

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, the registered shareholder of **Paramatrix Technologies Limited** (Formerly known as *Paramatrix Technologies Private Limited*) (the “**Company**”) as on the Record Date (as defined hereinafter) (“**Eligible Shareholders**”/ “**Beneficial Owners**”), in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time (“**Buy-back Regulations**”). If you require any clarifications regarding the action to be taken, you may, consult your stock brokers or investment consultants or the Manager to the Buy-back or the Registrar to the Buy-back. Please see the section entitled “*Definition of Key Terms*” for the definition of the capitalized terms used herein.



### PARAMATRIX TECHNOLOGIES LIMITED

(Formerly known as *Paramatrix Technologies Private Limited*)

**Corporate Identity Number:** L72200MH2004PLC144890

**Registered Office:** E-102, 1<sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai – 400 705

**Tel. No.:** +91-22-4151 8700; **E-mail:** [cs@paramatrix.com](mailto:cs@paramatrix.com); **Website:** [www.paramatrix.com](http://www.paramatrix.com);

**Contact Person:** Ms. Shubhada Mahendra Shirke, Company Secretary & Compliance Officer

**BUY-BACK OF UP TO 4,60,800 (FOUR LAKH SIXTY THOUSAND EIGHT HUNDRED) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”), REPRESENTING 5.27% OF THE TOTAL EQUITY SHARES IN THE TOTAL ISSUED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2024, ON A PROPORTIONATE BASIS, FROM THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES AS ON MAY 27, 2025 (THE “RECORD DATE”), BY WAY OF A TENDER OFFER, FOR CASH AT A PRICE OF ₹ 130/- (RUPEES ONE HUNDRED AND THIRTY ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 5,99,04,000 /- (RUPEES FIVE CRORE NINETY NINE LAKHS FOUR THOUSAND ONLY) (“BUY-BACK SIZE”) EXCLUDING TRANSACTION COST (“BUY-BACK”). THE BUY-BACK SIZE REPRESENTS 23.09% AND 20.22% OF THE AGGREGATE OF THE FULLY PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AS PER THE LATEST AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 RESPECTIVELY.**

The Buy-back is being undertaken by the Company in accordance with the Articles of Association of the Company, the provisions of Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, and the Buy-back Regulations. The Buyback is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws.

- The Buy-back Size is 23.09% & 20.22% of the aggregate of fully paid-up Equity Share capital and free reserves per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 respectively, which is within the prescribed limit of 25% of the aggregate of the paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company. The Equity Shares proposed to be bought back represent 5.27% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2024.
- The Letter of Offer shall be electronically sent to Eligible Shareholders/Beneficial Owners holding Equity Shares of the Company as on the Record Date, i.e. May 27, 2025 in accordance with the Buy-back Regulations and such other circulars or notifications, as may be applicable.
- A copy of the Public Announcement is available on the website of the Company at [www.paramatrix.com](http://www.paramatrix.com), the Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in), and on the website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com) and Manager to the Buy-back at [www.navigantcorp.com](http://www.navigantcorp.com).
- A copy of this Letter of Offer (including the Tender Form and Form No. SH-4) shall be available on the website of Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Company at [www.paramatrix.com](http://www.paramatrix.com) and is expected to be available on the website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com), the Manager to the Buyback at [www.navigantcorp.com](http://www.navigantcorp.com) and the Registrar to the Buyback at [www.bigshareonline.com](http://www.bigshareonline.com).
- For details in relation to the procedure for acceptance and tender of Equity Shares, please see the section entitled “*Procedure for Tendering Shares and Settlement*” on page 38 of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to section entitled “*Procedure for Tendering Shares and Settlement*” on page 38 of this Letter of Offer.
- Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to the sections entitled “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 33 and 45, respectively, of this Letter of Offer before tendering their Equity Shares in the Buy-back.

#### MANAGER TO THE BUY-BACK

#### REGISTRAR TO THE BUY-BACK



**Navigant Corporate Advisors Limited**  
804, Meadows, Sahar Plaza Complex,  
J B Nagar, Andheri Kurla Road,  
Andheri East, Mumbai-400 059  
**Tel:** +91-22-4120 4837 / 4973 5078  
**Contact Person:** Mr. Sarthak Vijlani  
**E-mail:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)  
**Website:** [www.navigantcorp.com](http://www.navigantcorp.com)  
**SEBI Registration Number:** INM000012243



**Bigshare Services Private Limited**  
**Address:** S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road,  
Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India  
**Tel. no.:** +91 40 6263 8200;  
**Contact person:** Maruti Eate  
**Email:** [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)  
**Investor Grievance mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**SEBI Registration Number:** INR000001385

#### BUY-BACK PROGRAMME

BUY-BACK OPENING DATE	MONDAY, JUNE 02, 2025	BUY-BACK CLOSING DATE	FRIDAY, JUNE 06, 2025
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**LAST DATE AND TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR:**  
**FRIDAY, JUNE 06, 2025 by 5.00 PM IST**

#### BUY-BACK ENTITLEMENT\*

Reserved category for Small Shareholders	36 Equity Shares for every 451 Equity Shares held on the Record Date
General category for all other Eligible Shareholders	29 Equity Shares for every 788 Equity Shares held on the Record Date

\* The ratio of Buy-back indicated above is approximate and provides an indication of the Buy-back Entitlement. Any computation of entitled Equity Shares using the above ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buy-back Entitlement for reserved category for Small Shareholders is 7.98244600993186% and general category for all other Eligible Shareholders is 3.68019994550358%. The exact Entitlement as per the holding as on Record Date shall be communicated electronically to the Eligible Shareholders along-with the Letter of Offer.

**ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:**

- Click on <https://www.bigshareonline.com/BuyBack.aspx>
- Select the name of the Company – Paramatrix Technologies Limited
- Select holding type - “Demat” or “Physical” or “PAN”
- Based on the option selected above, enter your “Folio Number” or “NSDL DPID/Client ID” or “CDSL Client ID” or “PAN”
- Click on submit
- Then click on ‘View’ button
- The entitlement will be provided in the pre-filled ‘FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT’.

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## SCHEDULE OF ACTIVITIES

Activity	Day and Date
Date of Board meeting approving the proposal of the Buy-back	Friday, April 18, 2025
Date of declaration of results of extra ordinary general meeting for special resolution by the Equity Shareholders of the Company, approving the Buyback	Monday, May 19, 2025
Date of Public Announcement for the Buy-back	Tuesday, May 20, 2025
Date of publication of the Public Announcement for the Buy-back	Wednesday, May 21, 2025
Record Date for determining the Buy-back Entitlement and the names of Eligible Shareholders	Tuesday, May 27, 2025
Last Date for filing of Letter of Offer	Thursday, May 29, 2025
Date of opening of the Buy-back	Monday, June 02, 2025
Date of closing of the Buy-back	Friday, June 06, 2025
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar	Friday, June 06, 2025
Last date of verification by the Registrar	Monday, June 09, 2025
Last date of intimation regarding acceptance or non-acceptance of tendered Equity Shares to the Stock Exchange by the Registrar	Thursday, June 12, 2025
Last date of settlement of bids on the NSE	Friday, June 13, 2025
Last date of dispatch of share certificate(s) by the Registrar/return of unaccepted demat Equity Shares by Stock Exchange to Shareholder Broker	Friday, June 13, 2025
Last date for payment of consideration to Eligible Shareholders whose shares were accepted in the Buyback	Friday, June 13, 2025
Last date of extinguishment of Equity Shares	Tuesday, June 24, 2025

*Note: In case the last date is mentioned for certain activities, such activities may be completed on or before such last date.*

## DEFINITION OF KEY TERMS

*This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.*

Term	Description
Acceptance, Accept, or Accepted	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders for the Buy-back
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder
Articles/ Articles of Association	Articles of Association of the Company, as amended from time to time
Board or Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee of the Board and/or officials, which the Board may constitute/ authorize)
Board Approval	Meeting of the Board of Directors of the Company held on Friday, April 18, 2025 approving the proposal for the Buy-back.
Board Meeting Date	Friday, April 18, 2025
“Buy-back”/ “Buy-back Offer”/ “Offer”	Buy-back of up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) fully paid-up Equity Shares, representing 5.27% of the total paid-up Equity Share capital of the Company as on March 31, 2024, on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on Record Date i.e. May 27, 2025, by way of a tender offer, for cash at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share for an aggregate amount not exceeding ₹ 5,99,04,000 (Rupees Five Crore Ninety Nine Lakhs Four Thousand only). This excludes any expenses incurred or to be incurred for the Buy-back such as fee payable to SEBI, the Stock Exchange, Advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses
Buy-back Closing Date	Friday, June 06, 2025
Buy-back Committee	The Buy-back Committee of the Board, constituted and authorized for the purposes of the Buy-back by way of a resolution of the Board dated April 18, 2025 comprising of Mr. Mukesh Thumar Chairman, Mrs. Shivani Tiwari - Member, and Mr. Mahesh Goriwale - Member
Buy-back Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender, in the Buy-back, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the Ratio of Buy-back applicable to such Eligible Shareholder
Buy-back Offer Price	The price at which Equity Shares will be bought back from the Shareholders, being ₹130/- per Equity Share, payable in cash
Buy-back Opening Date	Monday, June 02, 2025
Buy-back Offer Size	Maximum number of Equity Shares proposed to be bought back i.e. not exceeding 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) Equity Shares multiplied by the Buyback Offer Price i.e. ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share aggregating to ₹ 5,99,04,000 (Rupees Five Crore Ninety Nine Lakhs Four Thousand Only), excluding Transaction Costs
Buy-back Period	The period between the date of the declaration of results of the extra ordinary general meeting for special resolution approving the Buyback and the date on which the payment of consideration to the Eligible Shareholders is made
Buy-back Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time

<b>Term</b>	<b>Description</b>
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 2013, along with the relevant rules made thereunder (including any statutory modifications or amendments thereof).
Company or “Our Company” or “we” or “us” or “our”	Paramatrix Technologies Limited, unless the context states otherwise
Company Broker	Allwin Securities Limited
DP	Depository Participant
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
Designated Stock Exchange	The designated stock exchange for the Buy-back, being, NSE
DIN	Director Identification Number
Director(s)	Director(s) of the Company
Eligible Shareholders or Beneficial Owners	All persons holding Equity Shares as on the Record Date.
Equity Shares	Fully paid-up equity shares of the Company each having a face value of ₹ 10
Escrow Account	The Escrow Account, “PARAMATRIX TECHNOLOGIES LIMITED BUY BACK 2025 ACCOUNT” opened with the Escrow Banker
Escrow Agent / Banker	Kotak Mahindra Bank Limited
Exchange Act	United States Securities Exchange Act of 1934
FEMA	Foreign Exchange Management Act, 1999
FIIs	Foreign Institutional Investors
FPIs	Foreign Portfolio Investors
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	Income-tax Act, 1961 (including any statutory modifications or re-enactment thereof)
Letter of Offer	This letter of offer dated May 29, 2025 filed with SEBI containing disclosures in relation to the Buy-back as specified in Schedule III of the Buy-back Regulations.
LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force including any statutory modifications and amendments from time to time.
Manager to the Buy-back / Manager	The manager to the Buy-back, being, Navigant Corporate Advisors Limited
Non-Resident Indians	An individual resident outside India who is a citizen of India or is an ‘Overseas Citizen of India’ cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955 and includes a non-resident Indians
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
PAN	Permanent Account Number
Public Announcement	The public announcement, made in accordance with the Buy-back Regulations, dated May 20, 2025, published in Financial Express (English – All editions), Jansatta (Hindi – All editions), Paratahkal (Marathi – Maharashtra edition) where our Registered Office is located), each with wide circulation, on May 21, 2025
Ratio of Buy-back	The ratio of the Buy-back: (i) in case of Small Shareholders, 36 Equity Shares for every 451 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 29 Equity Shares for every 788 Equity Shares held by such Eligible Shareholder on the Record Date
RBI	The Reserve Bank of India
Record Date	Tuesday, May 27, 2025, being the date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations
Registered Office	The registered office of the Company, located at E-102, 1 <sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai – 400 705

<b>Term</b>	<b>Description</b>
Registrar	The registrar to the Buy-back, being, Bigshare Services Private Limited
Reserved Category	Equity Shares reserved for the Small Shareholders
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any amendments thereof
Shareholder Broker	Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) seeks to participate in the Buy-back
Shareholders	Holders of Equity Shares and includes beneficial owners thereof
Small Shareholder	An Eligible Shareholder of the Company, who holds Equity Shares or other specified securities whose market value, on the basis of closing price of Equity Shares, on the recognized stock exchange in respect of such Equity Shares, as on the Record Date i.e. May 27, 2025, is not more than ₹ 2,00,000/-, as defined in Regulation 2(i)(n) of the Buy-back Regulations.
Stock Exchange	National Stock Exchange of India Limited (“NSE”)
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the time being in force including any statutory modifications and amendments from time to time
Transaction Cost(s)	Any expenses incurred or to be incurred for the Buy-back such as fee payable to SEBI, Stock Exchange, Advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses.
Tender Form	The Acceptance–cum–Acknowledgement form to be filled in by the Shareholders to participate in the Buy-back
Tender Offer	Tender offer shall have the meaning ascribed to it under Regulation 2(i)(q) of the Buy-back Regulations
Tendering Period	Period of 5 Working Days from the Buy-back Opening Date (Monday, June 02, 2025) till the Buy-back Closing Date (Friday, June 06, 2025) (both days inclusive)
TRS	Transaction Registration Slip
U.S.	United States or the United States of America
Working Day	Working day shall have the meaning ascribed to it under Regulation 2(i)(s) of the Buy-back Regulations

## DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet its Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, Navigant Corporate Advisors Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision in tendering their Equity Shares in the Buy-back.

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager, Navigant Corporate Advisors Limited, has furnished to SEBI a due diligence certificate dated May 29, 2025, in accordance with the Buy-back Regulations, which reads as follows:

*“We have examined various documents and materials contained in the Public Announcement dated May 20, 2025, published on May 21, 2025 and the Letter of Offer dated May 29, 2025, as part of the due-diligence carried out by us in connection with the finalisation of the Public Announcement and Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback.*
- *All the legal requirements connected with the said Buyback including the Buyback Regulations have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the Buyback.*
- *Funds to be used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

The filing of this Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The Promoters and Promoter Group / Board of Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Promoter Group / Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.

