

**Paramatrix Technologies Limited**  
(Formerly known as Paramatrix Technologies Pvt. Ltd.)  
CIN: L72200MH2004PLC144890

**Regd Off**  
E-102, 1st Floor, Sanpada Rly. Stn. Complex,  
Sanpada, Navi Mumbai - 400 705  
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www.paramatrix.com

**19<sup>th</sup> May, 2025**

To,  
Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai – 400051, Maharashtra, India.

Company Symbol: PARAMATRIX

**Subject: Submission of Special Resolution passed by the Members of Paramatrix Technologies Limited approving the Buy-back of the Equity Shares**

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Dear Sir/Madam,

Please find enclosed herewith the copy of the Special Resolution passed by the Members of Paramatrix Technologies Limited (*formerly known as Paramatrix Technologies Private Limited*) ("the Company"), at 01/2025-26 Extra-ordinary General Meeting held on 19<sup>th</sup> May, 2025 at 11:30 a.m. To approve the Buy-back of up to 4,60,800 fully paid-up Equity Shares of the Company of face value Rs. 10/- each at a price of Rs. 130/- per Equity Share, payable in cash, for an aggregate consideration not exceeding Rs. 5,99,04,000/- (excluding transaction costs).

This is for your information and records.

**Thanking you,**  
**Yours faithfully,**  
**FOR PARAMATRIX TECHNOLOGIES LIMITED**  
**(Formerly Known as Paramatrix Technologies Private Limited)**

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**Shubhada Mahendra Shirke**  
**Company Secretary & Compliance Officer**  
**Place: Navi Mumbai**

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT 01/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PARAMATRIX TECHNOLOGIES LIMITED (FORMERLY KNOWN AS PARAMATRIX TECHNOLOGIES PRIVATE LIMITED) ("THE COMPANY"), HELD ON MONDAY, 19<sup>TH</sup> MAY, 2025 FROM 11:30 A.M. TO 11:52 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-102, 1<sup>ST</sup> FLOOR, SANPADA RAILWAY STATION COMPLEX, SANPADA, NAVI MUMBAI - 400705 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM")**

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**TO CONSIDER AND APPROVE THE BUY-BACK OF EQUITY SHARES OF THE COMPANY**

**"RESOLVED THAT** in accordance with the Articles of Association of 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 **"Act"**), rules framed under the Act, including the Companies (Share Capital and Debentures) Rules, 2014 (the **"Share Capital Rules"**), including amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI (LODR) Regulations, 2015"**), and such other approvals, permissions and sanctions as may be necessary and subject to modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**"SEBI"**), Registrar of Companies, Mumbai (the **"ROC"**) and/or other appropriate authorities or bodies (the **"Appropriate Authorities"**), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to 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) (**"Buyback Committee"** / **"Committee"**), and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), approval of the shareholders be and is hereby accorded for the Buy-back by the Company of up to 4,60,800 fully paid up Equity Shares having a face value of ₹10/- (Rupees Ten only) each (**"Maximum Buyback Shares"**), representing up to 5.27% of the total number of Equity Shares in the 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 (**"Buyback Price"**), payable in cash, for an aggregate amount not exceeding ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) (**"Buyback Size"**), representing 23.09% and 20.22% of the aggregate of the total paid up equity share capital and free reserves based on the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively (the **"Buyback"**) (whichever sets

out a lower amount, as per provisions of the Companies Act, 2013 and SEBI (Buyback) Regulations), from all the equity shareholders/beneficial owners of the Equity Shares of the Company excluding promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from the equity shareholders/beneficial owners of the Company as on Record Date ("**Record Date**"), on a proportionate basis through the Tender Offer route in accordance with the provisions of the Companies Act, 2013, as amended (the "**Companies Act**") and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "**SEBI Buyback Regulations**"). The Buyback is within the statutory limit of 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024 respectively;

**RESOLVED FURTHER THAT** the Members hereby notes the declaration made by the promoters and promoter group of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations, as amended and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) confirming their intention not to participate in Buyback;

**RESOLVED FURTHER THAT** the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, stock exchange fees, fees payable to the Manager to the Buyback Offer, fees payable to the Registrar to the Buyback Offer, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and Goods and Services Tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (such expenses referred to as "**Transaction Costs**");

