

Date: 27 March 2025

To

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: 544293	The Secretary The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1 G Block Bandra -Kurla Complex, Bandra (East) Mumbai- 400 051 Scrip Symbol: SURAKSHA
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Dear Sir / Ma'am,

Sub: Outcome of the Board Meeting

Ref: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable SEBI circulars, we wish to inform you that on the recommendation of the Audit Committee in its meeting held earlier today, the Board of Directors of the Company at its meeting held today, i.e. 27 March 2025 has *inter-alia*, considered and approved a proposal to make a strategic investment of an amount not exceeding ₹ 5.19 crore in Fetomat Wellness Private Limited ('Fetomat'), in cash, in one or more tranches. This investment shall be made by way of subscription of equity shares and purchase of equity shares from its existing shareholders, subject to compliance with the applicable laws, statutory approvals, consents and permissions, as may be required. Post-acquisition, the Company will hold 63% in the equity share capital of Fetomat and Fetomat will become a Subsidiary of the Company.

In this regard, the Company will enter into (a) a Share Subscription Agreement ('SSA') with Fetomat for subscribing to 95,841 equity shares of ₹10/- each representing 16.17% of the total equity share capital (b) Share Purchase Agreements ('SPAs) with existing shareholders of Fetomat for acquisition of 2,77,582 equity shares representing 46.83% of the total equity share capital (c) Shareholder's Agreement ('SHA') with existing shareholder of Fetomat and (d) all other transaction related documents with Fetomat and existing shareholder of Fetomat (collectively, the 'Transaction Documents').

The completion of the transaction is subject to satisfaction of certain conditions precedent in accordance with the Transaction Documents and other terms and conditions agreed upon therein.

The additional disclosures as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, is provided in **Annexure- I**.

Further pursuant to Regulation 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enclosed disclosure will also be made available on the Company's website at www.surakshanet.com.

The meeting of the Board of Directors commenced at 4.30 pm (IST) and concluded at 5.50 pm (IST).

You are requested to kindly take the same on your record.

For Suraksha Diagnostic Limited

Mamta Jain
Company Secretary and Compliance Officer

Encl: As above

ANNEXURE- I

DISCLOSURE UNDER SUB-PARA (1) [ACQUISITION(S) (INCLUDING ARRANGEMENT TO ACQUIRE)] OF PARA (A) OF PART(A) OF SCHEDULE III TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ADDITIONAL DISCLOSURES AS REQUIRED UNDER SEBI MASTER CIRCULAR NO. SEBI/HO/CFD-PoD2/CIR/P/0155 DATED 11 NOVEMBER 2024

a) Name of the target entity, details in brief such as size, turnover etc.:

Name of the target entity: Fetomat Wellness Private Limited ("Fetomat")

Business of the target entity: Fetomat is a network of fertility and pregnancy care clinics dedicated to women's health. Its mission is to provide seamless access to skilled care for safe motherhood and healthy babies and has grown into one of the eastern India's largest centers for fetal and maternal medicine, specializing in pregnancy care, women's ultrasound scans, prenatal diagnosis and advanced therapies.

The consolidated turnover for Fetomat for the financial year ended 31 March 2024: approx. ₹ 4.11 crore with an EBITDA of approx. ₹ 0.56 crore.

b) 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":

The acquisition of shares of Fetomat does not fall within the purview of the related party transaction. None of the promoter/ promoter group/ group companies have any interest in Fetomat.

c) Industry to which the entity being acquired belongs:

Fetomat operates in the healthcare sector, providing services in pregnancy care, women's ultrasound scanning, prenatal diagnosis, therapy, genetic counseling and doctor's training.

d) Objects and impact 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):

With the acquisition of 63% equity shares in one or more tranches, Fetomat will become the Subsidiary of the Company. This strategic acquisition will expand the Company's service portfolio by integrating fetal medicine expertise into the existing healthcare framework of the Company. The synergies between the Company and Fetomat will enhance innovation in fetal medical diagnostics, strengthening the Company's position in the industry.

Suraksha Diagnostic Limited

CIN: L85110WB2005PLC102265

Reg Office: 12/1, Premises No. 02-0327, DG Block, Action Area 1D, New Town, Kolkata-700 156, West Bengal, India

E-mail: investors@surakshanet.com | **Website:** www.surakshanet.com

Phone:(033) 6605 9750

e) Brief details of any governmental or regulatory approvals required for the acquisition:

No governmental or regulatory approvals are required for the acquisition.

f) Indicative time period for completion of the acquisition:

The consummation of the transaction is subject to the other customary conditions of the Transaction Documents and is expected to be completed within 3 (three) months.

g) Consideration - whether cash consideration or share swap or any other form and details of the same:

The consideration for the acquisition of shares would be in the form of cash.

h) Cost of acquisition and/or the price at which the shares are acquired:

The cost of acquisition would be approx. ₹ 5.19 crore in one or more tranches, totaling to 3,73,423 (Three lakh seventy-three thousand four hundred and twenty three) equity shares of ₹ 10/- each, representing 63% of the equity share capital of Fetomat, in accordance with definitive Agreement(s) to be entered into by the Company and subject to the compliance with the applicable laws, statutory approvals, consents and permissions, as may be required.

i) Percentage of shareholding/ control acquired and/ or number of shares acquired:

Upon the completion of acquisition, the Company will hold 3,73,423 (Three lakh seventy-three thousand four hundred and twenty three) equity shares of ₹ 10/- each in Fetomat.

Further, post completion of the aforesaid acquisition, the Company will hold 63% stake in Fetomat and accordingly, Fetomat shall become a Subsidiary of the Company.

j) 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):

Fetomat was incorporated on 15 May 2021 under the provisions of the Companies Act, 2013. It specialises in fetal and maternal medicine, pregnancy care, women's ultrasound scans, prenatal diagnosis and advanced therapies. During financial year 2022-23, Fetomat operated on one single centre. It acquired another centre in November 2023. Fetomat thus operated on two centres as on 31 March 2024.

Country of operation of Fetomat: India

The consolidated turnover of Fetomat over the last three financial years are as follows:

(₹ in crore)

Sl. No.	Financial Year	Turnover	EBIDTA	PBT	PAT
1	2021-22	0.45	0.12	0.00	0.00
2	2022-23	2.02	0.15	-0.30	-0.30
3	2023-24	4.11	0.56	0.10	0.07

The above data includes both fetal diagnostic services (~80%) and IVF services (~20%).

Prior to December 2024, Fetomat had broadly two line of services – fetal diagnostic services and IVF services.

Post December 2024, IVF business of Fetomat was hived off into a separate entity.

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