The Promoters and Promoter Group / Board of Directors, also declare and confirm that, funds borrowed from banks and financial institutions will not be used for the Buy-back.

### **Special notice to Shareholders in the United States**

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the U.S. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the U.S. or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

### **Disclaimer for Persons in Other Foreign Countries other than the United States:**

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

The Public Announcement dated May 20, 2025, and this Letter of Offer have been prepared for the purposes of compliance with the Buyback Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders through electronic means as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholders in a jurisdiction in which it would be illegal to make this Buyback, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

### **Forward looking statements**

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “should”, “target”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company’s ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. In certain instances, (i) the sum or percentage change of such numbers may not confirm exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not confirm exactly to the total figure given for that column or row.

## TEXT OF THE RESOLUTION PASSED AT MEETING OF THE BOARD

The Buy-back has been authorised and approved at the meeting of the Board held on April 18, 2025. The text of the resolution of the Board is as follows:

**“RESOLVED THAT** pursuant to the provisions of the Articles of Association of Paramatrix Technologies Limited (the **“Company”**) and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 (the **“Rules”**), to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended, including any statutory modifications and amendments from time to time (the **“Buy-back Regulations”**), and, subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the board of directors of the Company (the **“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to approval of the members of the company by way of Special Resolution to be passed at the Extra-Ordinary General Meeting by voting through electronic means, the Board hereby approves the buy-back by the Company of up to 4,60,800 fully paid-up Equity Shares of Face Value of ₹10/- (Rupees Ten only) each (**“Equity Shares”**) (representing 5.27% of the total issued and paid-up equity share capital of the Company as on March 31, 2024) at a price of ₹ 130/- (Rupees One Hundred and Thirty only) per Equity Share (the **“Buy-back Offer Price”**) payable in cash for an aggregate amount not exceeding ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) (excluding any expenses incurred or to be incurred for the buy-back such as fee payable to the Securities and Exchange Board of India (**“SEBI”**), advisors’ fees, public announcement, publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses) (the **“Maximum Buy-back Size”**), which is 23.09% and 20.22% of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 respectively, to be sourced out of free reserves of the company and/or such other source as may be permitted by the Buy-back Regulations and the Companies Act, from the shareholders of the Company, as on the record date, on a proportionate basis through a **“tender offer”** as prescribed under the Buy-back Regulations (the **“Buy-back”**);

**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 (the **“SEBI Circulars”**), including any amendments or statutory modifications for the time being in force;

**RESOLVED FURTHER THAT** the Buy-back shall be made by the Company from free reserves (Retained Earnings) of the Company and on such terms and conditions as the Board may decide from time to time in the absolute discretion of the Board as it may deem fit;

**RESOLVED FURTHER THAT** in terms of Section 69 of the Companies Act, the Company shall transfer from its free reserves and/ or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back, to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

**RESOLVED FURTHER THAT** all equity shareholders/ beneficial owners of the Equity Shares, including Promoters, who hold Equity Shares as on the Record Date (**“Eligible Shareholders”**), will be eligible to participate in the Buy-back except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities;

**RESOLVED FURTHER THAT** the Company may Buy-back Equity Shares from all the shareholders holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buy-back Regulations;

**RESOLVED FURTHER THAT** the Company shall not Buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;

**RESOLVED FURTHER THAT** the Buy-back from non-resident shareholders, Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India (“**RBI**”) under Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves;

**RESOLVED FURTHER THAT** the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”);

**RESOLVED FURTHER THAT** the Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buy-back;

**RESOLVED FURTHER THAT** the Company shall earmark adequate sources of funds for the purpose of the Buy-back;

**RESOLVED FURTHER THAT** in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for the investor protection in accordance with the Buy-back Regulations;

**RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buy-back Regulations, Ms. Shubhada Mahendra Shirke, Company Secretary and Compliance Officer of the Company be and is hereby appointed as the Compliance Officer for the Buy-back;

**RESOLVED FURTHER THAT** in terms of the Buy-back Regulations, the existing Registrar and Share Transfer Agent (the “**RTA**”) of the Company i.e. Bigshare Services Private Limited be and is hereby appointed as the registrar for the Buy-back;

**RESOLVED FURTHER THAT** the appointment of Navigant Corporate Advisors Limited as the merchant banker to the Buy-back or manager to the Buy-back in accordance with the Act, and the Buyback Regulations, as amended, be and is hereby approved/ratified, at such fees and other terms and conditions as mutually agreed with them;

**RESOLVED FURTHER THAT** Allwin Securities Limited be and is hereby appointed as the buying broker for the Buy-back, inter alia, to carry out the activities as brokers under the Buyback Regulations, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a depository account and trading account with Allwin Securities Limited in connection with and for the purpose of the Buy-back;

**RESOLVED FURTHER THAT** Kotak Mahindra Bank Limited be and is hereby appointed as the escrow agent for the purposes of the Buy-back (“**Escrow Agent**”) and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into appropriate escrow arrangements and agreements with the merchant banker and the Escrow Agent, and deposit into the escrow account to be opened with the Escrow Agent such amounts as required under the Buyback Regulations;

**RESOLVED FURTHER THAT** the draft of the Declaration of Solvency prepared in the prescribed form and the supporting affidavit, placed before the meeting be and is hereby approved and that Mr. Mukesh Thumar, Managing Director & CEO and Mr. Mahesh Goriwale, Executive Director, be and are hereby authorized to finalize and sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, Maharashtra at Mumbai, the SEBI and any other regulatory, governmental and statutory authorities, as required under applicable law;

**RESOLVED FURTHER THAT** the Board hereby takes on record the auditor report to be issued by E.A. Patil and Associates LLP, Chartered Accountants, the Statutory Auditor of the Company, as required under clause (xi) of Schedule I of the Buy-back Regulations and placed before the Board for its noting;

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the date of this Board meeting approving the Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) As regards the Company’s prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the Board Resolution, and having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which

will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting;

(iii) In forming its opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act, and the Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable;

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- a) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buy-back period;
- b) The Company shall not raise further capital for a period of one year, from the expiry of the Buy-back period, except in discharge of subsisting obligations;
- c) The Company shall not withdraw the Buy-back after the public announcement of the Buyback offer is made;
- d) The Company shall not Buy-back locked-in equity shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- e) The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- f) All the Equity Shares of the Company are fully paid-up;
- g) The Company will ensure that the public shareholding post Buy-back will not fall below the minimum level required as per Regulation 38 of the Listing Regulations;
- h) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- i) The Company, as per the provisions of Section 68(8) of the Companies Act, will not issue same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of Section 62 or other specified securities within a period of 6 months after the completion of the Buy-back except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- j) The Company shall not Buy-back its Equity Shares so as to delist its Equity Shares from the stock exchanges;
- k) The Company shall not Buy-back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- l) The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buy-back based on both the audited standalone and consolidated financial statements of the Company as on March 31, 2024;
- m) The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- n) The Company shall not buy-back its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- o) There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
- p) That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- q) That funds borrowed from banks and financial Institutions, if any, will not be used for the Buy-back;
- r) The maximum amount of the Buy-back i.e. ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) does not exceed 25% of the total paid-up Equity Share capital and free reserves as per audited standalone and consolidated financial statements of the Company as on March 31, 2024;
- s) The maximum number of Equity Shares proposed to be purchased under the Buy-back (up to 4,60,800 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited standalone balance sheet as on March 31, 2024;
- t) The Company shall not make any offer of Buy-back within a period of one year reckoned from the date of expiry of Buy-back period of the preceding offer of Buy-back, if any.

**RESOLVED FURTHER THAT** no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to a mis-statement/ misrepresentation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations;

**RESOLVED FURTHER THAT** Navigant Corporate Advisors Limited shall be the Manager to the Buy-back and Allwin Securities Limited, the Broker to the Buy-back, on such terms and conditions as agreed and as may be mutually agreed between the Manager and the Broker to the Buy-back and the Company;

**RESOLVED FURTHER THAT** the Company shall, before opening of the Buy-back offer, create an escrow account, either in form of bank guarantee or cash deposit or deposit of securities with appropriate margin or a combination thereof, as security for performance of its obligations as may be prescribed under the Companies Act and the Buy-back Regulations, and on such terms and conditions as the Board or Buy-Back Committee (as defined below), may deem fit.

**RESOLVED FURTHER THAT** a Committee be and is hereby formed as “Buy-back Committee”, consisting of the following Directors: Mukesh Thumar – Chairman, Mrs. Shivani Tiwari– Member and Mr. Mahesh Goriwale – Member . The Buy-back Committee is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, as it may consider to be in the best interests of the shareholders, including without limitation the following:

- a) To decide the specified date / record date and entitlement ratio for the purpose of Buy-back;
- b) To enter into escrow arrangements as required in terms of the Buy-back Regulations;
- c) To appoint, authorize, enter into agreements/letters with and issue necessary instructions to the merchant banker, registrar, custodian, bankers, solicitors, escrow agents, brokers, lawyers, depository participants, advertising agencies and other advisors/ consultants/ intermediaries/ agencies, as required, for the implementation of the Buy-back and decide and settle the remuneration for such persons/ advisors/ consultants/ intermediaries/ agencies including by the payment of commission, brokerage, fee, charges etc.
- d) National Stock Exchange of India Limited will be the ‘designated stock exchange’ for the Buy-back;
- e) To open, operate and close the necessary accounts including bank accounts and escrow accounts required, if any, and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
- f) To open, operate and close one or more depository account/ trading account / buyer broker account and to open, operate and close special trading window account with the designated stock exchange and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account;
- g) To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buy-back Regulations;
- h) To adopt text of and to make Public Announcement, Letter of Offer and all offer documents with respect to the Buy-back, whether before or after the Buy-back (“Buy-back Offer Documents”) and any revision thereto;
- i) To file the Buy-back Offer Documents, the certificate for declaration of solvency with SEBI, the stock exchange, the Registrar of Companies, Maharashtra at Mumbai and other appropriate authorities, and all necessary certificates, returns, declarations, undertakings, confirmations and all other documents required to be filled in connection with the Buy-back with appropriate authorities;
- j) To decide on opening date for commencing of offer for Buy-back and closing date thereof;
- k) To decide on the time-table from the opening of the offer till the extinguishment of the shares;
- l) To carry out management discussion and analysis on the likely impact of the Buy Back on the Company’s earnings, public holdings, holdings of non-resident individuals, FIIs, etc., and change in management structure;
- m) To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Companies Act, Buy-back Regulations, Listing Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Companies Act, Buy-back Regulations, Listing Regulations or other applicable law;
- n) To initiate all necessary actions for preparation and issue of all statutory advertisements;
- o) To seek necessary regulatory/statutory approvals, if any including of SEBI for implementing the Buy-back including making all applications to the appropriate authorities for their requisite approvals;
- p) To sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buy-back, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buy-back to the SEBI, RBI, Registrar of Companies, stock exchange, depositories, SEC and/or other authorities, institutions or bodies.
- q) To deal with stock exchange (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide SEBI Circulars;
- r) To obtain all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- s) To make and file ‘Compliance Certificate’ as required under sub regulation (iii) of Regulation 11 of the Buy-back Regulations duly certified and verified by Mukesh Thumar, Managing Director & CEO and Mr. Mahesh Goriwale, Executive Director of the Company, Bigshare Services Private Limited, Registrar to the Buy-back and the Secretarial Auditor of the Company;
- t) To establish Investor Service Centre/s;
- u) To verify offer/acceptances received;
- v) To finalize basis of acceptance;
- w) To pay to the shareholders consideration for shares bought back pursuant to the Buy-back;
- x) To extinguish dematerialized shares and destroy physical share certificates in respect of the Equity Shares bought back by

the Company and filing of certificates of extinguishment required to be filed in connection with the Buy-back on behalf of the Company and/or the Board;

y) To file 'Return of Buy-back' with Registrar of Companies and other statutory authorities;

z) To authorize the Merchant Banker, Registrar or other agencies appointed for the purpose of Buy-back to carry out any of the above activities;

aa) To give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buy-back;

bb) To settle and resolve any queries or difficulties raised by SEBI, stock exchange, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buy-back; and

cc) To do all such acts, matters and things incidental and in connection with the Buy-back and sign and deliver such documents as may be necessary, desirable and expedient;

**RESOLVED FURTHER THAT** the Buy-back Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any director/ officer(s) and/ or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegations/ sub- delegation of authority from time to time;

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buy-back Committee for implementing the Buy-back shall be any two members (including at least one Independent Director), and the Buy-back Committee may regulate its own proceedings and meet as often as may be required, to discharge its functions.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board to Buy-back any Equity Shares, and/or impair any power of the Company or the Board to terminate any process in relation to such buy-back, if so permissible by law;

**RESOLVED FURTHER THAT** the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register;

**RESOLVED FURTHER THAT** Mr. Mukesh Thumar, Managing Director and CEO, Mr. Mahesh Goriwale, Executive Director, Ms. Shubhada Mahendra Shirke, the Company Secretary and Mr. Parimal Patel, the Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolutions;

**RESOLVED FURTHER THAT** a copy of this resolution duly certified by any one of the directors of the Company or the Company Secretary be given to such authorities as may be required from time to time."

### DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buy-back Regulations, the Company has made a Public Announcement dated May 20, 2025 in relation to the Buyback which was published in the following newspapers on May 21, 2025:

<b>Sr. No.</b>	<b>Name of the Newspaper</b>	<b>Language</b>	<b>Edition</b>
1.	Financial Express	English	All editions
2.	Jansatta	Hindi	All editions
3.	Pratahkal	Marathi	Maharashtra edition

The Public Announcement was published within 2 (two) Working Days from the date of declaration of results of the extra ordinary general meeting for special resolution by the Equity Shareholders approving the Buyback, the results of which were declared on May 19, 2025. The Company will publish further notices or corrigenda to or relating to the Public Announcement, if any, in the abovementioned newspapers.

A copy of the Public Announcement is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), on the website of the Company at [www.paramatrix.com](http://www.paramatrix.com), the Manager to the Buyback at [www.navigantcorp.com](http://www.navigantcorp.com) and also on the website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com).