**RESOLVED FURTHER THAT** in terms of Regulation 6 of the SEBI Buyback Regulations, the Company shall Buyback Equity Shares from the shareholders/beneficial owners excluding promoters and members of the promoter group of the Company who hold Equity Shares of the Company as on Record Date ("**Eligible Shareholders**"), on a proportionate basis under the Tender Offer route, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**") at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the SEBI Buyback Regulations;

**RESOLVED FURTHER THAT** the Buyback from shareholders/beneficial owners who are persons resident outside India, including, overseas corporate bodies, foreign portfolio investors, members of foreign nationality etc., if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India (“**RBI**”) under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, Income Tax Act, 1961 and rules and regulations framed there under, as amended;

**RESOLVED FURTHER THAT** in terms of Regulation 5 (via) of the SEBI Buyback Regulations, the Board of the Company/ Buyback Committee be and is hereby authorized to inter alia increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size, till one working day prior to the Record Date;

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for Acquisition of Shares through Stock Exchange” pursuant to Tender Offer route notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD2/P/CIR/2023/35 dated March 8, 2023, including further amendments thereof and the Company shall approach the Stock Exchange, as may be required, for facilitating the same;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback such as Buyback Price, number of Equity Shares for Buyback, record date, entitlement ratio, the time frame for completion of Buyback, appointment of merchant bankers, registrars, brokers, lawyers, depository participants (“DPs”), escrow agents, advisors, consultants, intermediaries, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the public announcement, letter of offer and other necessary applications, undertakings, agreements, papers, documents and correspondence, if required under the common seal of the Company, to be filed in connection with the Buyback with SEBI, Reserve Bank of India, Stock Exchange, Registrar of Companies, depositories and/or other regulatory and/or statutory authorities as may be required from time to time and obtain their approvals and to initiate all necessary actions including opening, operation and closure of necessary bank accounts (including escrow account), issuance of bank guarantee in favour of the merchant bankers, or deposit of acceptable securities with appropriate margin with the merchant bankers, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third

parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company as well as further authorized to delegate all or any of the aforesaid powers to Buyback Committee formed for the said purpose;

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any members to offer and/or any obligation on the part of the Company or the Board/Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and the Buyback Committee be and are hereby respectively empowered and authorised on behalf of the Company to accept and make any alteration(s)/modification(s) to the terms and conditions as they may respectively deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any regulatory or other authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board/Buyback Committee may, in their absolute discretion may respectively deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval by the authority of this Resolution."

#### **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 1**

The Board of Directors of the Company, at its meeting held on Friday, April 18, 2025 ("**Board Meeting**") has, subject to the approval of the Members of the Company by way of special resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved Buyback of up to 4,60,800 (Four Lakhs Sixty Thousand Eight Hundred) fully paid up Equity Shares of the Company having face value of ₹ 10/- (Rupees Ten only) each ("**Equity Shares**") from the equity shareholders/beneficial owners excluding promoters and members of the promoter group of the Company of the Company as on Record date on a proportionate basis through the "**Tender Offer**" route through Stock Exchange mechanism in accordance with the Companies Act, 2013 (the "**Act**"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules,



2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "**SEBI Buyback Regulations**"), as amended from time to time, and the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circulars CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD2/P/CIR/2023/35 dated March 8, 2023 ("**SEBI Circulars**"), at a price ₹130/- (Rupees One Hundred Thirty only) per Equity Share ("**Buyback Price**"), subject to any increase to the Buyback Price as may be approved by the Board / Buyback Committee payable in cash for an aggregate amount of up to ₹5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) ("**Buyback Size**") excluding Transaction Costs, applicable taxes and other incidental and related expenses.

In terms of the Buyback Regulations, under the Tender Offer route, 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.

The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves of the Company as per the latest Audited Standalone Financial Statements or Audited Consolidated Financial Statements of the Company as on March 31, 2024, whichever sets the lower amount.

The Offer Size of the Buyback constitutes 23.09% and 20.22% of the total issued and fully paid-up equity share capital and free reserves as per the latest Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively. The Equity Shares proposed to be bought back represent approximately 5.27% of the total number of Equity Shares of the total paid-up Equity Share capital of the Company, as on March 31, 2024.

Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a special resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the special resolution provided in this Notice of Extra Ordinary General Meeting.

