

Date: October 31<sup>st</sup>, 2025

To,  
**The Manager,**  
Listing Department,  
BSE Limited,  
SME Division  
P. J Towers, Dalal Street,  
Mumbai — 400001

**Subject: Outcome of Board Meeting Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015**

**Ref: Scrip Code: - 544189 – SATTRIX INFORMATION SECURITY LIMITED**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of Sattrix Information Security Limited (hereinafter referred to as the “Company”) at their meeting held today i.e. October 31<sup>st</sup>, 2025, inter-alia, had considered and approved the following matters:

1. The acquisition of 100% equity shareholding of Sattrix Software Solutions Private Limited (hereinafter referred to as “SSSPL”) by way of issuance of Equity shares of the Company on a preferential basis by issue of upto 45,48,379 Equity Shares of the Company at a Swap ratio of 379:1, i.e., 379 shares of the Company for 1 share of SSSPL for consideration other than cash basis subject to the approval of the shareholders and receipt of applicable regulatory approvals.

Details in this regard as per requirement of Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for the compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as **Annexure I** and **Annexure II** respectively.

2. The Valuation Report obtained from Mr. Suman Kumar Verma, Registered Valuer for determining the swap ratio. The approved swap ratio is 379:1, i.e., 379 (Three Hundred Seventy Nine) shares of the Company for 1 (One) share of SSSPL.
3. To Increase the Authorised Share Capital of the Company from the existing Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakh Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

4. The related party transactions between the Company and SSSPL to carry the acquisition of 100 % equity Stake in SSSPL through issue and allotment of equity shares of the Company (share swap), based on recommendation of Audit Committee, subject to shareholders' approval by E-voting.
5. The appointment of Mr. Govil Rathi, proprietor of M/s. Govil Rathi & Associates, Practicing Company Secretaries and Registered Trademark Agent (Mem No: F13152, COP: 22106), as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
6. The authorization to Ms. Rina Kumari, Company Secretary to make necessary arrangement with Central Depository Services (India) Limited ("CDSL") (e-voting agency) for the purpose of providing remote e-voting facility to its members and to do all acts incidental to the process.
7. The Share Swap Agreement with terms and conditions as mentioned in the agreement and other necessary transaction documents to carry out the process of acquisition of 100 % equity Stake in SSSPL through issue and allotment of equity shares through swap of shares of the Company in ratio of 379:1 was considered and approved.
8. The draft of Notice for Extra-Ordinary General Meeting (EGM) along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and authorized Ms. Rina Kumari, Company Secretary to issue the same to the Members.
9. To convene the Extra-Ordinary General Meeting (EGM) of the members of the Company on **29th November, 2025 at 02:00 P.M.** through Video Conferencing/Other Audio Visual Means.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 23rd November, 2025 (09:00 A.M. IST) to Wednesday, 29th November, 2025 (05:00 P.M. IST)** (both days inclusive) for the purpose of the Extra-Ordinary General Meeting (EGM) and determining the eligibility of members for participation and voting at the said meeting.
11. **Sunday, 16th November, 2025** as a Cut-off date for the purpose of E-voting to record the entitlement of the shareholders to cast their vote electronically.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	<b>Sunday, 26th November, 2025 (09:00 A.M. IST)</b>
End of remote e-voting	<b>Tuesday, 28th November, 2025 (05:00 P.M. IST)</b>



The Meeting has been commenced at 10:30 A.M. and concluded at 10:50 A.M.

Kindly take the same on your records and acknowledge a receipt of the same.

Thanking you,

Yours faithfully,

**For SATTRIX INFORMATION SECURITY LIMITED  
(formerly known as Sattrix Information Security Private Limited)**

**(RINA KUMARI)  
Company Secretary & Compliance Officer  
M. No.: A70059**

**Disclosure in respect of the Preferential Issue, in terms of Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.**

S. No.	Particulars	Details																												
1.	Type of securities proposed to be issued	Equity Shares																												
2.	Type of issuance	Preferential allotment																												
3.	Total number of securities Proposed to be issued or the total amount for which the securities will be issued	Upto 45,48,379 (Forty Five Lakhs Forty Eight Thousand Three Hundred Seventy Nine only) Equity Shares of the Company at a share swap ratio of 379:1, i.e., 379 (Three hundred Seventy-nine shares of the Company for 1 share of SSSPL to the existing Shareholders (Promoter and non-promoters) of SSSPL on a share swap basis as per valuation done by the Registered Valuer & Merchant Banker. The present issue is for consideration other than cash, i.e., through swap of shares.																												
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):																													
a.	Name of the Investors	<div>The names of the Proposed Allottees are:</div> <table><tr><th>S. No.</th><th>Names of the Propose Allottees/ Investors</th><th>Category</th><th>No of Equity Shares proposed to be issued</th></tr><tr><td>1</td><td>Sachhin Kishorbhai Gajjaer</td><td>Promoter</td><td>17,58,560</td></tr><tr><td>2</td><td>Ronak Sachin Gajjar</td><td>Promoter</td><td>17,48,327</td></tr><tr><td>3</td><td>Kedia Securities Private Limited</td><td>Non - Promoter</td><td>9,14,906</td></tr><tr><td>4</td><td>Bhavya Jain</td><td>Non - Promoter</td><td>44,343</td></tr><tr><td>5</td><td>Gaurav Singh</td><td>Non - Promoter</td><td>44,343</td></tr><tr><td>6</td><td>Sagar Hareshkumar Doshi</td><td>Non - Promoter</td><td>37,900</td></tr></table>	S. No.	Names of the Propose Allottees/ Investors	Category	No of Equity Shares proposed to be issued	1	Sachhin Kishorbhai Gajjaer	Promoter	17,58,560	2	Ronak Sachin Gajjar	Promoter	17,48,327	3	Kedia Securities Private Limited	Non - Promoter	9,14,906	4	Bhavya Jain	Non - Promoter	44,343	5	Gaurav Singh	Non - Promoter	44,343	6	Sagar Hareshkumar Doshi	Non - Promoter	37,900
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2	Ronak Sachin Gajjar	Promoter	17,48,327																											
3	Kedia Securities Private Limited	Non - Promoter	9,14,906																											
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6	Sagar Hareshkumar Doshi	Non - Promoter	37,900																											