## DETAILS OF THE BUY-BACK

Pursuant to the resolution passed by the Board of Directors of the Company on April 18, 2025, the Company, hereby, announces the Buy-back of up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) Equity Shares (representing 5.27% of the total paid-up Equity Share capital of the Company as on March 31, 2024) from the Eligible Shareholders as on the Record Date i.e., May 27, 2025 (for further details in relation to the Record Date, refer to section entitled “*Process and Methodology of Buy-back*” of this Letter of Offer), at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 5,99,04,000/- (Rupees Five Crore Ninety Nine Lakhs Four Thousand Only), excluding Transaction Costs (“**Maximum Buy-back Size**”) being 23.09% and 20.22% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company, as per latest audited standalone and consolidated financial statements for the financial year ended March 31, 2024, on a proportionate basis through tender offer in accordance with the provisions of the Companies Act, and in compliance with the Buy-back Regulations. The Equity Shareholders have approved the Buy Back, by way of special resolution, through extra ordinary general meeting (e-voting) which was sought by the Company vide Notice of extra ordinary general meeting, the results of which were announced on Monday, May 19, 2025. The Buy-back is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws. The Maximum Buy-back Size excludes Transaction Cost. The Buy-back Size represents 23.09% and 20.22% of the aggregate of the total paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 respectively and is within the statutory limit of 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company.

As on the date of this Letter of Offer, the Company has no outstanding facilities with lenders. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the Buy-back Regulations, the Company shall not undertake the Buyback unless it has obtained prior consent of its lenders. The Company is not required to obtain any approvals pursuant to provisions of its facilities with the lenders.

The details of the Buy-back are provided below:

Name of the Company	Paramatrix Technologies Limited
Maximum number of Equity Shares proposed to be bought back	Up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) fully paid up Equity Shares
Number of Equity Shares as a percentage of the fully paid-up Equity Share capital of the Company	Aggregating up to 5.27% of the total Equity Shares in the total issued and paid-up Equity Share capital of the Company as on March 31, 2024.
Buy-back Offer Price	₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share payable in cash
Applicable regulations of SEBI and provisions of the Companies Act, in accordance with which the Buy-back offer is made	The Buy-back is being undertaken in terms of Chapter III of the Buy-back Regulations, Sections 68, 69, 70 and any other applicable provisions of the Companies Act and the rules made thereunder and various circulars issued by Ministry of Corporate Affairs, LODR Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by the SEBI Circulars and stock exchanges rules and regulations.
Methodology for the Buy-back	The Buy-back shall be undertaken on a proportionate basis from the Shareholders as of the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-back Regulations and in accordance with the “Mechanism for acquisition of shares through Stock Exchange” as prescribed under the SEBI Circulars.  In this regard, the Company will request the NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buy-back. For the purposes of this Buy-back, NSE is the Designated Stock Exchange.
Maximum amount to be expensed towards the Buy-back and its percentage with respect to the paid-up share capital and free reserves	Aggregating up to ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakhs Four Thousand Only Only), being up to 23.09% and 20.22% of the aggregate of total paid-up Equity Share capital and free reserves as per the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2024, respectively.

	This does not include any expenses incurred or to be incurred for the Buy-back like filing fee payable to the SEBI, Stock Exchanges advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc.																																																																						
Shareholding of the Promoters and Promoter Group and its percentage with respect to the total paid-up Equity Share capital of the Company	<p>The aggregate shareholding of the promoters and members of the promoter group of the Company as on the date of Public Announcement i.e. May 20, 2025, is as follows:</p> <table border="1" data-bbox="667 465 1492 840"> <thead> <tr> <th>Sr No</th> <th>Name of Shareholders</th> <th>Category</th> <th>No. of Equity shares held</th> <th>% of Equity share capital (on fully diluted basis)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mukesh Thumar</td> <td>Promoter</td> <td>50,77,500</td> <td>44.12</td> </tr> <tr> <td>2.</td> <td>Bhavna Mukesh Thumar</td> <td>Promoter</td> <td>11,25,000</td> <td>9.78</td> </tr> <tr> <td>3.</td> <td>Kalpna Struct Con Private Limited</td> <td>Promoter Group</td> <td>1,00,000</td> <td>0.87</td> </tr> <tr> <td colspan="3" style="text-align: center;"><b>Total</b></td> <td><b>63,02,500</b></td> <td><b>54.76</b></td> </tr> </tbody> </table> <p>The aggregate shareholding of the Directors of Promoters and members of the Promoter Group (where the Promoter or Promoter Group entities are Companies/ body corporates) as on the date of Public Announcement i.e. May 20, 2025: <b>Not Applicable</b></p> <p>The aggregate shareholding of the Directors and Key Managerial Personnel (“KMPs”) of the Company as on the date of Public Announcement i.e. May 20, 2025, is as follows:</p> <table border="1" data-bbox="667 1146 1492 2072"> <thead> <tr> <th>Sr No</th> <th>Name of Shareholders</th> <th>Designation</th> <th>No. of Equity shares held</th> <th>% of Equity share capital (on fully diluted basis)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mukesh Thumar</td> <td>Managing Director &amp; CEO</td> <td>50,77,500</td> <td>44.12</td> </tr> <tr> <td>2.</td> <td>Bhavna Mukesh Thumar</td> <td>Executive Director</td> <td>11,25,000</td> <td>9.78</td> </tr> <tr> <td>3.</td> <td>Mahesh Pandurang Goriwale</td> <td>Executive Director</td> <td>3,19,500</td> <td>2.78</td> </tr> <tr> <td>4.</td> <td>Abhishek Agrawal</td> <td>Non-Executive &amp; Independent Director</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>5.</td> <td>Sangita Bhamesh Kamble</td> <td>Non-Executive &amp; Independent Director</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>6.</td> <td>Shivani Shivshankar Tiwari</td> <td>Non-Executive &amp; Independent Director</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>7.</td> <td>Parimal Pragjibhai Patel</td> <td>Chief Financial Officer</td> <td>1,35,000</td> <td>1.17</td> </tr> <tr> <td>8.</td> <td>Shubhada Mahendra Shirke</td> <td>Company Secretary &amp;</td> <td>4,000</td> <td>0.03</td> </tr> </tbody> </table>	Sr No	Name of Shareholders	Category	No. of Equity shares held	% of Equity share capital (on fully diluted basis)	1.	Mukesh Thumar	Promoter	50,77,500	44.12	2.	Bhavna Mukesh Thumar	Promoter	11,25,000	9.78	3.	Kalpna Struct Con Private Limited	Promoter Group	1,00,000	0.87	<b>Total</b>			<b>63,02,500</b>	<b>54.76</b>	Sr No	Name of Shareholders	Designation	No. of Equity shares held	% of Equity share capital (on fully diluted basis)	1.	Mukesh Thumar	Managing Director & CEO	50,77,500	44.12	2.	Bhavna Mukesh Thumar	Executive Director	11,25,000	9.78	3.	Mahesh Pandurang Goriwale	Executive Director	3,19,500	2.78	4.	Abhishek Agrawal	Non-Executive & Independent Director	Nil	Nil	5.	Sangita Bhamesh Kamble	Non-Executive & Independent Director	Nil	Nil	6.	Shivani Shivshankar Tiwari	Non-Executive & Independent Director	Nil	Nil	7.	Parimal Pragjibhai Patel	Chief Financial Officer	1,35,000	1.17	8.	Shubhada Mahendra Shirke	Company Secretary &	4,000	0.03
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		Compliance Officer		
	<b>Total</b>		<b>66,61,000</b>	<b>57.88</b>
	<p>No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company (iv) Directors and KMPs of the Company during a period of 6 (six) months preceding the date of the board meeting, the date of the notice of extra ordinary general meeting and date of Public Announcement i.e. May 20, 2025</p>			
Intention of the Promoters and Promoter Group of the Company to participate in the Buy-back	<p>In terms of the Buy-back Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention vide their letters dated April 18, 2025 not to participate in the Buyback. Accordingly, except for a change in their shareholding, as per the response received in the Buyback and a change in their shareholding in the Company, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company Post Buyback, the Buyback will not result in any benefit to the promoter and the promoter group entities and persons in control of the Company. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company subject to the compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable.</p>			
Promoters' and Promoter Group shareholding after the Buy-back	<p>Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the promoter group and persons in control of the Company, in the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming full acceptance of Equity Shares in the Buyback as per Entitlement, the aggregate shareholding of the Promoters and members of the promoter group of the Company, post Buyback will change from 54.76% to 57.05% of the post Buyback equity share capital of the Company. The promoters and promoter group of the Company are in control of the Company and shall also be in control of the Company post Buy-back. Please refer section titled "Capital Structure and Shareholding Pattern" on page 23 of this Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the promoter group in the Company</p>			
Statement that post Buy-back non-promoter shareholding shall not fall below the minimum level required as specified under the LODR Regulations.	<p>The Company hereby confirms that public shareholding post Buy-back will not fall below the minimum level required as per Regulation 38 of the LODR Regulations.</p>			

## **INTENTION OF THE PROMOTER AND PROMOTER GROUP**

In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention vide their letters dated April 18, 2025 not to participate in the Buyback. Accordingly, except for a change in their shareholding, as per the response received in the Buyback and a change in their shareholding in the Company, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company Post Buyback, the Buyback will not result in any benefit to the promoter and the promoter group entities and persons in control of the Company. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company subject to the compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable.

## **AUTHORITY FOR THE BUY-BACK**

The Buy-back is being undertaken by the Company in accordance with the Articles of Association of the Company, the provisions of Sections 68, 69 and 70 and other applicable provisions of the Companies Act, the rules made thereunder, the LODR Regulations to the extent applicable, and the Buy-back Regulations.

The Buyback is subject to receipt of such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the statutory, regulatory, governmental authorities or other appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions, as may be required from time to time under the applicable laws. The Buy-back has been duly authorised by a resolution passed by the Board of Directors dated April 18, 2025. Further, the Buyback has been authorised by the Equity Shareholders by a special resolution through extra ordinary general meeting held on May 19, 2025. The results of the extra ordinary general meeting e-voting were declared on May 19, 2025.

## **NECESSITY OF THE BUY-BACK**

The Buy-back is being undertaken for the following reasons:

- i. The Buy-back will help the Company to return surplus cash to its shareholders, holding equity shares and tendering under the Buy-back, broadly in proportion to their shareholding, thereby enhancing the overall return to the shareholders;
- ii. The Buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- iii. The Buy-back may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required;
- iv. The Buy-back gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buy-back offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back, without any additional investment.

## **MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY**

The Buy-back is not likely to cause any impact on the profitability or earnings of the Company, except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. In the event that there is 100% acceptance of the Equity Shares tendered in the Buy-back from Shareholders on a proportionate basis, the funds deployed by the Company towards the Buy-back would be ₹ 5,99,04,000/- (Rupees Five Crore Ninety Nine Lakhs Four Thousand Only) excluding the Transaction Costs.

The Buy-back is not expected to impact growth opportunities for the Company.

The Buy-back will not result in a change in control or otherwise affect the existing management structure of the Company.

The Buyback will not result in any benefit to the members of the Promoter Group, persons in control of the Company or any Director except to the extent of the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

The Promoter and Promoter Group of the Company shall not deal in the Equity Shares of the Company on Stock Exchange or off market, including by way of inter-se transfer(s) of Equity Shares amongst the Promoter and Promoter Group during the period from the date of passing of the special resolution till the closing of the Buyback in accordance with the Buyback Regulations.

In compliance with regulation 24(i)(b) of the SEBI Buyback Regulations, the Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buyback Period. The Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Act or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity share.

The Company shall not raise further capital for a period of one year from the closure of the Buyback except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchange.

The company has complied with and are in compliance with Regulation 5(viii) of the Buyback Regulations read with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The debt-equity ratio post Buy-back will be compliant with the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act, even if the response to the Buy-back is to the extent of 100% (full acceptance) from all the Eligible Shareholders.

As required under the applicable Buy-back Regulations, the Company shall not issue any Equity Shares or other securities (including by way of bonus) till the expiry of the Buy-back Period. Also, the Company shall not issue fresh shares or other specified securities (including employee stock options) during the Buy-back Period, whether by way of bonus issue or in the discharge of subsisting obligations, such as conversion of convertible loans, convertible instruments, stock options or otherwise.

The Company undertakes that pursuant to the Buy-back, consequent reduction of its share capital will be effected in accordance with Regulation 4(viii) of the Buy-back Regulations.

The Company is in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended in relation to the Buy-back. Further, as on the date, no designated persons of the Company have dealt in shares of the Company on the basis of unpublished price sensitive information relating to the Buy-back.

The Company is in compliance with Regulation 5 of the Buy-back Regulations.

The Promoters and Promoter Group and their associates shall not deal in the Shares or other specified securities of the Company in the stock exchange or off-market, including inter-se transfer of shares among the Promoters during the period from the date of passing the board resolution till the closing of the offer in accordance with the Buy-back Regulations.

Salient financial parameters consequent to the Buyback based on the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2024 are as under:

Parameters	Standalone		Consolidated	
	Pre-Buyback	Post- Buyback*	Pre-Buyback	Post- Buyback*
Net worth (₹ in lakhs)	2,594.58	1,995.54	2,963.25	2,364.21
Return on Net worth (%)	13.15%	17.10%	13.94%	17.48%
Earnings Per Share (of face value ₹10 each)***	3.90	4.12	4.72	4.98
Book Value per Share (₹)	29.65	24.07	33.87	28.52
Price/Earnings Ratio**				
Total Debt/ Total paid-up share capital and free reserves Ratio	-	-	-	-

*\*The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on buy back of Equity shares and any impact in the statement of profit & loss or other transaction costs.*

*\*\*Price/Earnings ratio is calculated as closing market price of the Equity Share on NSE on the last trading day of the latest financial year, divided by Earnings Per Equity Share (Basic) for the relevant period on pre and post Buyback basis.*

*\*\*\*No of Equity shares for the purpose of calculating Earnings Per Share is calculated by reducing the no. of shares proposed to be buyback from Weighted Average no. of shares as on March 31, 2024.*

**Note:**

1. Net worth = Total Equity – Capital Redemption Reserves - Amalgamation Reserve - Capital Reserve – Non-Controlling Interest – Revaluation Reserve – Miscellaneous Expenditure to the extent no written off – Forward Contract Reserve – Foreign Currency Translation Reserve
2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long-Term Borrowings.

