in the course of implementation of this Clause and Clause 10.6 hereinabove."*

The audit Committee and Independent Directors have adopted and recommended amendment to the scheme.

Further, the details required to be disclosed in terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023, are enclosed as **Annexure I**.

Please take note that the said Meeting concluded at 08:57 PM(IST)

This is for your information and record.

Thanking You,

**For and on behalf of  
SA Tech Software India Limited**

**Arnika Choudhary  
Company Secretary  
A70217**

**S A TECH SOFTWARE INDIA LIMITED**

CIN: L72900PN2012FLC145261|Reg Off: Poloroche Business Avenue, Office No. 101, 1st Floor, Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411014

|Contact: 9022909131 | email: [info@satincorp.com](mailto:info@satincorp.com) | website: [www.satincorp.com](http://www.satincorp.com)



**Annexure A**

**Disclosures in terms of Regulation 30 of the Listing Regulations**

Particulars	Disclosures												
<p>Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover, etc.</p>	<p><b>S A Tech Software India Limited (“Transferee Company”):</b></p> <p>S A Tech Software India Limited (CIN No. L72900PN2012FLC145261), is a listed public company incorporated under the provisions of the Companies Act, 1956 on November 01, 2012 and having its registered office at Off No. D-6030, 6th Floor, Solitaire Bus. Hub, Viman Nagar, Pune, Maharashtra, India, 411014.</p> <p><b>Mindpool Technologies Limited (Transferor Company):</b></p> <p>Mindpool Technologies Limited (CIN No. L72900PN2011PLC138607) is a listed public company incorporated under the provisions of the Companies Act, 1956 on February 21, 2011 and having its registered office at 3rd &amp; 4th, SR NO 133/1/316111 GK Mall, Near Konkane Chowk, Pimple Saudagar, Pune, Maharashtra, India, 411027.</p> <p>As on March 31, 2026 the net assets, and revenue (audited standalone) of Transferor Company and Transferee Company are as hereunder:</p> <table border="1" data-bbox="523 720 1377 924"> <thead> <tr> <th>SN</th> <th>Name</th> <th>Net Worth as at 31<sup>st</sup> March 2025 (Audited) (Rs. Lakhs)</th> <th>Total Income for the year ended 31<sup>st</sup> March 2025 (Audited) (Rs. Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>S A Tech Software India Limited</td> <td>3,964.26</td> <td>10,035.33</td> </tr> <tr> <td>2</td> <td>Mindpool Technologies Limited</td> <td>1299</td> <td>2681.71</td> </tr> </tbody> </table>	SN	Name	Net Worth as at 31 <sup>st</sup> March 2025 (Audited) (Rs. Lakhs)	Total Income for the year ended 31 <sup>st</sup> March 2025 (Audited) (Rs. Lakhs)	1	S A Tech Software India Limited	3,964.26	10,035.33	2	Mindpool Technologies Limited	1299	2681.71
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1	S A Tech Software India Limited	3,964.26	10,035.33										
2	Mindpool Technologies Limited	1299	2681.71										
<p>Whether the transaction falls within related party transaction? If yes, whether the same is done at 'arm's length'.</p>	<p>Yes, the transaction falls within the definition of a Related Party Transaction under Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since Mindpool Technologies Limited forms part of the promoter group of S A Tech Software India Limited.</p> <p>However, as both entities are listed on the SME platform, the provisions of Regulation 23 relating to Related Party Transactions are not applicable pursuant to the exemption under Regulation 15(2) of the SEBI LODR Regulations.</p> <p>Further, as clarified by the Ministry of Corporate Affairs through General Circular No. 30/2014 dated July 17, 2014, the transaction does not attract the provisions of Section 188 of the Companies Act, 2013, since it is being undertaken under a Scheme of Amalgamation approved by the Hon'ble NCLT.</p> <p>Notwithstanding the above, the share exchange ratio and other terms of the Scheme have been determined based on an independent valuation report and fairness opinion, ensuring the transaction is being carried out at arm's length.</p>												
<p>Area of business of the entity(ies).</p>	<p>The Transferee Company is engaged in the business of providing business of providing information and communication technology solutions to its customers across various industries Its services include the design, development, implementation, maintenance, trading, and consulting, IT-enabled services,</p> <p>The Transferor Company is engaged in the business of providing information technology-enabled services (ITeS) including customized software development, IT staffing, and digital marketing solutions. Its offerings span across software products, consultancy, online solutions, and related hardware and networking services.</p>												
<p>Rationale for amalgamation / merger</p>	<p><b>Complementary Strengths:</b> The amalgamation will combine the complementary strengths of both entities in terms of products, services, market presence, and customer segments, enabling the integrated entity to offer a more comprehensive and competitive suite of services.</p> <p><b>Improved Cash Management:</b> Consolidation will lead to greater efficiency in cash management and optimal utilization of funds, thereby enhancing financial flexibility.</p> <p><b>Consolidation of Operations:</b> The merger will unify business operations, assets, and capabilities of both companies, creating a more robust, scalable enterprise with improved market positioning and enhanced growth potential.</p> <p><b>Operational Synergies:</b> The combined entity is expected to benefit from focused operational efforts, cost rationalization, and the elimination of duplication across administrative functions.</p> <p><b>Expanded Market Reach:</b> The integration will provide access to a wider customer base and newer geographies, thereby accelerating business growth and enhancing top-line performance.</p> <p><b>Strategic Alignment:</b> The merger aligns the long-term strategic vision of both companies, enabling unified execution and better stakeholder value creation.</p> <p><b>Stakeholder Interest:</b> The amalgamation is expected to be beneficial to the shareholders, creditors, and employees of both companies and is not prejudicial to the interests of any stakeholder or the public at large.</p>												

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<p>In case of cash consideration amount otherwise share exchange ratio</p>	<p>There is no cash consideration involved in the proposed amalgamation.</p> <p>The share exchange ratio is as follows:</p> <p>(One) fully paid-up equity share of ₹10/- each of S A Tech Software India Limited (Transferee Company) for every 2 (Two) fully paid-up equity shares of ₹10/- each held in Mindpool Technologies Limited (Transferor Company) as on the Record Date.</p> <p>The share exchange ratio has been determined based on a Valuation Report dated July 21, 2025 issued by Mr. Santhosh Kumar Katla, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14859), and supported by a Fairness Opinion dated July 21, 2025 issued by Akasam Consulting Private Limited, a SEBI-registered Category I Merchant Banker.</p>
<p>Brief details of change in shareholding pattern (if any) of listed entity</p>	<p>S A Tech Software India Limited (Transferee Company) will issue new equity shares to the equity shareholders of Mindpool Technologies Limited (Transferor Company) in the ratio of 1 equity share of ₹10/- each for every 2 equity shares of ₹10/- each held in the Transferor Company as on the Record Date.</p> <p>Consequently, the existing shareholders of Mindpool Technologies Limited will become shareholders of S A Tech Software India Limited.</p> <p>Further, the 17,67,150 equity shares held by the Transferor Company in the Transferee Company shall stand cancelled and extinguished without any consideration, in accordance with the Scheme.</p>

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