b.	Post allotment of securities- outcome of the subscription	Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are as under:			
		<b>Proposed Allottee</b>	<b>Pre-preferential issue shareholding &amp; percentage</b>		<b>Post-preferential issue shareholding &amp; percentage</b>
			Shares	%	Shares %
		<b>Promoter and Promoter Group Allottees:</b>			
		Sachhin Kishorbhai Gajjaer	10,00,000	14.71	27,58,560 24.31
		Ronak Sachin Gajjar	39,99,975	58.82	57,48,302 50.65
		<b>Non-Promoter Allottees:</b>			
		Kedia Securities Private Limited	-	-	9,14,906 8.06
		Bhavya Jain	-	-	44,343 0.39
		Gaurav Singh	55,000	0.81	99,343 0.88
		Sagar Hareshkumar Doshi	14,000	0.21	51,900 0.46
c.	Issue price	Swap Ratio 379:1			
d.	No. of Investors	Up to 6 (Six)			

**Disclosure in respect of Acquisition of 100% stake in Satrix Software Solutions Private Limited, in terms of Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.**

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.,	<p>Satrix Software Solutions Private Limited</p> <p>The Company was incorporated on March 22, 2018 registered in Gujarat, with the Registrar of Companies, Ahmedabad, bearing CIN U72200GJ2018PTC101446 and having registered office at 28, Damubhai Colony, Anjali Cross Road, Bhattha, Paldi, Ahmedabad, Gujarat, India-380007.</p> <p>The Target Company has achieved a Turnover of Rs. 301.68 lakhs for the year FY 2024-25.</p>
2.	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”;	<p>Yes, the acquisition would fall within related party transaction as the Promoter/ promoter group of the Company are the Director(s)/Shareholder of the Target Company.</p> <p>This Transaction is done at arms-length price.</p>
3.	Industry to which the entity being acquired belongs;	Software Development & Consulting Services
4.	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 activities in which the target company is engaged i.e. Software Development & Consulting Services in the field of e-commerce, retail, education, healthcare areas will add to network in cyber security services for Satrix Information Security Limited.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable



6.	Indicative time period for completion of the acquisition;	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities																
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Swapping of shares i.e., Other than Cash Consideration.  Preferential Issue of up to 45,48,379 (Forty-Five Lakhs Forty Eight Thousand Three Hundred Seventy Nine only) Equity Shares of Rs. 10/- (Rupees Ten only) each at 379 (Three Hundred Nine only) shares of Satrix Information Security limited for 1 (One only) share of Satrix Software Solutions Private Limited for acquisition of 12,001 (Twelve Thousand One only) Equity Shares of Rs. 10/- (Rupees Ten only) each i.e., 100% stake in Satrix Software Solutions Private Limited. Consideration shall be paid in swap of shares against shares of Satrix Information Security Limited																
8.	Cost of acquisition or the price at which the shares are acquired;	Share Swap is in the ratio of 379:1 i.e., for every 1 (One) Equity Shares of face value of Rs. 10/- each held by the existing Shareholder(s) in Satrix Software Solutions Private Limited will get 379 (Three Hundred Seventy-Nine) Equity Shares of Satrix Information Security Limited.  Acquisition shall be done on share swap basis and there will be no cash outflow. Valuation report from the registered valuer & merchant banker is obtained.																
9.	Percentage of shareholding/ control acquired and/ or number of shares acquired;	100% Equity shares of Satrix Software Solutions Private Limited. It shall subsequently become subsidiary company of Satrix Information Security Limited.																
10.	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);	a) Brief background: as mentioned above: as mentioned above b) Date of Incorporation: March 22, 2018 c) Turnover and EBIDTA for last 3 years: <table><tr><td></td><td colspan="3">Rs.(In Lakhs)</td></tr><tr><td>Particular</td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23</td></tr><tr><td>Turnover</td><td>301.68</td><td>287.16</td><td>221.95</td></tr><tr><td>EBITA</td><td>272.60</td><td>124.48</td><td>90.79</td></tr></table> d) The entity has its presence only in India. e) Any other significant information: Nil		Rs.(In Lakhs)			Particular	FY 2024-25	FY 2023-24	FY 2022-23	Turnover	301.68	287.16	221.95	EBITA	272.60	124.48	90.79
	Rs.(In Lakhs)																	
Particular	FY 2024-25	FY 2023-24	FY 2022-23															
Turnover	301.68	287.16	221.95															
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