**Key Ratios Basis**

Earnings per Share – Basic (₹)	Net Profit attributable to equity shareholders of the Company / Weighted average number of Shares outstanding during the year
Book value per Share (₹)	Paid up Equity Share Capital + Other Equity (excluding revaluation reserves) – Miscellaneous Expenditure not written off / No of Equity Shares Subscribed
Return on Net Worth (%)	Net Profit After Tax / Net Worth
Total Debt/ Total paid up share capital and free reserves Ratio	Total Debt / Total paid-up share capital and free reserves

## BASIS OF CALCULATING THE BUY-BACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share.

The Buy-back Offer Price has been arrived at after considering various factors such as the accumulated free reserves as well as the cash liquidity reflected in audited standalone and consolidated financial statements of the Company for the financial year March 31, 2024, the subsequent business developments, the prevailing market price of the Equity Shares of the Company before the announcement of Board Meeting for consideration of Buy-back, the net worth of the Company and the impact of the Buy-back on the key financial ratios of the Company.

The Buyback Price of ₹ 130/- (Rupees One Hundred Thirty Only) per equity share represents:

- i. premium of 67.44% over the volume weighted average market price of the Equity Shares on the NSE, during the 3 (three) months preceding April 14, 2025, being the date of intimation to the Stock Exchange regarding the Board Meeting Date (“**Intimation Date**”);
- ii. premium of 51.15% over the volume weighted average market price of the Equity Shares on the NSE, during the 2 (two) weeks period preceding Intimation Date;
- iii. premium of 41.77% over the closing price of the Equity Shares on NSE, as on Friday, April 11, 2025, being the day preceding the Intimation Date, as there was a trading holiday on April 14, 2025 (i.e. Ambedkar Jayanti) on the Intimation Date;
- iv. premium of 21.67% over the closing price of the Equity Shares on NSE, as on April 17, 2025, being the working day preceding the Board Meeting Date;

For details in relation to the trends in the market price of the Equity Shares, please see the section entitled “*Stock Market Data*” on page 32 of this Letter of Offer.

For financial ratios and trends in the market price of the Equity Shares, please see the section entitled “*Financial Information about the Company*” on page 29 and section entitled “*Stock Market Data*” on page 32 of this Letter of Offer.

As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buy-back both on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2024.

### **SOURCES OF FUNDS FOR THE BUY-BACK**

Assuming full acceptance, the funds that would be employed by the Company for the purposes of the Buyback of up to 4,60,800 Equity Shares at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share and would not exceed ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakhs Four Thousand Only) excluding Transaction Costs.

The funds for the implementation of the Buy-back will be sourced out of free reserves of the Company and/or such other source as may be permitted by the Buy-back Regulations or the Companies Act.

The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions, will not be used for the Buy-back. Furthermore, the Company will not use the proceeds from any prior issue of the same class of shares or other specified securities to finance the Buy-back.

## **DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN**

In accordance with Regulation 9(xi) of the Buy-back Regulations, the Company has appointed Kotak Mahindra Bank Limited as the Escrow Bank for Buyback.

In accordance with the Buy-back Regulations, the Company has opened an Escrow Account in the name and style "PARAMATRIX TECHNOLOGIES LIMITED BUY BACK 2025 ESCROW ACCOUNT" with the Escrow Agent / Banker, namely, Kotak Mahindra Bank Limited having its registered office at 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051 acting through its branch, situated at Intellion Squarre, 501, 5<sup>th</sup> Floor, A-wing, Infinity IT Park, Gen. A.K. Vaidya Marg, Malad (E), Mumbai 400097. In accordance with Regulation 9(xi) of the Buy-back Regulations, the Company has deposited a sum of ₹ 1,50,00,000/- (Rupees One Crores Fifty Lakhs only) in the form of cash which is more than 25% of the Buyback Offer Size till ₹ 100 crores. In accordance with the Buy-back Regulations, the Manager to the Buy-back will be empowered to operate the Escrow Account.

The Company has sufficient means and has made firm arrangement for financial resources required to fund its obligations under the Buyback. E.A. Patil & Associates LLP, Chartered Accountants, Statutory Auditors of the Company, has certified through letter dated April 18, 2025 that the Company has adequate funds for the purposes of the Buyback. The details of the Statutory Auditors are as follows:

**Name of the Firm:** E.A. Patil & Associates LLP, Chartered Accountants

**Address:** 1301, Proxima Building (Arunachal Bhavan), plot no. 19, Sector-30A, Vashi, Navi Mumbai 400703

**Tel:** +91 22 4974 2721/22/23/24/25

**Name of Signing Partner:** CA Mohan Khebade

**Membership No. of signing partner:** 107639

**ICAI Firm Registration No.:** 117371W/W100092

**UDIN:** 25107639BBIKJD7296

Based on the aforementioned certificate, the Manager to the Buyback confirms that they are satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

## CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The capital structure of the Company as at the date of this Letter of Offer and post the Buy-back (assuming full acceptance) is provided below:

*(₹ in lakhs, except share data)*

		<b>Aggregate value at face value</b>
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>	
	1,50,00,000 Equity Shares of ₹ 10/- each	1,500.00
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUY-BACK</b>	
	1,15,08,800 Equity Shares of ₹ 10/- each	1,150.88
<b>C</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE BUY-BACK</b>	
	1,10,48,000 Equity Shares of ₹ 10/- each*	1,104.80

\*Assuming 100% i.e. full acceptance of Equity Shares in the Buy-back. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

### Confirmations

The Company has not undertaken any buyback in the last three years from the date of this Letter of Offer:

As on the date of this Letter of Offer, the Company confirms that they shall not Buy-back locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable.

The Company confirms that it is in compliance with Section 68(2)(g) of the Companies Act and Regulation 4(vii) of the Buy-back Regulations.

As on the date of this Letter of Offer, the Company confirms that there are no outstanding preference shares, partly paid-up Equity Shares or calls in arrears.

The Company confirms that it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of the Buy-back Period in accordance with Regulation 24(i)(b) of the Buy-back Regulations.

The Company does not have any convertible securities.

There is no pending scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act.

### Shareholding pattern of the Company

The shareholding pattern of the Company before the Buy-back, as on the Record Date i.e. May 27, 2025, and after the Buy-back is provided below:

Particulars	Pre- Buyback		Post Buyback*	
	Number of Shares	% to existing share capital	Number of Shares	% to existing share capital
Promoters and persons acting in concert	63,02,500	54.76	63,02,500	57.05
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	96,000	0.84	47,45,500	42.95
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	0.00	0.00		
Public including other Bodies Corporate	51,10,300	44.40		
<b>Total</b>	<b>1,15,08,800</b>	<b>100.00</b>	<b>1,10,48,000</b>	<b>100.00</b>

\* Assuming full acceptance of 4,60,800 Equity Shares in the Buyback in the ratio of their entitlement. However, the post-Buyback shareholding pattern may differ depending upon the actual number of Equity Shares bought back.

### Shareholding of the Promoters and Promoter Group

The shareholding of the Promoter and Promoter Group as on the date of Public Announcement is as below:

Sr No	Name of Shareholders	Category	No. of Equity shares held	% of Equity share capital (on fully diluted basis)
1.	Mukesh Thumar	Promoter	50,77,500	44.12
2.	Bhavna Mukesh Thumar	Promoter	11,25,000	9.78
3.	Kalpana Struct Con Private Limited	Promoter Group	1,00,000	0.87
<b>Total</b>			<b>63,02,500</b>	<b>54.76</b>

### Shareholding of the directors of the promoter group companies

The shareholding of the directors of promoter group companies as on the date of Public Announcement: **Not Applicable**

### Shareholding of the Directors and Key Managerial Persons of the Company as on date of Public Announcement

The shareholding of the Directors and Key Managerial Persons of the Company as on the date of Public Announcement is as below:

Sr. No.	Name	Designation	Number of Equity Shares held	Percentage of issued share capital (%)
1.	Mukesh Thumar (DIN:00139960)	Managing Director & CEO	50,77,500	44.12
2.	Bhavna Mukesh Thumar (DIN: 01322558)	Executive Director	11,25,000	9.78
3.	Mahesh Pandurang Goriwale (DIN: 06541786)	Executive Director	3,19,500	2.78
4.	Abhishek Agrawal (DIN: 09624370)	Non-Executive & Independent Director	Nil	Nil
5.	Sangita Bhamesh Kamble (DIN: 10130251)	Non-Executive & Independent Director	Nil	Nil
6.	Shivani Shivshankar Tiwari (DIN: 09359208)	Non-Executive & Independent Director	Nil	Nil
7.	Parimal Pragjibhai Patel (PAN: AZRPP4304Q)	Chief Financial Office	1,35,000	1.17
8.	Shubhada Mahendra Shirke (PAN: JKGPS8238R)	Company Secretary & Compliance Officer	4,000	0.03
<b>Total</b>			<b>66,61,000</b>	<b>57.88</b>

### Aggregate Equity Shares purchased or sold by the Promoters, Promoter Group, directors of the promoter group companies, Directors and Key Managerial Persons of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement

No Equity Shares of the Company have been purchased/sold by any of the Promoters and Promoter Group, Directors and Key Managerial Persons of the Company, directors of the Promoters and Promoter Group entities and the persons who are in control of the Company during the period of twelve months preceding the date of the Public Announcement except as mentioned below:

Name of Shareholder	Nature of Transaction*	No. of equity shares	Minimum price (₹)	Date of Minimum Price	Maximum price (₹)	Date of Maximum Price
Mukesh Thumar	Sale	3,00,000	110	September 02, 2024	110	September 02, 2024
Mahesh Goriwale	Sale	18,000	110	September 02, 2024	110	September 02, 2024

*\*The Company came out with an Initial Public Offer of 30,76,800 Equity Shares at the offer price of ₹110/, consisting of a fresh issue of 27,58,800 equity shares at the offer price of ₹110/- each and an Offer for Sale ('OFS') of 3,18,000 equity shares at the offer price of ₹110/- each.*

Assuming full acceptance of Equity Shares in the Buy-back as per Entitlement the aggregate shareholding of the Promoters and Promoter Group of the Company may change from the existing 54.76% holding in the total equity capital and voting rights of the Company to 57.05% of the post Buy-back equity share capital of the Company.

## BRIEF INFORMATION OF THE COMPANY

### History of the Company

The Company was incorporated as Paramatrix Technologies Private Limited on March 08, 2004 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration number 144890. The status of the Company was changed to public limited and the name of our Company was changed to Paramatrix Technologies Limited vide Special Resolution dated November 07, 2023 pursuant to conversion of the Company into public limited Company. The fresh certificate of incorporation consequent to conversion was issued on November 22, 2023 by the Registrar of Companies, Mumbai. The Company's Corporate Identification No. is L72200MH2004PLC144890. The Equity Shares of the Company are listed on NSE Emerge (Code: PARAMATRIX). The ISIN of the Equity Shares is INE0S2W01018.

The Registered Office of the Company is situated at E-102, 1<sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai – 400705.

The total authorised share capital of the Company is ₹ 15,00,00,000/- consisting of 1,50,00,000 Equity Shares of Rs 10 each. As on date, the Issued, Subscribed & Paid-up share capital is ₹ 11,50,88,000/- consisting of 1,15,08,800 Equity Shares of ₹ 10/- each.

The Company's equity shares are listed NSE Emerge (Symbol: PARAMATRIX) with effect from September 04, 2024.

### Equity Share Capital History of the Company

The details of the changes in share capital of the Company since incorporation are as follows:

Date of Allotment / Period	No of shares allotted	Face Value (₹)	Issue Price	Consideration in Cash/ other than cash	Nature of transaction	Cumulative no. of shares	Cumulative Paid-up Capital (₹)
On Incorporation	50,000	10	10	Cash	Subscription to MOA <sup>(1)</sup>	50,000	5,00,000
March 23, 2006	50,000	10	Nil	Other than Cash	Bonus Issue <sup>(2)</sup>	1,00,000	10,00,000
September 04, 2010	2,00,000	10	Nil	Other than Cash	Bonus Issue <sup>(3)</sup>	3,00,000	30,00,000
October 18, 2010	10,000	10	10	Cash	Private Placement <sup>(4)</sup>	3,10,000	31,00,000
January 19, 2018	40,000	10	10	Cash	Right Issue <sup>(5)</sup>	3,50,000	35,00,000
June 26, 2023	84,00,000	10	Nil	Other than Cash	Bonus Issue <sup>(6)</sup>	87,50,000	8,75,00,000
September 2, 2024	27,58,800	10	110	Cash	Initial Public Offer <sup>(7)</sup>	1,15,08,800	11,50,88,000

- Initial allotment of 30,000 Equity Shares to Mukesh Keshubhai Thumar; 7,500 Equity Shares to Bhavna Mukesh Thumar, 7,500 Equity Shares to Nirmala Chatur Thumar, 2,500 Equity Shares to Mahesh Pandurang Goriwale and 2,500 Equity Shares to Devang Doshi, being the subscribers to the MoA of our Company.
- Allotment of 30,000 Equity Shares to Mukesh Keshubhai Thumar; 7,500 Equity Shares to Bhavna Mukesh Thumar, 7,500 Equity Shares to Nirmala Chatur Thumar, 2,500 Equity Shares to Mahesh Pandurang Goriwale and 2,500 Equity Shares to Devang Doshi as a Bonus issue in the ratio of 1 equity share for 1 equity share held.
- Allotment of 1,20,000 Equity Shares to Mukesh Keshubhai Thumar; 28,000 Equity Shares to Bhavna Mukesh Thumar; 26,000 Equity Shares to Nirmala Chatur Thumar; 8,000 Equity Shares to Mahesh Pandurang Goriwale; 8,000 Equity Shares to Devang Doshi; 1,000 Equity Shares to Jacob Azhakathu; 1,000 Equity Shares to Nitin Shewale; 1,000 Equity Shares to Rajesh Agravat; 1,000 Equity Shares to Ajay Bongirwar; 1,000 Equity Shares to Himanshu Patel; 1,000 Equity Shares to Jitendra Gadhve; 2,000 Equity Shares to Raghu Prasad; and 2,000 Equity Shares to Kalpesh Patel as a Bonus issue in the ratio of 2 equity shares for 1 equity share held.
- Allotment of 10,000 Equity Shares to Mohan Natarajan.
- Allotment of 2,000 Equity Shares to Mukesh Keshubhai Thumar; 8,000 Equity Shares to Bhavna Mukesh Thumar; 3,000 Equity Shares to Mahesh Pandurang Goriwale; 3,000 Equity Shares to Hiran Shah; 1,500 Equity Shares to Jacob Azhakathu; 4,500 Equity Shares to Rajesh Agravat; 3,000 Equity Shares to Raghu Prasad; 6,000 Equity Shares to Michael Costa; 3,000 Equity Shares to Ajit Menon and 6,000 Equity Shares to Parimal Patel as a Rights issue in the ratio of 1 equity shares for 5 equity shares held.
- Allotment of 57,36,000 Equity Shares to Mukesh Keshubhai Thumar; 12,00,000 Equity Shares to Bhavna Mukesh Thumar; 3,60,000 Equity Shares to Mahesh Pandurang Goriwale; 3,60,000 Equity Shares to Hiran Shah; 2,40,000 Equity Shares to Mohan Natarajan; 1,44,000 Equity Shares to Parimal Patel; 1,44,000 Equity Shares to Rajesh Agravat; 1,44,000 Equity Shares to Raghu Prasad; and 72,000 Equity Shares to Jacob Azhakathu as a Bonus issue in the ratio of 24 equity shares for 1 equity share held.
- The Company came out with an Initial Public Offer of 30,76,800 equity shares at the offer price of ₹110/-, consisting of a fresh issue of 27,58,800 equity shares at the offer price of ₹110/- each and an Offer for Sale ('OFS') of 3,18,000 equity shares at the offer price of ₹110/- each. The OFS portion comprises 3,00,000 equity shares held by Mr. Mukesh Thumar, Promoter – Managing Director & CEO, and 18,000 equity shares held by Mr. Mahesh Goriwale, Executive Director of the Company. Allotment was done to 2064 allottees from the public category.