Certain figures contained in this Notice of Extra Ordinary General Meeting have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

Requisite details relating to the Buyback are given below:

**a. Necessity of the Buyback**

The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of up to 4,60,800 (Four Lakhs Sixty Thousand Eight Hundred) Equity Shares of face value of ₹10/- (Rupees Ten Only) each 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 Lakh Four Thousand Only) excluding the Transaction Costs, for distributing cash to the eligible shareholders. The Buyback is being undertaken, interalia, for the following reasons:

- (i) The Buyback will help the Company to return surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (ii) The Buyback will help the Company to optimise the capital structure;
- (iii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations. After accepting the equity shares tendered on the basis of entitlement, equity shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by equity shareholders in that category and thereafter from equity shareholders who have tendered over and above their entitlement in other category.
- (iv) The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (v) The Buyback 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 Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

**b. Maximum number of securities that the Company proposes to Buyback**

The Company proposes to Buyback up to 4,60,800 (Four Lakhs Sixty Thousand Eight Hundred) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company.

**c. Buyback Offer Price and basis of determining the price of the Buyback**

- (i) 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.
- (ii) The Buyback Price has been arrived at, after considering various factors inter alia, the capital market benchmarks, performance of the Company, its outlook, and the impact of the Buyback, earnings per share, price earnings ratio, impact on the Networth of the Company, the trends in the volume weighted average prices and the closing prices of the Equity Shares on the Stock Exchange i.e. National Stock Exchange of India Limited where the Equity Shares are listed and other financial parameters.
- (iii) The Buyback Offer Price represents:
  - a) Premium of 67.13% over the volume weighted average market price of the Equity Shares on NSE, during the three months preceding Monday, April 14, 2025, being the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback ("**Intimation Date**").
  - b) Premium of 51.15% over the volume weighted average market price of the Equity Shares on NSE, for two weeks preceding the Intimation Date.
  - c) 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).

As required under Section 68(2)(d) of the Act and Regulation 4(ii)(a) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves after the Buyback on Audited Standalone Financial Statements or Audited Consolidated Financial Statements of the Company as on March 31, 2024, whichever sets out a lower amount.

In accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of



Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the Record Date (as defined below) fixed for the purpose of Buyback.

**d. Maximum amount required for Buyback, its percentage of the total paid-up capital and free reserves and sources of funds from which Buyback would be financed**

The maximum amount required for Buyback will not exceed ₹ 5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) excluding Transaction Costs and applicable taxes. The said amount works out to 23.09% and 20.22% of the aggregate paid-up equity share capital and free reserves as per Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively, which is within the prescribed limit of 25% of the aggregate paid-up equity share capital and free reserves (including Securities Premium Account).

The funds for the implementation of the Buyback will be sourced out of the free reserves (retained earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the 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 purpose of the Buyback.

**e. Method to be adopted for the Buyback**

The Buyback shall be on a proportionate basis, through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchange" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the SEBI Buyback Regulations, the Company will announce a record date ("**Record Date**") for determining the names of the Members holding Equity Shares

of the Company who will be eligible to participate in the Buyback ("**Eligible Shareholder(s)**"). Consequent to the approval of the Buyback, Eligible Shareholder(s) will receive a Letter of Offer along with a Tender Offer Form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- i. Reserved category for small shareholders; and
- ii. General category for all other shareholders.

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is shareholder who holds Equity Shares having market value, based on closing price of shares on Stock Exchange having highest trading volume as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakh Only).

In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such 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 part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholder(s) holding Equity Shares can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholder(s) holding Equity Shares may also accept a part of their entitlement. Eligible Shareholder(s) holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum number of shares that are tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholder(s) holding Equity Shares as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified by SEBI Circulars.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the letter of offer to be sent to the Eligible Shareholder(s).

**f. Time limit for completing the Buyback**

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within 12 months from the date of passing of Special Resolution by the Members as contemplated in this Notice of Extra Ordinary General Meeting.

