



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

Date:31-07-2025

NSE Symbol: SATECH

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding approval of 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 Thursday, July 31, 2025, at 09.30 AM (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. 31st July, 2025, 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 Scheme provides for a merger by way of absorption of MTL through the transfer and issuance of equity shares by the Company to the shareholders of MTL in the manner set out in the Scheme and various other matters consequential to or otherwise integrally connected with the above.

The audit Committee and Independent Directors has furnished their reports to the Board recommending the scheme. The fairness opinion on the scheme has been furnished by M/s Akasam Consulting Private Limited, a SEBI-registered Category I Merchant Banker. The valuation report(s) for the scheme has been provided by Mr. Santhosh Kumar Katla, Registered Valuer ("Valuation Report")

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**.

The scheme of arrangement is available on Company website <https://www.satincorp.com/investors>

This is for your information and record.

Thanking You,

For and on behalf of
SA Tech Software India Limited
(Formerly known as SA Tech Software India Private Limited)

Arnika Choudhary
Company Secretary
A70217

S A TECH SOFTWARE INDIA LIMITED
(Formerly known as S A TECH SOFTWARE INDIA PRIVATE 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 |



Annexure A

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.	S A Tech Software India Limited (“Transferee Company”): 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. Mindpool Technologies Limited (Transferor Company): 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. As on March 31, 2025, the net worth, and revenue (audited standalone) of Transferor Company and Transferee Company are as hereunder: <table><tr><th>SN</th><th>Name</th><th>Net Worth as at 31st March 2025 (Audited) (Rs. Lakhs)</th><th>Total Income for the year ended 31st March 2025 (Audited) (Rs. Lakhs)</th></tr><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></table>	SN	Name	Net Worth as at 31 st March 2025 (Audited) (Rs. Lakhs)	Total Income for the year ended 31 st 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
SN	Name	Net Worth as at 31 st March 2025 (Audited) (Rs. Lakhs)	Total Income for the year ended 31 st 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										
Whether the transaction falls within related party transaction? If yes, whether the same is done at 'arm's length'.	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. 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. 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. 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.												
Area of business of the entity(ies).	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, , 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.												

S A TECH SOFTWARE INDIA LIMITED
(Formerly known as S A TECH SOFTWARE INDIA PRIVATE 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 |



Rationale for amalgamation / merger	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. Improved Cash Management: Consolidation will lead to greater efficiency in cash management and optimal utilization of funds, thereby enhancing financial flexibility. 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. Operational Synergies: The combined entity is expected to benefit from focused operational efforts, cost rationalization, and the elimination of duplication across administrative functions. 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. Strategic Alignment: The merger aligns the long-term strategic vision of both companies, enabling unified execution and better stakeholder value creation. Stakeholder Interest: The merger 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.
In case of cash consideration amount otherwise share exchange ratio	There is no cash consideration involved in the proposed amalgamation. The share exchange ratio is as follows: (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. 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.
Brief details of change in shareholding pattern (if any) of listed entity	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. Consequently, the existing shareholders of Mindpool Technologies Limited will become shareholders of S A Tech Software India Limited. 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.