## Board of Directors of the Company

The following table provides the details regarding the Board of Directors of the Company as of the date of this Letter of Offer:

<b>Name, Designation, Date of Appointment, Qualification and Occupation</b>	<b>Age (in years)</b>	<b>Other Directorships</b>
<p><b>Name:</b> Mr. Mukesh Keshubhai Thumar  <b>Designation:</b> Managing Director &amp; CEO  <b>DIN:</b> 00139960  <b>Date of Appointment:</b> March 08, 2004  <b>Qualification:</b> Diploma in Computer Technology  <b>Occupation:</b> Business</p>	46	<ul style="list-style-type: none"> <li>• Paramatrix Technologies Limited, Hongkong</li> <li>• Paramatrix PTE. Limited, Singapore</li> <li>• Kalpana Struct-Con Infra LLP – Partner</li> </ul>
<p><b>Name:</b> Mrs. Bhavna Mukesh Thumar  <b>Designation:</b> Executive Director  <b>DIN:</b> 01322558  <b>Date of Appointment:</b> March 08, 2004  <b>Qualification:</b> Bachelors in Commerce  <b>Occupation:</b> Business</p>	44	<b>NIL</b>
<p><b>Name:</b> Mr. Mahesh Pandurang Goriwale  <b>Designation:</b> Executive Director  <b>DIN:</b> 06541786  <b>Date of Appointment:</b> March 08, 2004  <b>Qualification:</b> Bachelors in Engineering and Master's degree in Information Management  <b>Occupation:</b> Service</p>	46	<b>NIL</b>
<p><b>Name:</b> Mr. Abhishek Agrawal  <b>Designation:</b> Non-Executive and Independent Director  <b>DIN:</b> 09624370  <b>Date of Appointment:</b> January 16, 2024  <b>Qualification:</b> Chartered Accountant  <b>Occupation:</b> Professional</p>	33	<ul style="list-style-type: none"> <li>• Sabeena Foods Private Limited</li> <li>• Ducol Organics and Colours Limited</li> <li>• Shree OSFM E-Mobility Limited</li> <li>• BEW Engineering Limited</li> </ul>
<p><b>Name:</b> Mrs. Sangita Bhamesh Kamble  <b>Designation:</b> Non-Executive and Independent Director  <b>DIN:</b> 10130251  <b>Date of Appointment:</b> January 01, 2024  <b>Qualification:</b> CPA and AICPA's  <b>Occupation:</b> Professional</p>	55	<ul style="list-style-type: none"> <li>• On Door Concepts Limited</li> <li>• Shree OSFM E-Mobility Limited</li> <li>• BEW Engineering Limited</li> <li>• Chatterbox Technologies Limited</li> </ul>
<p><b>Name:</b> Mrs. Shivani Shivshankar Tiwari  <b>Designation:</b> Non-Executive and Independent Director  <b>DIN:</b> 09359208  <b>Date of Appointment:</b> January 01, 2024  <b>Qualification:</b> Company Secretary  <b>Occupation:</b> Service</p>	36	<ul style="list-style-type: none"> <li>• On Door Concepts Limited</li> <li>• Ducol Organics and Colours Limited</li> <li>• Shanthala FMCG Products Limited</li> </ul>

**Changes in the Board of Directors during the last three years:**

The following table provides the details regarding the changes in the Board of Directors of the Company as on the date of filing of this Letter of Offer:

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>DIN</b>	<b>Appointment / Resignation</b>	<b>Effective Date</b>	<b>Reasons</b>
1.	Mohan Natarajan	00084135	Resignation	August 16, 2023	Due to pre-occupation
2.	Mukesh keshubhai Thumar	00139960	Reappointment	January 01, 2024	Reappointed as Managing Director & CEO
3.	Bhavna Mukesh Thumar	01322558	Reappointment	January 01, 2024	Reappointed as Executive Director
4.	Mahesh Pandurang Goriwale	06541786	Reappointment	January 01, 2024	Reappointed as Executive Director
5.	Shivani Shivshankar Tiwari	09359208	Appointment	January 01, 2024	Appointed as Non-Executive Independent Director
6.	Sangita Bhamesh Kamble	10130251	Appointment	January 01, 2024	Appointed as Non-Executive Independent Director
7.	Abhishek Agrawal	09624370	Appointment	January 16, 2024	Appointed as Non-Executive Independent Director

The Buy-back will not result in any benefit to any director, promoter and promoter group and persons in control of the Company except the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share Capital of the Company, post Buy-back.

**Confirmations**

The Company confirms that it will comply with the provisions of the Takeover Regulations, if applicable.

The Company confirms that it has complied with the provisions of Buy-back Regulations Sections 68, 69 and 70 of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014, as may be applicable to the Buy-back.

## FINANCIAL INFORMATION ABOUT THE COMPANY

The salient financial information of the Company for the last three financial years being March 31, 2024, March 31, 2023 and March 31, 2022 and unaudited limited review financial statements for the half yearly period ended September 30, 2024 are given below:

### Standalone

Key Financials	(₹ in lakhs)			
	For the half year ended September 30, 2024 <sup>(1)</sup>  (Unaudited)	For the year ended March 31, 2024 <sup>(2)</sup>  (Audited)	For the year ended March 31, 2023 <sup>(3)</sup>  (Audited)	For the year ended March 31, 2022 <sup>(4)</sup>  (Audited)
Revenue from Operations	991.11	2044.99	2455.12	2404.35
Other Income	85.77	211.88	554.57	163.82
<b>Total Income</b>	<b>1076.88</b>	<b>2256.88</b>	<b>3009.69</b>	<b>2568.18</b>
Expenses (excluding finance costs & depreciation and amortization and Exceptional Items)	844.53	1787.45	2099.74	1654.12
Finance costs	-	-	1.22	3.78
Depreciation and amortization expense	29.08	41.03	59.42	80.52
<b>Total Expenses</b>	<b>873.61</b>	<b>1828.49</b>	<b>2160.38</b>	<b>1738.42</b>
<b>Profit before exceptional items and tax</b>	<b>203.27</b>	<b>428.39</b>	<b>849.31</b>	<b>829.76</b>
Exceptional Items (Net)	-	-	-	-
<b>Profit Before Tax from Continuing Operations</b>	<b>203.27</b>	<b>428.39</b>	<b>849.31</b>	<b>829.76</b>
Income Tax Expenses / (Credit) (including Deferred Tax)	47.38	87.22	195.98	192.55
<b>Profit After Tax from Continuing Operations</b>	<b>155.89</b>	<b>341.17</b>	<b>653.32</b>	<b>637.21</b>
<b>Discontinuing Operations</b>				
Profit / (Loss) before Tax from Discontinuing Operations	-	-	-	-
Income Tax Expenses / (Credit) (including Deferred Tax)	-	-	-	-
<b>Profit / (Loss) After Tax from Discontinuing Operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Profit After Tax</b>	<b>155.89</b>	<b>341.17</b>	<b>653.32</b>	<b>637.21</b>

We further state that the figures stated in the aforesaid table for the financial year ended March 31, 2022, March 31, 2023 have been jointly audited by M/s E.A. Patil & Associates LLP, Chartered Accountants (Firm Registration No. 117371W) and by M/s R. J. Phadke & Co., Chartered Accountants, (Firm Registration No. 114253W) and for financial year ended March 31, 2024 figures have been audited by M/s E.A. Patil & Associates LLP.

1. Figures have been extracted from unaudited Standalone Financial Statements for the first half ended on September 30, 2024
2. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2024
3. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2023
4. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2022

### Financial Ratios as per standalone financials are as under:

Particulars	For the half year ended September 30, 2024  (Unaudited)	For the year ended March 31, 2024  (Audited)	For the year ended March 31, 2023  (Audited)	For the year ended March 31, 2022  (Audited)
	Earnings per Share (₹) (Basic)	1.70	3.90	186.66
Earnings per Share (₹) (Diluted)	1.70	3.90	186.66	182.06
Debt/Total paid-up share Capital and Free Reserves Ratio	-	-	-	-

Book Value (₹ per Share)	49.76	29.65	757.83	628.17
Return on Net worth (%)	2.72%	13.15%	24.63%	28.98%
Total Debt/ Total paid-up share capital and Free reserves	-	-	-	-

**Notes:**

1. Net worth = Total Equity – Capital Redemption Reserve – Capital Reserve – Amalgamation Reserve -Revaluation Reserve – Miscellaneous Expenditure to the extent no written off
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long-Term Borrowings.
3. Total paid-up Share capital and Free Reserves = Total paid up share capital + Retained earnings + Securities Premium + General Reserves – Treasury Shares

**Key Ratios basis:**

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders / Weighted average number of Equity Shares outstanding during the year
Earnings per Share- Diluted (₹)	Net profit attributable to the equity shareholders of the Company / Weighted average number of Equity Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Other Equity) (excluding revaluation reserves) - Miscellaneous Expenditure not written off / No. of Equity Shares
Return on Net worth (%)	Net Profit After Tax/ Average Net Worth
Debt-Total Paid-up Share Capital and Free Reserve Ratio	Total Debt (excluding working capital loans) / Total paid up share capital and free reserves
Total Debt/ Total paid-up share capital and Free reserves	Total Debt/ Total paid-up share capital and Free reserves

The salient financial information of the Company for the last three financial years being March 31, 2024, March 31, 2023 and March 31, 2022 and unaudited limited review financial statements for the half yearly period ended September 30, 2024 are given below:

**Consolidated**

(₹ in lakhs)

Key Financials	For the half year ended September 30, 2024 <sup>(1)</sup>	For the year ended March 31, 2024 <sup>(2)</sup>	For the year ended March 31, 2023 <sup>(3)</sup>	For the year ended March 31, 2022 <sup>(4)</sup>
	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from Operations	1386.50	2799.48	2836.48	2732.71
Other Income	86.43	60.45	495.96	91.95
<b>Total Income</b>	<b>1472.93</b>	<b>2859.93</b>	<b>3332.44</b>	<b>2824.66</b>
Expenses (excluding finance costs & depreciation and amortization and Exceptional Items)	1154.59	2294.90	2357.82	1859.54
Finance costs	-	-	1.22	3.79
Depreciation and amortization expense	29.08	41.03	59.42	80.52
<b>Total Expenses</b>	<b>1183.67</b>	<b>2335.93</b>	<b>2418.46</b>	<b>1943.85</b>
<b>Profit before exceptional items and tax from Continuing Operations</b>	<b>289.26</b>	<b>524.00</b>	<b>913.98</b>	<b>880.81</b>
Share of Profit/(Loss) in associates	-	-	-	-
<b>Profit before exceptional items and tax from Continuing Operations, Share of Profit/(Loss) of associates</b>	<b>289.26</b>	<b>524.00</b>	<b>913.98</b>	<b>880.81</b>
Exceptional items (Net)	-	-	-	-
<b>Profit Before Tax, share of profit of an associate and tax</b>	<b>289.26</b>	<b>524.00</b>	<b>913.98</b>	<b>880.81</b>
Income Tax Expenses / (Credit) (including Deferred	54.68	110.83	206.42	201.87

Tax)				
<b>Profit After Tax from Continuing Operations</b>	<b>234.58</b>	<b>413.17</b>	<b>707.56</b>	<b>678.94</b>
<b>Discontinuing Operations</b>				
Profit / (Loss) before Tax from Discontinuing Operations	-	-	-	-
Income Tax Expenses / (Credit) (including Deferred Tax)	-	-	-	-
<b>Profit / (Loss) After Tax from Discontinuing Operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Profit After Tax</b>	<b>234.58</b>	<b>413.17</b>	<b>707.56</b>	<b>678.94</b>

1. Figures have been extracted from unaudited Standalone Financial Statements for the first half ended on September 30, 2024
2. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2024
3. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2023
4. Figures have been extracted from Audited Standalone Financial Statements for the Financial year ended on March 31, 2022

**Financial Ratios as per consolidated financials are as under:**

Particulars	For the half year ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(Unaudited)	(Audited)	(Audited)	(Audited)
Earnings per Share (₹) (Basic)	2.56	4.72	202.16	193.98
Earnings per Share (₹) (Diluted)	2.56	4.72	202.16	193.98
Debt/Total paid-up share Capital and Free Reserves Ratio	-	-	-	-
Book Value (₹ per Share)	53.64	33.87	842.59	697.43
Return on Net worth (%)	3.80%	13.94%	23.99%	27.81%
Total Debt/ Total paid-up share capital and Free reserves	-	-	-	-

**Notes:**

1. Net worth = Total Equity – Capital Redemption Reserve – Capital Reserve – Amalgamation Reserve – Non-Controlling Interest - Revaluation Reserve – Miscellaneous Expenditure to the extent no written off
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long-Term Borrowings.
3. Total paid-up share capital and Free reserves = Total paid up share capital + Retained earnings + Securities Premium + General reserves – Treasury shares.

