

OFFER OPENING ADVERTISEMENT FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ("OFFER OPENING ADVERTISEMENT") UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS"), FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF CMS INFO SYSTEMS LIMITED ("COMPANY").



CMS INFO SYSTEMS LIMITED

Corporate Identity Number: L45200MH2008PLC180479

Registered Office: T-151, 5th Floor, Tower No.10, Railway Station Complex, Sector-11, CBD Belapur, Navi Mumbai, Thane, Maharashtra – 400614, India.

Tel. No.: +91 8976781368 | E-mail: company.secretary@cms.com | Website: www.cms.com

Compliance Officer: Mr. Debashis Dey, Company Secretary and Compliance Officer

OFFER TO BUYBACK UP TO 49,39,126 (FORTY NINE LAKH THIRTY NINE THOUSAND ONE HUNDRED TWENTY SIX) FULLY PAID-UP EQUITY SHARES OF THE COMPANY, HAVING FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES"), AT A PRICE OF ₹340/- (RUPEES THREE HUNDRED FORTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDERS RESERVATION) THROUGH THE "TENDER OFFER" ROUTE USING THE STOCK EXCHANGE MECHANISM FOR AN AGGREGATE CONSIDERATION OF UP TO ₹167,93,02,840/- (RUPEES ONE HUNDRED SIXTY SEVEN CRORE NINETY THREE LAKH TWO THOUSAND EIGHT HUNDRED FORTY ONLY) EXCLUDING TRANSACTION COSTS ("BUYBACK").

- This Offer Opening Advertisement should be read together with:
 - the Public Announcement dated May 16, 2026, made in accordance with the Buyback Regulations, and published on May 18, 2026 in the following newspapers:
 - Financial Express (all editions – English);
 - Jansatta (all editions – Hindi); and
 - Navshakti (Mumbai edition – Marathi, regional daily).
 - the letter of offer dated **May 23, 2026**, in connection with the Buyback. ("**Letter of Offer**").
- In terms of Regulation 8(i)(a) of the Buyback Regulations, the Letter of Offer was submitted to Securities and Exchange Board of India ("SEBI") on May 25, 2026. The Company has sent the Letter of Offer and Tender Form dated May 23, 2026, in relation to the Buyback, through electronic means on **Monday, May 25, 2026**, to the Eligible Shareholders of the Company holding Equity Shares as on the Record Date i.e. **Friday, May 22, 2026**, whose e-mail ID's were available with the Company and in physical form (through speed post) to those Eligible Shareholders whose email IDs were not registered with the Company, at their registered postal address available with the depository on **Tuesday, May 26, 2026**.
- The Letter of Offer (including the Tender Form) is also available on the website of the SEBI at www.sebi.gov.in and on the website of the Company (www.cms.com), the Manager to the Buyback (https://www.ey.com/en_in/services/strategy-transactions/merchant-banking-services), the Registrar to the Buyback (<https://in.mpms.mufg.com/>), BSE (www.bseindia.com) and NSE (www.nseindia.com).

Further, in terms of Regulation 9 (ii) of the Buyback Regulations, if the Company or the Registrar to the Buyback receives a request from any Eligible Shareholder to obtain physical copy of the Letter of Offer before the Buyback Closing date, the Company shall dispatch a copy of the Letter of Offer in physical form.

For the detailed schedule of activities in relation to the Buyback, please refer to the Letter of Offer. A brief schedule of activities in relation to the Buyback is as below:

Activity	Date
BUYBACK OPENING DATE	FRIDAY, MAY 29, 2026
BUYBACK CLOSING DATE	THURSDAY, JUNE 4, 2026
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	ON OR BEFORE 5.00 PM (IST) ON THURSDAY, JUNE 4, 2026

The entitlement ratio for Eligible Shareholder is as below:

Category of Eligible Shareholders	Ratio of Buyback Entitlement*
Reserved category for Small Shareholders	1 (One) Equity Shares for every 18 (Eighteen) Equity Shares held on the Record date
General category for all other Eligible Shareholders	1 (One) Equity Shares for every 36 (Thirty Six) Equity Shares held on the Record date


*The above Ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 5.517442224% (Five Decimal Five One Seven Four Four Two Two Two Four Percent) and General Category for all other Eligible Shareholders is 2.77644546% (Two Decimal Seven Seven Six Four Four Five Four Six Percent).

For further information in relation to the entitlement ratio for the Buyback in each category, please see paragraph 19 (Process and Methodology for the Buyback) on page 42 of 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 - MUFG Intime India Private Limited <https://in.mpms.mufg.com/>
- Select the name of the Company – **CMS Info Systems Limited**
- Select holding type - "Demat" or "Physical" or "PAN"
- Based on the option selected above, enter your "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'

For the purpose of the Buyback, BSE Limited ("**BSE**") has been appointed as the Designated Stock Exchange. The Company has requested BSE to provide the separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window platform will be specified by the Designated Stock Exchange from time to time. In case Shareholder's Broker is not registered with BSE, Eligible Shareholder may approach Company's Broker to place its bid by using UCC facility after submitting requisite documents as required to complete the know your client requirements.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
 <p>Ernst & Young Merchant Banking Services LLP Address: The Ruby, 14th Floor, 9 Senapati Bapat Marg, Dadar (W), Mumbai, Maharashtra – 400028 Tel. no.: +91 22 6192 0000 Contact person: Gigy Mathew/ Sarthak Thorve Email: cms.2026@in.ey.com Website: https://www.ey.com/en_in/services/strategy-transactions/merchant-banking-services Investor Grievance mail: investorgrievances@in.ey.com SEBI Registration No.: INM000010700 Validity period: Permanent LLP Identity Number: AAO-2287</p>	 <p>MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Address: C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Tel. no.: +91 8108114949 Contact person: Shanti Gopalkrishnan Email: cmsinfosystems.buyback@in.mpms.mufg.com Website: https://in.mpms.mufg.com/ Investor Grievance mail: cmsinfosystems.buyback@in.mpms.mufg.com SEBI Registration No.: INR000004058 Validity period: Permanent CIN: U67190MH1999PTC118368</p>

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Advertisement and confirms that this Advertisement contains true, factual and material information and does not contain any misleading information

This Advertisement is issued under the authority of the Board and in terms of the resolution passed by the Board on May 14, 2026 and circular resolution passed by the Buyback Committee on May 23, 2026.

All capitalised terms used but not defined herein shall have the respective meaning ascribed to such term under the Letter of Offer.

For and on behalf of the Board of Directors of CMS Info Systems Limited

Sd/-	Sd/-	Sd/-
Rajiv Kaul Executive VC & CEO DIN: 02581313	Shyamala Gopinath Chairperson DIN: 02362921	Debashis Dey Company Secretary & Compliance Officer ICSI Membership No.: A18118

Place: Mumbai

Date: May 26, 2026