



Date: 19-12-2025

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

NSE Symbol: SATECH

ISIN: INE0BSN01013

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Outcome of Meeting of Board of Directors [8th BM FY 2025-26] held on Friday, 19th day of December 2025 at the Registered Office of the Company via Video Conference

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

The Meeting of the Board of Directors of the Company was held on Friday 19th December 2025 at 08:30 (IST) PM.

On the basis of Preliminary note presented by management before the Board of Directors of the Company, at its meeting held today, the board has inter alia considered and approved the following matters:

1. Approved Valuation Report and Fairness Opinion

The draft Valuation Report and Fairness Opinion in connection with the proposed amalgamation involving merger by way of absorption of **Mindpool Technologies Limited** into **S A Tech Software India Limited**.

The valuation report has been issued by **Mr. Santhosh Kumar Katla**, Registered Valuer, and the fairness opinion has been provided by **Akasam Consulting Private Limited**, a SEBI-registered Category I Merchant Banker.

2. Approved Draft Scheme of Amalgamation

The draft Scheme of Amalgamation involving merger by way of absorption of **Mindpool Technologies Limited** (“MTL” or “Transferor Company”) with **S A Tech Software India Limited** (“Company” or “Transferee Company”) and their respective shareholders and creditors, pursuant to Sections 230 to 232 of the Companies Act, 2013.

The Scheme is subject to receipt of necessary approvals from the shareholders and creditors of the Company, as may be directed by the Hon’ble National Company Law Tribunal (“NCLT”), Mumbai Bench, the National Stock Exchange of India Limited, the Securities and Exchange Board of India (“SEBI”), and such other regulatory or statutory authorities as may be required.

The Scheme, inter alia, provides for the merger of MTL into the Company through issuance of equity shares by the Company to the shareholders of MTL, in the manner set out in the Scheme, along with all matters incidental and ancillary thereto.

S A TECH SOFTWARE INDIA LIMITED

CIN: L72900PN2012FLC145261

|Reg Off: Off No. D-6030, 6th Floor Solitaire Bus Hub, Viman Nagar, Pune 411014 MH India|

|Contact: 9022909131 | email: info@satincorp.com | website: www.satincorp.com



The disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are enclosed as **Annexure I**.

3. Approved Change in Registered Office Address

The board has approved change in the registered office address of the Company within the local limits, from:

Office D-6030, Solitaire Business Hub, Viman Nagar, Pune – 411014, Maharashtra

to

Office No. 101, 1st Floor, PoloRoche Business Avenue, Airport Road, Opp. Symbiosis Law School, Viman Nagar, Pune – 411032, Maharashtra.

Please take note that the said Meeting concluded at 08:53 (IST) PM

This is for your information and record.

Thanking You,

Yours faithfully,

For, **SA Tech Software India Limited**

Arnika Choudhary
Company Secretary
A70217



ANNEXURE I

Disclosures in terms of Regulation 30 of the Listing Regulations

Particulars	Disclosures												
Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover, etc.	<p>Mindpool Technologies Limited (“Transferor Company”):</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 & 4th, SR NO 133/1/316111 GK Mall, Near Konkane Chowk, Pimple Saudagar, Pune, Maharashtra, India, 411027.</p> <p>S A Tech Software India Limited (“Transferee Company”):</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>As on September 30, 2025, the net assets, and revenue (audited standalone) of Transferor Company and Transferee Company are as hereunder:</p> <table border="1"> <thead> <tr> <th><i>SN</i></th> <th><i>Name</i></th> <th><i>Net Worth as at 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i></th> <th><i>Total Income for the half year ended 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mindpool Technologies Limited</td> <td>1318.90</td> <td>2197.05</td> </tr> <tr> <td>2</td> <td>S A Tech Software India Limited</td> <td>3900.36</td> <td>5007.81</td> </tr> </tbody> </table>	<i>SN</i>	<i>Name</i>	<i>Net Worth as at 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i>	<i>Total Income for the half year ended 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i>	1	Mindpool Technologies Limited	1318.90	2197.05	2	S A Tech Software India Limited	3900.36	5007.81
<i>SN</i>	<i>Name</i>	<i>Net Worth as at 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i>	<i>Total Income for the half year ended 30th Sept 2025 (Un-Audited) (Rs. Lakhs)</i>										
1	Mindpool Technologies Limited	1318.90	2197.05										
2	S A Tech Software India Limited	3900.36	5007.81										
a. Whether the transaction falls within related party transaction? If yes, whether the same is done at 'arm's length'.	<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>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>												

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<p>b. 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>c. Rationale for amalgamation/ merger</p>	<ol style="list-style-type: none"> 1. Complementary Strengths: 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. 2. Improved Cash Management: Consolidation will lead to greater efficiency in cash management and optimal utilization of funds, thereby enhancing financial flexibility. 3. Consolidation of Operations: 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. 4. Operational Synergies: The combined entity is expected to benefit from focused operational efforts, cost rationalization, and the elimination of duplication across administrative functions. 5. Expanded Market Reach: The integration will provide access to a wider customer base and newer geographies, thereby accelerating business growth and enhancing top-line performance. 6. Strategic Alignment: The merger aligns the long-term strategic vision of both companies, enabling unified execution and better stakeholder value creation. 7. Stakeholder Interest: 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>d. In case of cash consideration amount otherwise share exchange ratio</p>	<p>There is no cash consideration involved in the proposed amalgamation. 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 19th December, 2025 issued by Mr. Santhosh Kumar Katla, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14859), and supported by a Fairness Opinion dated 19th December, 2025 issued by Akasam Consulting Private Limited, a SEBI-registered Category I Merchant Banker.</p>

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<p>e. 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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