**Key Ratios basis:**

Earnings per Share- Basic (₹)	Net profit attributable to the equity shareholders of the Company/ Weighted average number of Equity Shares outstanding during the year
Earnings per Share- Diluted (₹)	Net profit attributable to the equity shareholders of the Company/ Weighted average number of Equity Shares outstanding during the year
Book Value per Share (₹)	(Paid up Equity Share Capital + Other Equity) (excluding revaluation reserves) – Miscellaneous Expenditure not written off / No. of Equity Shares Subscribed
Return on Net worth (%)	Net Profit After Tax / Average Net Worth
Debt-Total paid-up share Capital and Free Reserves Ratio	Total Debt (excluding working capital loans) / Total paid-up share capital and free reserves
Total Debt/ Total paid-up share capital and Free reserves	Total Debt/ Total paid-up share capital and Free reserves

## STOCK MARKET DATA

The Equity Shares are listed on Emerge platform of National Stock Exchange of India Limited (“NSE Emerge”).

### Market Price of the Equity Shares in the last three financial years on the stock exchange

The market price of the Equity Shares in the last three financial years on the NSE is provided below:

Period	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded	Average Price (₹)*	Total volume traded (No. of Equity shares)
Fiscal 2025	133.10	September 06, 2024	9,58,800	63.60	March 25, 2025	70,800	95.83	40,12,800

*The Company listed on September 04, 2024*

*Source: www.nseindia.com.*

*\*High and Low price for the period are based on intra-day prices and Average Price is based on average of closing price.*

The monthly market prices on the NSE during the six-month preceding the Public Announcement and the total volume of Equity Shares traded on the stock exchange is provided below:

Period	High (₹)	Date of High	No. of Equity Shares Traded	Low (₹)	Date of Low	No. of Equity Shares Traded	Average Price (₹)*	Total volume traded (No. of Equity shares)
April 2025	108.95	April 15, 2025	22,800	72.25	April 03, 2025	39,600	94.30	2,50,800
March 2025	87.30	March 13, 2025	6,000	63.60	March 25, 2025	70,800	76.40	3,52,800
February 2025	99.00	February 03, 2025	1,200	75.00	February 14, 2025	30,000	87.78	1,26,000
January 2025	111.00	January 10, 2025	62,400	71.00	January 28, 2025	7,200	93.92	1,36,800
December 2024	108.00	December 02, 2024	3,600	90.50	December 26, 2024	1,200	97.98	60,000
November 2024	110.00	November 29, 2024	32,400	90.05	November 18, 2024	16,800	103.03	1,39,200

*Source: www.nseindia.com.*

*\*High and Low price for the period are based on intra-day prices and Average Price is based on average of closing price.*

Notice of the board meeting convened to consider the proposal of the Buy-back was given to the NSE on April 14, 2025. The Board, at its meeting held on April 18, 2025, approved the proposal for the Buy-back and the outcome was sent to NSE on April 18, 2025.

Particulars	Date	Stock Price on NSE
Being one trading day before the date on which the intimation was given to Stock Exchange for board meeting in which the Buy-back proposal was to be approved	April 11, 2025	91.70
Notice of the board meeting convened to consider the proposal of the Buy-back was given to the stock exchange	April 14, 2025	91.70*
One trading prior to the Board Meeting Date	April 17, 2025	106.85
Board Meeting Date	April 18, 2025	106.85*
Trading day immediately after date of Board Approval	April 21, 2025	100.05
Date of Public Announcement	May 20, 2025	99.90
Date of Publication of Public Announcement	May 21, 2025	98.55
Trading day immediately after the publication of Public announcement	May 22, 2025	100.00

*\* In case shares not traded on that particular day, closing price on preceding day traded has been indicated.*

## DETAILS OF STATUTORY APPROVALS

The Buy-back is subject to approvals, if any, required under the provisions of the Companies Act, the Buy-back Regulations and/or such other applicable laws for the time being in force.

1. The Buy-back has been approved by the Board of Directors in their meeting held on April 18, 2025. Further, the Buyback has been authorised by the Equity Shareholders by a special resolution through extra ordinary general meeting held on May 19, 2025, the results of which were announced on May 19, 2025;
2. The Buy-back of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including RBI as may be required. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender equity shares in the Buy-back and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
3. By agreeing to participate in the Buy-back, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buy-back, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
4. As of date, there is no other statutory or regulatory approval required to implement the Buy-back Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory/regulatory approvals, changes to the proposed timetable of the Buy-back Offer, if any, shall be intimated NSE.
5. The Buy-back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.
6. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
7. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the clearing corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

## PROCESS AND METHODOLOGY OF BUY-BACK

The Company proposes to Buy-back up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) Equity Shares representing 5.27% of the total Equity Shares in the total issued and paid-up Equity Share capital of the Company as on March 31, 2024, at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 5,99,04,000/- (Rupees Five Crore Ninety Nine Lakhs Four Thousand Only) excluding Transaction Costs from the Eligible Shareholders on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations, in accordance with the Articles of Association, provisions of the Sections 68, 69, 70, 100 and any other applicable provisions of the Companies Act, Share Capital Rules, Management Rules and in compliance with the Buy-back Regulations. The Buy-back Size represents 23.09% and 20.22% of the aggregate of fully paid-up Equity Share Capital and free reserves as per latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, respectively. The Board approved the Buy-back, at their meeting held on April 18, 2025, Further the equity shareholders approved by a special resolution through extra ordinary general meeting held on May 19, 2025, the results of which were announced on May 19, 2025. The Buyback is subject to receipt of such approvals, permissions, exemptions of the statutory, regulatory or governmental authorities, as may be required from time to time under the applicable laws including but not limited to the SEBI, the RBI and/ or the Stock Exchange.

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buy-back and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buy-back.

The aggregate shareholding of the members of the Promoter and Promoter Group as on the date of the Public Announcement and the date of this Letter of Offer is 63,02,500 Equity Shares, which represents 54.76% of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations, under the 'Tender Offer' process, the Promoters and Members of Promoter Group of the Company have the option to participate in the Buy-back. In this regard, the Promoters and Promoter Group have expressed their intention not to participate in the Buyback. For further details, please refer to "*Details of the Buy-back – Intention of the Promoters and Promoter Group of the Company to participate in the Buyback*" on page 13 of this Letter of Offer.

Assuming full acceptance of Equity Shares in the Buy-back as per Entitlement the aggregate shareholding and the voting rights of the Promoters and Promoter Group of the Company, may change from the existing 54.76% holding in the total Equity Share capital and voting rights of the Company to 57.05% of the post Buy-back Equity Share capital of the Company. The Promoters and Promoter Group of the Company are already in control over the Company and therefore such further change in voting rights of the Promoters and Promoter Group of the Company will not result in any change in control over the Company.

Assuming full acceptance of Equity Shares in the Buy-back, as per Entitlement the aggregate shareholding of the public in the Company shall change to 42.95% post Buy-back from the current pre- Buyback shareholding of 45.24%.

### ***Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:***

The Company has approved Tuesday, May 27, 2025 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Shareholders, who are eligible to participate in the Buy-back.

The Equity Shares to be bought back as a part of this Buy-back is divided into two categories:

- (i) Reserved category for Small Shareholders ("**Reserved Category**"); and
- (ii) General Category for other Eligible Shareholders ("**General Category**").

As defined in the Buy-back Regulations, Small Shareholder includes a shareholder, who holds shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than ₹ 2,00,000/-. For the purposes of classification of a shareholder, as a "small shareholder", multiple demat accounts having the same permanent account number, in case of securities held in the demat form, or joint holders with identical sequence of names, in case of securities held in the physical form, are to be clubbed together. As on Record Date, the closing price on NSE, was ₹ 101.25/- per Equity Share. Accordingly, all Eligible Shareholders holding not more than 1,500 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buy-back.

Based on the above definition, there are 722 Small Shareholders in the Company with aggregate shareholding of 8,65,900 Equity Shares as on Record Date, which constitutes 7.52% of the total Equity Shares in the total issued and paid-up Equity Share capital of the Company and 187.91% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buy-back.

In compliance with Regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:

- (i) 15% of the number of Equity Shares which the Company proposes to Buy-back, being 69,120 Equity Shares; or
- (ii) The number of Equity Shares entitled as per their shareholding as on Record Date i.e. (8,65,900/1,15,08,800 X 4,60,800), being 34,670 Equity Shares.

All the outstanding fully paid-up Equity Shares excluding shares held by Promoter and Promoter Group have been used for computing the Buyback Entitlement of Small Shareholders as the Promoter and Promoter Group do not intend to participate in the Buyback.

Based on the above and in accordance with Regulation 6 of the Buy-back Regulations, 69,120 Equity Shares have been reserved for Small Shareholders. Accordingly, General Category for all other Equity Shareholders shall consist of 3,91,680 Equity Shares.

Based on the above Buy-back Entitlements, the Ratio of Buy-back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-back*
Reserved category for Small Shareholders	36 Equity Shares for every 451 Equity Shares held on the Record Date
General category for all other Eligible Shareholders	29 Equity Shares for every 788 Equity Shares held on the Record Date

\* The ratio of Buy-back indicated above is approximate and provides an indication of the Buy-back Entitlement. Any computation of entitled Equity Shares using the above ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buy-back Entitlement for reserved category for Small Shareholders is 7.98244600993186% and general category for all other Eligible Shareholders is 3.68019994550358%. The exact Entitlement as per the holding as on Record Date shall be communicated electronically to the Eligible Shareholders along-with the Letter of Offer.

### **Clubbing of Entitlement**

In accordance with Regulation 9(ix) of the Buy-back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (“PAN”) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of Eligible Shareholders holding physical shares, where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent (the “Registrar”) as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

### **Fractional Entitlements**

If the Buy-back Entitlement under the Buy-back, after applying the abovementioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 12 or less Equity Shares as on Record Date will be sent a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buy-back and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to SEBI Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

### ***Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders***

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- b) Post the acceptance as described above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buy-back Regulations, that is, valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with the above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate Acceptance, as described above:
  - i. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - ii. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buy-back Committee or any person(s) authorized by the Buy-back Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section entitled “*Process and Methodology of Buy-back*” of this Letter of Offer.

### ***Basis of Acceptance of Shares validly tendered in the General Category***

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all other Eligible Shareholders in the General Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post the Acceptance as described above, in case there are any validly tendered unaccepted Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buy-back Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- c) Adjustment for fractional results in case of proportionate acceptance as described above:
  - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

- ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

The market lot for trading of Equity Shares is 1200 Shares and in multiples of 1200 Shares. Post acceptance of the shares under the Buy-back, the shareholders may be left with the odd lots of shares. The same will be subject to the prevailing regulations.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buy-back Committee or any person(s) authorized by the Buy-back Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section entitled “*Process and Methodology of Buy-back*”.

***Basis of Acceptance of Equity Shares between categories***

- a. In case there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).
- b. If the Partially Filled Category is the General Category, and the second category is the Reserved Category, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with “*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*” will be reduced by one Equity Share.
- c. Adjustment for fractional results in case of proportionate Acceptance, as described above:
  - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
  - iii. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph Process and Methodology for the Buy-back.

***For avoidance of doubt, it is clarified that, in accordance with the clauses above:***

- Equity Shares accepted under the Buy-back from each Eligible Shareholder, shall be lower of the following:
  - *the number of Equity Shares tendered by the respective Shareholder; or*
  - *the number of Equity Shares held by the respective Shareholder, as on the Record Date*
- Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of acceptance.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buy-back Committee or any person(s) authorized by the Buy-back Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in section entitled “*Process and Methodology of Buy-back*” of this Letter of Offer.

## PROCEDURE FOR TENDERING SHARES AND SETTLEMENT

The Buy-back shall be available to all Eligible Shareholders holding Equity Shares either in physical or dematerialized form on the Record Date.

The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars. This Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, shall be sent through electronic means to Eligible Shareholder(s) who have registered their e-mail ids with the depositories/the Company. The Eligible Shareholders who have not registered their email ids with the Depositories / the Company, this Letter of Offer shall be dispatched through physical mode by registered post / speed post / courier, on request. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in this Section.

The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court/ any other competent authority for transfer/ disposal/ sale of such shares or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Company shall comply with Regulation 24(v) of the Buy-back Regulations which states that the Company shall not Buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date.

The Eligible Shareholders' participation in the Buyback is voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be Accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer.

Eligible Shareholders will have to tender their Demat Shares from the same demat account in which they were holding such shares (as on the Record Date) and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

As disclosed in the section entitled "*Process and Methodology of Buy-back*" on page 34 of this Letter of Offer, the Equity Shares proposed to be bought as a part of the Buy-back is divided into two categories; (a) Reserved Category for Small Shareholders; and (b) the General Category for other Eligible Shareholders, and the Buy-back Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

After Accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in the other category.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

The non-receipt of the Letter of Offer by, or accidental omission to send the Letter of Offer to any person who is eligible to receive the same to participate in the Buy-back, shall not invalidate the offer to any person who is eligible to receive this offer under the Buy-back. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares as on Record Date may participate in the offer by applying through the Tender Form downloaded from the Company's website i.e. [www.paramatrix.com](http://www.paramatrix.com) or obtain a duplicate copy of the same by writing to the Registrar to the Buyback or

by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Eligible Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents such as physical Equity Share certificate and Form SH 4 in case of Equity Shares being held in physical form. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the recognized stock exchange before the closure of the Buy-back.

### ***Process and Methodology***

#### **Process**

The Buy-back is open to all Shareholders holding Equity Shares as on Record Date, in both physical form and dematerialized form.

The Company has appointed Allwin Securities Limited as the registered broker to the Company to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-back. In the tendering process, the Company Broker may also process the orders received from the Shareholders. The details of the Company Broker are as follows:

**Name:** Allwin Securities Limited

**Add:** B-205/206, Ramji House, 30, Jambulwadi, Kalbadevi Road, Mumbai-400 002

**Tel. No.:** (+91-22) 4344 6444

**Email:** [allwinsec@gmail.com](mailto:allwinsec@gmail.com)

**Website:** [www.allwinsecurities.com](http://www.allwinsecurities.com)

**Contact person:** Kailashchand Mallawat

**SEBI Registration No.:** INZ000239635

#### **Methodology**

##### ***Placing of orders***

The placing of orders through the Acquisition Window will take place during the trading hours of the secondary market. Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buy-back would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender in the Buy-back. Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back will be required to approach their respective stock brokers (the “**Shareholder Broker**”) along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder’s PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.