**g. Compliance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations**

The aggregate of paid-up share capital and free reserves as on March 31, 2024 is ₹25,94,58,027/- (Rupees Twenty-Five Crore Ninety-Four Lakh Fifty-Eight Thousand Twenty-Seven Only) and ₹ 29,63,25,683/- (Rupees Twenty-Nine Crore Sixty-Three Lakh Twenty-Five Thousand Six Hundred Eighty-Three Only) as per the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively. Under the provisions of the Act and SEBI Buyback

Regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate fully paid-up share capital and free reserves of the Company as per the audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, i.e. ₹25,94,58,027 (Rupees Twenty-Five Crore Ninety-Four Lakh Fifty-Eight Thousand Twenty-Seven Only) and ₹ 29,63,25,683/- (Rupees Twenty-Nine Crore Sixty-Three Lakh Twenty-Five Thousand Six Hundred Eighty-Three Only) respectively. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹5,99,04,000/- (Rupees Five Crore Ninety-Nine Lakh Four Thousand Only) and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively, whichever sets out a lower amount.

#### **h. Details of holding and transactions in the shares of the Company**

The aggregate shareholding of the (i) Promoters and members of the promoter group ("**Promoter and Promoter Group**") and persons in control; (ii) Directors of the companies which are part of Promoter and Promoter Group of Paramatrix Technologies Limited and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e., Friday, April 18, 2025, are as follows:

- (i) Aggregate shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of Board Meeting i.e., Friday, April 18, 2025:

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>No. of Equity shares held</b>	<b>% of paid-up equity share capital as on the date of the Board Meeting and the Notice of EGM i.e., Friday, April 18, 2025</b>
<b>Promoters</b>			
1.	Mukesh Thumar	50,77,500	44.12
2.	Bhavna Mukesh Thumar	11,25,000	9.78
<b>Promoters Group</b>			

**Paramatrix Technologies Limited**  
(Formerly known as Paramatrix Technologies Pvt. Ltd.)  
CIN: L72200MH2004PLC144890

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3.	Kalpana Struct Con Private Limited	1,00,000	0.87
<b>Total</b>		<b>63,02,500</b>	<b>54.76</b>

- (ii) Aggregate Shareholding in Paramatrix Technologies Limited of the Directors of companies which are forming part of Promoter/Promoter Group as on the date of Board Meeting i.e. Friday, April 18, 2025: **Not Applicable**
- (iii) Aggregate Shareholding of the directors of the Company ("Directors") and Key Managerial Personnel ("KMPs") of the Company as on the date of Board Meeting i.e., Friday, April 18, 2025:

Sr. No.	Name of the Shareholders	Designation	No. of Equity shares held	% of paid-up equity share capital as on the date of the Board Meeting and the Notice of EGM i.e., Friday, April 18, 2025
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 Office	1,35,000	1.17
8.	Shubhada Mahendra Shirke	Company Secretary & Compliance Officer	4,000	0.03
<b>Total</b>			<b>66,61,000</b>	<b>57.88</b>

- (iv) No Equity Shares are purchased or sold by the Promoters and Promoter Group, persons in control during a period of six months preceding the date of the Board Meeting i.e., Friday, April 18, 2025. **Not Applicable**
- (v) No Equity Shares are purchased or sold by the Directors of Companies which are forming part of the Promoter/Promoter Group of Paramatrix Technologies Limited during a period of six months preceding the date of the Board Meeting i.e., Friday, April 18, 2025: **Not Applicable**
- (vi) No Equity Shares are purchased or sold by the Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting i.e., Friday, April 18, 2025. **Not Applicable**
- (vii) The maximum and minimum price at which purchases and sales referred point (iv to vi) above were made along with the relevant dates: **Not Applicable.**

#### **i. Intention of Promoters to participate in Buyback**

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.

**j. Confirmations from the Company as per the provisions of the Buyback Regulations and the Act**

- i. all the Equity Shares which the Company proposes to buyback are fully paid-up;
- ii. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus till the expiry of Buyback period;
- iii. the Company, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of its subsisting obligations;
- iv. 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;
- v. the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- vi. the consideration for the Buyback shall be paid by the Company only in cash;
- vii. the Company shall not Buyback its Equity Shares from any person through negotiated deals whether on or off the stock exchange or through spot transactions or through any private arrangement;
- viii. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- ix. the Company shall not withdraw the Buyback after the public announcement of the offer to the Buyback is made;