In the event Shareholder Broker(s) of Eligible Shareholder is not registered with NSE, then the Eligible Shareholders can approach any NSE registered stock broker and can register themselves by using quick unique client code (“UCC”) facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., Allwin Securities Limited for guidance to place their bids. The requirement of documents and procedures may vary from broker to broker.

The Acquisition Window will be provided by the NSE to facilitate placing of sell orders. The details of the platform will be as specified by the NSE, from time to time.

All Eligible Shareholders, through their respective Shareholder Brokers will be eligible to place orders in the “Acquisition Window”.

All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.

During the Buy-back Period, the trading members will have to ensure that the order for selling Equity Shares is placed on behalf of Eligible Shareholders. During order entry, members can enter orders for dematerialized as well as physical shares.

At the beginning of the Tendering Period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares and Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

The acceptance of the offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

***Procedure to be followed by Shareholders holding Equity Shares in dematerialized form***

- (a) Eligible Shareholders holding equity shares in Demat forms who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the NSE. For further details, Eligible Shareholders may refer to the circulars issued by NSE and Indian Clearing Corporation Limited ("**Clearing Corporation**").
- (c) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by NSE or the Clearing Corporation.
- (d) The lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the Equity Shares tendered in the Buyback. Details of such Equity Shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporations.
- (e) In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("**IDT**") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Corporation / Clearing Member account at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- (f) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian participant. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (g) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien market on Equity Shares and a valid bid in the Exchange Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- (h) It is clarified that, in case of demat equity shares, submission of Tender Form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the NSE Clearing and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.
- (i) The Eligible Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the depository participant account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity share, if any, tendered

by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

- (j) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy-back of shares by the Company.

***Procedure to be followed by Shareholders holding Equity Shares in physical form:***

In accordance to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020. Shareholders holding securities in physical form are allowed to tender Equity Shares in the Buyback through tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. The procedure is as follows:

- (a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (b) Based on these documents, the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of equity shares tendered etc.
- (c) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Bigshare Services Private Limited (at the address mentioned below) or the collection centre of the Registrar details of which will be included in the Letter of Offer on or before the Buyback closing date. The envelope should be super-scribed as "**Paramatrix Technologies Limited – Buyback 2025**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- (d) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the website of NSE.
- (e) In case any Eligible Shareholder has submitted Equity Shares in physical form for Dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (f) An unregistered shareholder holding physical shares may also tender Equity Shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by NSE before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback.

Modification or cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back.

The cumulative quantity of Equity Shares tendered shall be made available on the website of the NSE at [www.nseindia.com](http://www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

***For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders***

Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs/FPIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

Eligible Shareholders who are FIIs/ FPIs should also enclose a copy of their SEBI registration certificate.

In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non- Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back.

If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buy-back are liable to be rejected.

Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by email or by physical form, as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at <https://www.bigshareonline.com/BuyBack.aspx> and download the Letter of offer and the Tender form available and may also check for their entitlement by entering information like Folio no, / DP id and Client id, PAN, and such other credentials as may be required for validating the request at the portal.

***Acceptance of orders***

The Registrar shall provide details of order acceptance to the Clearing Corporation within specified timelines.

***Settlement of Equity Shares***

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (b) The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' settlement bank account or onward transfer to such Eligible Shareholder.
- (c) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- (d) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective stock broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

- (e) Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (f) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- (g) In relation to the Equity Shares in physical form:  
 - If the Equity Shares in physical form tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares.  
 - If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess Equity Shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
- (h) The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
- (i) The Seller Member(s) would issue contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (j) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager to the Buyback and the Company accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
- (k) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (l) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

Participation in the Buy-back by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "**Buyback Tax**") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.

### ***Rejection Criteria***

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

- a. the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b. in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- c. if there a name mismatch in the dematerialized account of the Shareholder and the PAN; or
- d. Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

For Eligible Shareholders holding Equity Shares in the physical form if:

- a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;
- b. There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- c. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- d. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- e. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- f. In the event the signature in the Tender Form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.
- g. If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

### ***Non-resident shareholders***

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

## NOTE ON TAXATION

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON OUR UNDERSTANDING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.**

**IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY OR SIGNING FIRM IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

### **APPLICABLE PROVISIONS UNDER INCOME TAX ACT 1961 IN RELATION OF BUY BACK OF LISTED EQUITY SHARES**

#### **GENERAL**

Indian Income tax follows tax year period from 1<sup>st</sup> April to 31<sup>st</sup> March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ("ITA").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. *Vide* Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("DTAA") subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

#### **CLASSIFICATION OF SHAREHOLDERS**

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

**a) Resident Shareholders being:**

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies): Company, Other than Company

**b) Deemed Resident Shareholder:**

- A non-resident individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs 15 lakh during the tax year.

**c) Non-Resident Shareholders being:**

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
  - Company
  - Other than Company

**BUY-BACK OF SHARES**

- a) With respect to buy-back transactions that occurred till 30 September 2024, tax on buy-back of shares was governed by the provisions of Section 115QA of ITA, wherein the Company making the buy-back was liable to pay tax on the distributed income and the income arising to the shareholders on such buyback was exempt from tax under section 10(34A) of the ITA.

Provisions w.e.f.1<sup>st</sup> October 2024

- b) Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. 1<sup>st</sup> October 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income.
- c) The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources.
- d) The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the ITA.

**TAX DEDUCTION AT SOURCE**

The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares.

In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents.

Provided as per the provisions of the Income Tax Act, Company is not required to deduct Tax at source on consideration payable to Individual Shareholder, if :-

1. The amount of consideration for the buyback and dividend payable by the company in aggregate during the financial year does not exceed ₹10,000; or
2. If the income is below the taxable limit and declaration in Form 15G (for individuals up to age of 60 years) or in Form 15H (for individuals above the age of 60 years) is received.

**SECURITIES TRANSACTION TAX**

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of transaction will be applicable.

**Caveat:**

The summary of the tax considerations as above is based on our understanding of the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Shareholders, who are non-residents in India, in respect of tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company or signing firm if any action is taken by the shareholder solely based on this tax summary. Therefore, shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

## DECLARATION BY THE BOARD OF DIRECTORS

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations

The Board of Directors ("Board") of Paramatrix Technologies Limited (*formerly known as Paramatrix Technologies Private Limited*) ("**Company**") hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion:

- (i) That immediately following the date of the Board Meeting held on April 18, 2025 ("**Board Resolution**") and the date on which the results of shareholders' resolution passed by way of e-voting through extra ordinary general meeting are declared on May 19, 2025 ("**Shareholder Resolution**") approving Buyback offer there will be no grounds on which the Company can be found unable to pay its debts;
- (ii) That as regards the Company's prospects for the year immediately following the date of the Board Meeting, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback as well as the year within a period of one year from the date Board Meeting and also from the Extra-ordinary General Meeting; and
- (iii) In forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified), as applicable.

The declaration has been made and issued under the authority of the Board in terms of the resolution passed at its meeting dated April 18, 2025.

**For and on behalf of the Board of Directors of the Company**  
**Paramatrix Technologies Limited**  
*(Formerly known as Paramatrix Technologies Private Limited)*

Sd/-  
Mukesh Thumar Keshubhai  
Managing Director & CEO  
(DIN-00139960)

Sd/-  
Mahesh Pandurang Goriwale  
Executive Director  
(DIN- 06541786)

## AUDITORS CERTIFICATE

### Report addressed to the Board of Directors by the Company's Statutory Auditors on the permissible capital payment:

The text of the report dated April 18, 2025, of M/s. E. A. Patil & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

#### Quote

To,  
Board of Directors,  
**Paramatrix Technologies Limited**  
(Formerly known as *Paramatrix Technologies Private Limited*)  
E-102, 1<sup>st</sup> Floor, Sanpada Railway Station Complex,  
Sanpada, Navi Mumbai - 400705

#### **Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Paramatrix Technologies Limited (Formerly known as *Paramatrix Technologies Private Limited*) ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")**

1. This Report is issued in accordance with the terms of our engagement letter dated 10<sup>th</sup> April, 2025.
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on April 18, 2025, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as at March 31, 2024" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have stamped for the purposes of identification only.

#### **Management's Responsibility:**

4. The preparation of the Statement in compliance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the relevant Accounting Standards, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from 18<sup>th</sup> April, 2025 as well as for a period of one year immediately following the date of passing of Special Resolution at the Extra-Ordinary General Meeting.

#### **Auditor's Responsibility:**

5. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide reasonable assurance that:
  - i. we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at March 31, 2024 which were approved by the Board of Directors of the Company at their meeting held on June 26, 2024.
  - ii. the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone and consolidated financial statements as at March 31, 2024 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and
  - iii. Shareholder, who are non-residents in India, in respect of direct tax consequence (including capital gain tax, if any) in their state of residence, are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant country or state tax law and provisions of DTAA, where applicable.
  - iv. the Board of Directors of the Company, in their Meeting held on April 18, 2025 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having

regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared.

6. The Audited Standalone and Consolidated Financial Statements as at March 31, 2024 referred to in paragraph 5 above, have been audited by us on which we issued an unmodified audit opinion respectively in our report dated June 26, 2024. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the "Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this report. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1 Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

### **Opinion**

9. Based on inquiries conducted and our examination as above, we report that:
  - i. We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2024 which have been approved by the Board of Directors of the Company in their meeting held on June 26, 2024.
  - ii. The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the proviso to Section 68(2)(c) of the Act, Regulation 4(i) of the Buy-back Regulations and the proviso to Regulation 5(i)(b) of Buyback Regulations.
  - iii. The Board of Directors of the Company in their meeting held on April 18, 2025 have formed their opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of the passing the Board Resolution dated April 18, 2025.

### **Restriction on use**

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the Public Announcement and Letter of offer and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchange i.e. National Stock Exchange of India Limited, and any other regulatory authority as per applicable law; and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (c) can be shared with the Manager to Buyback offer in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For E. A. Patil & Associates LLP**  
**Chartered Accountants**  
**Firm's Registration No. 117371W/W100092**  
**Sd/-**  
**CA Mohan Khebade**  
**Partner**  
**Membership No. 107639**  
**UDIN: 25107639BBIKIZ5014**

**Place: Navi Mumbai**  
**Date: April 18, 2025**

**Annexure A - Statement of Permissible Capital Payment as at March 31, 2024:**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with proviso to Section 68(2)(c) of the Companies Act, 2013 (“the Act”) Regulation 4(i) read with proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“Buy Back Regulations”), as amended, based on annual audited standalone and consolidated financial statements as at and for the year ended 31<sup>st</sup> March, 2024.

(Rs. In Lakhs.)

Particulars	Amount as per standalone financial Statements (Audited)	Amount as per consolidated financial statements (Audited)
<b>Paid up equity share capital as at 31<sup>st</sup> March, 2024 (A)</b>	<b>875.00</b>	<b>875.00</b>
<b>Free Reserves as at 31<sup>st</sup> March, 2024:</b>		
Retained Earnings	1719.58	2088.26
Securities Premium	-	-
General Reserve	-	-
Less: adjustment as per section 2 (43) of Companies Act 2013:	-	-
Unrealized gains	-	-
Total Free Reserves (B)	1719.58	2088.26
<b>Total Paid Up Equity Share Capital and Free Reserves (C = A+B)</b>	<b>2594.58</b>	<b>2963.26</b>
Maximum amount permissible for the Buy-back as per section 68 (2) (c) read with buyback regulations [i.e. 25% of paid-up equity share capital and free reserves as above] C*25%	648.65	740.81
Maximum amount permissible for the Buyback: lower of standalone and consolidated amount	648.65	
<b>Amount approved by the Board of Directors for Buyback in the meeting held on April 18, 2025 approving buyback subject to approval of shareholders, based on the audited accounts as on March 31, 2024</b>	<b>599.04</b>	

**Note: Maximum amount permitted by the Board Resolution dated 18<sup>th</sup> April, 2025 approving buy back of equity shares of Paramatrix Technologies Limited is ₹5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand only).**

**Note:**

- (i) The amount of paid up equity capital and free reserves as at 31<sup>st</sup> March, 2024 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended 31<sup>st</sup> March, 2024.
- (ii) As the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended and the Act do not define the term “insolvent”, the Company has applied the Going Concern Assumption as per Generally Accepted Accounting Principle guidance, which relate to the assessment of the Company’s ability to continue as a going concern for a period of one year from 18<sup>th</sup> April, 2025 as well as for a period of one year immediately following the date of passing of Special Resolution at the Extra-Ordinary General Meeting.

**For E. A. Patil & Associates LLP**  
Chartered Accountants  
Firm’s Registration No. 117371W/W100092

**For and on behalf of the Board of Directors,**  
**Paramatrix Technologies Limited**

Sd/-  
CA Mohan Khegade  
Partner  
Membership No. 107639  
UDIN: 25107639BBIKIZ5014

Sd/-  
Mukesh Thumar  
Managing Director & CEO  
DIN: 00139960

Place: Navi Mumbai  
Date: April 18, 2025  
Unquote

Place: Navi Mumbai  
Date: April 18, 2025

## **DOCUMENTS FOR INSPECTION**

The copies of the following documents referred to hereunder are available for inspection by Shareholders of the Company at the registered office at E-102, 1<sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai 400 705 from 10:00 a.m. to 5:00 p.m. on any Working Day and on the website of the Company ([www.paramatrix.com](http://www.paramatrix.com)) during the Tendering Period during the Tendering Period:

1. Certificate of incorporation of the Company;
2. Memorandum and Articles of Association of the Company;
3. Copy of the annual reports of the Company for the financial years 2021-2022, 2022-2023 & 2023-2024 and copy of the unaudited financial results (Standalone and Consolidated) for the half year ended September 30, 2024;
4. Copy of resolution passed by the Board of Directors in relation to the Buy-back at its meeting held on April 18, 2025;
5. Copy of special resolution of the Equity Shareholders passed by way of extra ordinary general meeting, the results of which were announced on May 19, 2025;
6. Auditor's Report prepared by E. A. Patil & Associates LLP, Chartered Accountants, in terms of clause (xi) of Schedule I of the Buy-back Regulations;
7. Copy of Public Announcement dated May 20, 2025, and published on May 21, 2025;
8. Copy of Declaration of solvency and an affidavit as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014;
9. Letter from Escrow Bank dated May 21, 2025 that the Escrow Account in the name of "Paramatrix Technologies Limited Buy Back 2025 Account" has been opened and Bank Statement confirming deposit of funds;
10. Certificate dated April 18, 2025 issued by E. A. Patil & Associates LLP, Chartered Accountants (Firm Registration No. 117371W/W100092) (Membership No. 107639), confirming that the Company has firm and adequate financial arrangements to fulfil the obligations under the Buyback; and
11. Note on taxation, dated April 18, 2025, obtained by the Company from E. A. Patil & Associates LLP, Chartered Accountants.

## GENERAL INFORMATION

### Details of the Compliance Officer

The details of the Company Secretary and Compliance Officer are provided below:

**Ms. Shubhada Mahendra Shirke**

**Company Secretary & Compliance Officer**

**C/o. Paramatrix Technologies Limited,**

*(Formerly known as Paramatrix Technologies Private Limited)*

**Registered Office:** E-102, 1<sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai - 400705

**Tel:** 91-22-4151 8700;

**E-mail:** [cs@paramatrix.com](mailto:cs@paramatrix.com);

**website:** [www.paramatrix.com](http://www.paramatrix.com)

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all Working Days, except Saturday, Sunday and Public holiday.

### Details of the remedies available to the Shareholders

In case of any grievances relating to the Buy-back (i.e. non-receipt of the Buy-back consideration, Equity Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buy-back and/or the Registrar to the Buy-back for redressal.

If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there under, or any regulation, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act.

### Details of Registrar to the Buy-Back, Collection Centre and the Investor Service Center

In case of any query, the Eligible Shareholders may contact the Registrar during working hours, being 10:00 a.m. to 5:00 p.m. all Working Days, except Saturday, Sunday and public holiday at the following address:



#### **Bigshare Services Private Limited**

Address: S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,

Mahakali Caves Road, Next to Ahura Centre,

Andheri East, Mumbai - 400 093, Maharashtra, India

Tel. no.: +91 40 6263 8200;

Contact person: Maruti Eate

Email: [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)

Investor Grievance mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

SEBI Registration Number: INR000001385

Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/ speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as “*Paramatrix Technologies Limited – Buy-back 2025*”, to the Registrar to the Buyback at its office set out above, so that the same are received not later than the Buyback Closing Date.

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager to the Buy-back or the Registrar to the Buy-back. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.

## Details of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Mumbai, situated at Maharashtra.

## Manager to the Buy-back



**Navigant**

**Navigant Corporate Advisors Limited**

**Address:** 804, Meadows, Sahar Plaza Complex, J B Nagar,  
Andheri Kurla Road, Andheri East, Mumbai-400 059

**Tel No.** +91-22-4120 4837 / 4973 5078

**Email Id-** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)

**Investor Grievance Email:** [info@navigantcorp.com](mailto:info@navigantcorp.com)

**Website:** [www.navigantcorp.com](http://www.navigantcorp.com)

**SEBI Registration Number:** INM000012243

**Contact Person:** Mr. Sarthak Vijlani

**DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS  
LETTER OF OFFER**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement to the extent it pertains to the information related to the Company, and for the information in relation to the Company which may be contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued by the Company in relation to the Buyback, and confirms that the information in such documents issued by the Company contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Board in terms of the resolution passed in its meeting held on April 18, 2025.

For and on behalf of the Board of Directors of **Paramatrix Technologies Limited**  
(Formerly known as *Paramatrix Technologies Private Limited*)

**Sd/-**

**Mr. Mukesh Thumar**  
**Managing Director**  
**(DIN- 00139960)**

**Sd/-**

**Mr. Mahesh Goriwale**  
**Executive Director**  
**(DIN- 06541786)**

**Sd/-**

**Ms. Shubhada Shirke**  
**Company Secretary**  
**(Membership No. A66511)**

**Date: May 29, 2025**

**Place: Navi Mumbai**

**TENDER FORM**  
**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**(FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM)**

**Bid Number:**  
**Date:**

BUYBACK OPENS ON		June 02, 2025	
BUYBACK CLOSES ON		June 06, 2025	
<b>For Registrar use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>	Others (Specify)	<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<input type="checkbox"/>	Mutual Fund
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of <i>(Shareholder to fill country of residence)</i>
<b>Route of Investment (For NR Shareholders only)</b>			
<input type="checkbox"/>	Portfolio Investment Scheme		<input type="checkbox"/>
<input type="checkbox"/>			Foreign Investment Scheme

To,  
The Board of Directors,  
**Paramatrix Technologies Limited**  
*(Formerly known as Paramatrix Technologies Private Limited)*  
**C/o. Bigshare Services Private Limited**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Mahakali Cavez Road, Next to Ahura Centre,  
Andheri (E), Mumbai – 400 093  
**Tel. no.:** +91 40 6363 8200

**Dear Sir/ Madam,**

**Sub: Letter of Offer dated May 29, 2025 in relation to the buyback of up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) Equity Shares of Paramatrix Technologies Limited (Formerly known as Paramatrix Technologies Private Limited) (hereinafter referred as “the Company”) at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)**

- I / We (having read and understood the Letter of Offer dated May 29, 2025 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations, the extant applicable foreign exchange regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., “Paramatrix Technologies Limited” and the price at which the Equity Shares are being transferred i.e., “Price determined in accordance with the Buyback Regulations” duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (May 27, 2025)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

**Note:** An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

- I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Equity Shareholder.

Tear along this line

**ACKNOWLEDGMENT SLIP: PARAMATRIX TECHNOLOGIES LIMITED – BUYBACK OFFER**  
*(To be filled by the Eligible Shareholder) (Subject to verification)*

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence		Stamp of Stock Broker	

15. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\* Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.

17. Applicable for all Non-Resident Shareholders only:

- I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me/us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

**INSTRUCTIONS**

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

- This Buyback will open on June 02, 2025 and close on June 06, 2025.
- Eligible Shareholders who desire to tender their Equity Shares in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback offer. For further details, please see the procedure as specified in the section entitled "Procedure for Tendering Shares and Settlement" on page 38 of the Letter of Offer.
- Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The shares in the Offer would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
- Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding their holding as on Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- Eligible Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer
- For the Eligible Shareholders holding Equity Shares in dematerialised form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line.....

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre: Paramatrix Technologies Limited - Buyback offer  
Bighsare Services Private Limited**

S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai -400 093

Contact Person: Maruti Eate; Tel. no.: +91 40 6363 8200;

E-mail: [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com); Website: [www.bighsareonline.com](http://www.bighsareonline.com); Investor Grievance Email: [investor@bighshareonline.com](mailto:investor@bighshareonline.com)

SEBI Registration Number: INR000001385

**TENDER FORM**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)**

Eligible Shareholders holding Equity Shares in physical form are requested to refer to the Letter of Offer titled 'Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form', for details regarding permissibility of acceptance of Equity Shares held in physical form and for details regarding the procedure for tendering, before submitting the Tender Form and Securities Transfer Form with respect to Equity Shares held in physical form.

**Bid Number:**

**Date:**

BUYBACK OPENS ON		June 02, 2025	
BUYBACK CLOSES ON		June 06, 2025	
<b>For Registrar use</b>			
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>	
<b>Status (please tick appropriate box)</b>			
Individual	FII/FPI	Insurance Co	
Foreign Co.	NRI/OCB	FVCI	
Body Corporate	Bank/FI	Pension/PF	
VCF	Partnership/LLP	Mutual fund	
Others (Specify)			
<b>India Tax Residency Status: Please tick appropriate box</b>			
Resident in India	Non-Resident in India	Resident of <i>(Shareholder to fill country of residence)</i>	
<b>Route of Investment (For NR Shareholders only)</b>			
Portfolio Investment Scheme	Foreign Investment Scheme		

To,  
The Board of Directors,  
**Paramatrix Technologies Limited**  
*(Formerly known as Paramatrix Technologies Private Limited)*  
**C/o. Bigshare Services Private Limited**  
S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Mahakali Cavez Road, Next to Ahura  
Centre,  
Andheri (E), Mumbai – 400 093  
**Tel. no.:** +91 40 6363 8200

**Dear Sir/ Madam,**

**Sub: Letter of Offer dated May 29, 2025 in relation to the buyback of up to 4,60,800 (Four Lakh Sixty Thousand Eight Hundred) Equity Shares of Paramatrix Technologies Limited (Formerly known as Paramatrix Technologies Private Limited) (hereinafter referred as “the Company”) at a price of ₹ 130/- (Rupees One Hundred Thirty Only) per Equity Share (“Buyback Price”) payable in cash (the “Buyback”)**

I / We (having read and understood the Letter of Offer dated May 29, 2025 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.

- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my/ our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism to first named Eligible Shareholder.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We authorize the Company to issue a Letter of Confirmation (“LOC”) for the unaccepted Equity shares in case only a portion of the physical shares held by me is accepted in the Buyback.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, Buyback Regulations, the extant applicable foreign exchange regulations and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.

12. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (May 27, 2025)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 20 (Procedure for Tendering Shares and Settlement) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

13. Details of Share Certificate(s) enclosed:

Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
<b>Total</b>					

*In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.*

Tear along this line

**ACKNOWLEDGMENT SLIP: PARAMATRIX TECHNOLOGIES LIMITED – BUYBACK OFFER**

*(To be filled by the Equity Shareholder) (Subject to verification)*

<b>Folio No.</b>	
<b>Received from Mr./ Ms./Mrs.</b>	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
<b>No. of Equity Shares offered for Buyback (In figures)</b>	<b>(in words)</b>
Please quote Folio No. for all future correspondence	<b>Stamp of Broker</b>

14. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

15. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney	Previous RBI approvals for acquiring the Equity Shares hereby tendered in the Buyback
Death Certificate	Succession Certificate
Self-attested copy of PAN	Corporate authorisations
TRS	Others (please specify)

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\* Non-individual Shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the application form submitted.

17. Applicable for all Non-Resident Shareholders

- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding months in which the Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me/us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

### INSTRUCTIONS

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form**

- This Buyback will open on June 02, 2025 and close on June 06, 2025.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Seller Member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) the same order in which they hold the shares. (ii) Original share certificates (iii) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Company / Registrar) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iv) Self-attested copy of the Permanent Account Number (PAN) Card (by all Eligible Shareholders in case shares are in joint names). (v) Any other relevant documents such as (but not limited to): Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form, Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased, necessary corporate authorisations, such as board resolutions etc., in case of companies. (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders whom the Buyback Offer is made are free to tender Equity Shares to the extent of their Entitlement in whole or in part or in excess of their Entitlement, but not exceeding the number of Shares held by them as on Record Date.
- All documents / remittances sent by or to Eligible Shareholders will be at their own risk and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date, i.e., June 06, 2025 by 5:00 pm (IST).
- For procedure followed by Eligible Shareholders for tendering shares in the buyback offer, please refer to paragraph 20 (*Procedure for Tendering Shares and Settlement*) of the Letter of Offer.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) Non-submission of Notarized copy of death certificate and succession certificate / probated / Will, as applicable in case any Eligible Shareholder has deceased; (c) If the Eligible Shareholder(s) bid the shares but the Registrar does not receive the physical share certificate; or (d) In case the signature in the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) If necessary corporate authorizations under official stamp are not accompanied with Tender Form; (f) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (g) the Form SH-4 is not witnessed
- The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; or (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale; or (iv) or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of June 06, 2025 by 5:00 pm (IST).
- By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

Tear along this line

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THIS ADDRESS:**

**Investor Service Centre: Paramatrix Technologies Limited - Buyback offer  
Bighsare Services Private Limited**

S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai -400 093

**Contact Person:** Maruti Eate; **Tel. no.:** +91 40 6363 8200;

**E-mail:** [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com); **Website:** [www.bighshareonline.com](http://www.bighshareonline.com); **Investor Grievance Email:** [investor@bighshareonline.com](mailto:investor@bighshareonline.com)

**SEBI Registration Number:** INR000001385;

**Form No. SH-4 - Securities Transfer Form**

**[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution: \_\_\_/\_\_\_/\_\_\_

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: 

L	7	2	2	0	0	M	H	2	0	0	4	P	L	C	1	4	4	8	9	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): Paramatrix Technologies Limited

Name of the Stock Exchange where the company is listed, (if any): National Stock Exchange of India Limited

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10	₹ 10	₹ 10
No. of Securities being Transferred		Consideration received (₹)	
In figures	In words	In words	In figures
<b>Distinctive Number</b>	<b>From</b>		
	<b>To</b>		
<b>Corresponding Certificate Nos.</b>			
<b>Transferors' Particulars</b>			

Registered Folio Number:

Name(s) in full and PAN

Signature(s)

1. \_\_\_\_\_

\_\_\_\_\_

2. \_\_\_\_\_

\_\_\_\_\_

3. \_\_\_\_\_

\_\_\_\_\_

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: \_\_\_\_\_

Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_

Transferee Particulars

Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address & E-mail id (3)
1. Paramatrix Technologies Limited	1. N.A.	<b>Registered office:</b> E-102, 1 <sup>st</sup> Floor, Sanpada Railway Station Complex, Sanpada, Navi Mumbai - 400705 <b>E-mail id:</b> <a href="mailto:cs@paramatrix.com">cs@paramatrix.com</a>
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		1. _____ 2. _____ 3. _____

**Folio No. of Transferee**

\_\_\_\_\_

**Specimen Signature of Transferee(s)**

1. \_\_\_\_\_  
2. \_\_\_\_\_  
3. \_\_\_\_\_

Value of Stamp affixed: ₹ \_\_\_\_\_

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, \_\_\_\_\_



**For Office Use Only**

Checked by \_\_\_\_\_  
Signature Talled by \_\_\_\_\_  
Entered in the Register of Transfer on \_\_\_\_\_  
\_\_\_\_\_ vide Transfer no \_\_\_\_\_  
Approval Date \_\_\_\_\_  
Power of attorney / Probate / Death certificate / Letter of Administration  
Registered on \_\_\_\_\_ at  
No \_\_\_\_\_

**On the reverse page of the certificate**

Name of Transferor    Name of Transferee    No. of Shares    Date of Transfer

Signature of authorized signatory