- x. there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- xi. that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- xii. the aggregate amount of the Buyback i.e., up to ₹5,99,04,000/- (Rupees Five Crore Ninety Nine Lakh Four Thousand Only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, whichever sets out a lower amount;
- xiii. the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 4,60,800 fully paid-up Equity Shares), does not exceed 25% of the total number of fully paid-up Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024;
- xiv. the Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the Board Meeting;
- xv. the Company shall not make any offer of Buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- xvi. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- xvii. As required under section 68(2)(d) of the Companies Act, 2013 and SEBI Buyback Regulations, 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 (including Securities Premium Account) after the Buyback based on both the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company as on March 31, 2024, respectively of the Company, whichever sets out a lower amount.
- xviii. the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the Buyback Regulations and any other applicable laws;
- xix. the Buyback shall be completed within 12 months from the date of passing of special resolution by the members;
- xx. as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoter(s), members of the promoter group and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchange or off-market transactions (including inter-se transfer of equity shares among the Promoters and/

- or members of the promoter group) from the date of passing the special resolution till the closing of the Buyback offer except the shares tendered in the Buyback Offer;
- xxi. the Company is not buying back its Equity Shares so as to delist its equity shares from the stock exchange wherein the equity shares of the Company are listed as per Regulation 4(v) of SEBI Buyback Regulations;
  - xxii. 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;
  - xxiii. funds borrowed from banks and financial institutions will not be used for the Buyback;
  - xxiv. the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of breach of any covenant with such lenders. The Company is not required to obtain any approvals pursuant to provisions of its facilities with the lenders;
  - xxv. the Buyback shall not result in delisting of the Equity Shares or other specified securities from National Stock Exchange of India Limited ("Stock Exchange");
  - xxvi. the Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent Audited Financial Statements; and
  - xxvii. the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;

**k. Confirmations from the Board**

The Board of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) Immediately following the date of this meeting i.e., April 18, 2025 ("**Board Meeting**") and date on which the result of the shareholders' resolution passed by way of Extra Ordinary General Meeting ("EGM Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the Board Meeting as well as for the year immediately following the EGM Resolution, 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 the Board Meeting and the EGM Resolution; and

- c) In forming an opinion for the above purposes, 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 Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

**1. Company's auditor's report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended**

The text of the Report dated April 18, 2025 received from E. A. Patil & Associates LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

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.)**

<b>Particulars</b>	<b>Amount as per standalone financial Statements (Audited)</b>	<b>Amount as per consolidated financial statements (Audited)</b>
<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><u>Free Reserves as at 31<sup>st</sup> March, 2024:</u></b>		
Retained Earnings	1719.58	2088.26
Securities Premium	-	-
General Reserve	-	-
Less: adjustment as per section 2 (43) of Companies Act 2013:	-	-
Unrealized gains	-	-
<b>Total Free Reserves (B)</b>	<b>1719.58</b>	<b>2088.26</b>
<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
<b>Maximum amount</b>		<b>648.65</b>

**Paramatrix Technologies Limited**  
(Formerly known as Paramatrix Technologies Pvt. Ltd.)  
CIN: L72200MH2004PLC144890

Regd Off  
E-102, 1st Floor, Sanpada Rly. Stn. Complex,  
Sanpada, Navi Mumbai - 400 705  
Tel: +91-22-41518700  
Email : info@paramatrix.com  
www.paramatrix.com

permissible for the Buyback: lower of standalone and consolidated amount	
<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**

**Sd/-**  
**CA Mohan Khebade**  
**Partner**  
**Membership No. 107639**  
**UDIN: 25107639BMIKIZ5014**

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

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





**Paramatrix Technologies Limited**  
(Formerly known as Paramatrix Technologies Pvt. Ltd.)  
CIN: L72200MH2004PLC144890

**Regd Off**  
E-102, 1st Floor, Sanpada Rly. Stn. Complex,  
Sanpada, Navi Mumbai - 400 705  
Tel: +91-22-41518700  
Email : info@paramatrix.com  
www.paramatrix.com

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

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

- m. None of the Directors of Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the company of which they are members.

**Thanking you,**  
**Yours faithfully,**  
**FOR PARAMATRIX TECHNOLOGIES LIMITED**  
**(Formerly Known as Paramatrix Technologies Private Limited)**

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**Shubhada Mahendra Shirke**  
**Company Secretary & Compliance Officer**  
**Place: Navi Mumbai**