

THE COMPANIES ACT, 2013

AND

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION
OF
SIGMA ADVANCED SYSTEMS
LIMITED¹**

- (I)** The name of the Company is "**SIGMA ADVANCED SYSTEMS LIMITED.**"
- (II)** The Registered Office of the Company will be situated in the State of 'Tamil Nadu'.
- (III)** The objects for which the Company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE²

- (1) To carry on the business of manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade of all kinds of pharmaceuticals products, medicines, drugs, medicines, biologicals, neutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and dry salters, also to engage in business of healthcare, life sciences, research and development, contract manufacturing in India and/or abroad.
- (2) To carry on the business of manufacture, produce, refine, process, formulate, acquire, convert, sell, distribute, import, export of, deal in either as principals or agents in organic and inorganic chemicals, alkalies, acids, gases, petrochemicals, salts, electro-chemicals, chemical elements and compound pesticides, insecticides, explosives, light and heavy chemicals of any nature used or capable of being used in the pharmaceuticals, textile industry, defense chemicals, fertilizers, petrochemicals and industrial chemicals and pesticides and insecticides, solvents of any mixtures derivatives and compounds thereof.
- (3) To carry on the business of manufacture including production and processing and fabrication and assembling, repairing, alteration, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electronic and / or electrical components, spare parts, products, equipment for all types of products for household / residential or for corporate / industrial purposes.
- (4) To carry on the business of manufacture/ assemble/ deal/ supply/ export/ import/design of aircraft, airlift for defence use; and aircraft modification, repairs, maintenance and logistics support for military and civilian customers including design and manufacture of aerospace related detailed parts made of metallic, composite and hybrid sources, related avionics and ground control systems including radars, communication systems for military including naval systems and civil applications.
- (5) To buy, sell, hold, invest, divest shares or any other financial investment instrument of any Company, either public or private, in India or abroad.

(B) THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A:

- (1) To conduct, sponsor or otherwise participate in training programs, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters; and to undertake the business as agents, stockists, distributors, franchise holders or otherwise for trading or dealing in computer systems, peripherals, accessories, parts

¹ Amended and substituted by a Special Resolution passed by the members of the Company on 30th August, 2025.

² *Amended and substituted by a Special Resolution deemed to be passed by the members of the Company through postal ballot, on 04th June, 2022.

and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages for the purpose of business on the company.

- (2) To pay either in cash or by allotment of shares or otherwise as the company deems fit, all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses.
- (3) To purchase or otherwise acquire, take on lease or rent computer systems and digital / electronic equipment's of all kinds for the purpose of business of the company.
- (4) To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III hereof.
- (5) To purchase, take on lease or otherwise acquire for the purpose of the company estates, lands, buildings, easements or other interests in real estate, to let on lease or otherwise dispose of or grant rights over any real property belonging to the company.
- (6) To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company.
- (7) To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business.
- (8) To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.
- (9) To enter into any arrangements with any Government authority, undertakings or corporations controlled or owned by any Government or any person(s) including any individual, firms, body corporate or other association of individuals, whether incorporated or not, society and trust whether in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government, authority, undertakings, corporations and person(s) any rights privileges and concessions which the company may deem desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concession.
- (10) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, whether an individual, association, firm, body corporate, corporation or otherwise carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly to benefit the company
- (11) To acquire and undertake the whole or any part of the business properties and liabilities of any person whether any individual, association, firm, body corporate, corporation or otherwise carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the Company.
- (12) To enter into arrangement or agreements with any other person, whether an individual, association, firm, body corporate, corporation or otherwise, for the carrying out by such other person on behalf of the company, of any of the objects of the Company.
- (13) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like, conferring any exclusive, non-exclusive or limited right to use, or any secret or other information to any invention which may seem capable of being used for any of the

purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired.

- (14) To enter into collaboration agreement(s) with any person(s) including Government(s) or any other authority within or outside India, whether the nature of the agreement is financial, technical or otherwise on such terms and conditions as the company deems fit.
- (15) To import into and export from India the technology in respect of the products mentioned in clauses III hereof on such terms and conditions, as the company deems fit.
- (16) To do research and development work and experiment in connection with the business of the company.
- (17) To let on lease or on hire or otherwise the whole or any part of the real and personal properties of the company on such terms as the company shall determine.
- (18) Upon any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents and underwriters and to provide for the remunerations of the said persons, firm or company for the services by payment in cash or by issue of shares, debentures or other securities of the company, or by granting options to take the same or in any other manner allowed by law.
- (19) To borrow, raise money(s) or secure obligations (whether of the company or any other person) in any manner and subject to such terms and conditions including the payment of guarantee commission to persons including the directors of the company as the company shall determine.
- (20) To advance or lend money(s) with or without security, and on such terms and conditions as the company shall determine.
- (21) To invest any money(s) of the company not required for the purpose of its business in such investment or securities as may seem expedient.
- (22) Subject to section 73 of the Companies Act, 2013 and the rules framed there under in consultation with the Reserve Bank of India, to receive money(s) on deposit, on such terms and conditions as the company shall determine, without carrying on banking business within the meaning of the Banking Regulations Act, 1949 and also to pay brokerage on such deposits.
- (23) To subsidize, assist and guarantee any payment of money by, or the performance of any contract, engagement or obligation by any person.
- (24) To open bank accounts of all kinds including overdrafts and to draw, make, accept, endorse, discount, negotiate, execute and issue checks, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments of securities.
- (25) To adopt such means of making known and advertising the business and products of the company as may seem expedient to the company.
- (26) To appoint officers, staff, trainees and other types of personnel for the company and to dispense with their services and to carry out or cause to be carried out all functions necessary to implement the objects of the company.
- (27) To transfer, sell or otherwise dispose of all or any of the business, properties and undertakings of the company for any consideration which the company may deem fit to accept.
- (28) To establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine.

- (29) To setup agencies or branches in India or abroad after complying with the requisite formulation that may be necessary under the law, for the purpose of business of the company and for the benefit of the company or discontinue the same.
- (30) To establish, promote and otherwise assist any person whether an individual, firm, association, body corporate including company or corporation or otherwise for the purpose of acquiring any property(ies) or furthering any objects of the company.
- (31) To do in any part of the world all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents.
- (32) To do all such things as are necessary for the company or its nominee(s) to become members or to be otherwise associated with national and international associations, institutes or other organisations, so as to promote or strengthen the company's interests on such terms and condition as may be determined by the company.
- (33)
 - (a) To undertake, carry out, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof in such manner as the company thinks fit.
 - (b) Without prejudice to the generality of the foregoing, the company may undertake, carry out, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents or organizing lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution, fund or trust.
 - (c) In order to achieve any of the foregoing, the company may divest without consideration or such fair or concessional rates as it thinks or otherwise transfer any properties or good of the company to or in favour of any public or local body or authority, central or state government, governmental agencies, public institutions, trusts or funds recognized or approved by the central government or state governments or any authorities specified for the purpose by such government.
 - (d) To incur any expenditure on the aforesaid development and programmes, and to otherwise assist in the execution and promotion thereof, whether directly, or indirectly.
- (34) Subject to the provisions of the Act, to subscribe to or contribute to or undertake or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deems fit.
- (35) To provide for the welfare of directors or persons in the employment of the company, or formerly in the employment of the company and the wives, widows and other family members of such persons by grants of money, pensions, superannuation, gratuity, insurance, bonus, medical benefits or otherwise.
- (36) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory provident, gratuity, pension, or superannuation funds and give and procure the giving of money, pension, superannuation, gratuity, insurance bonds, medical benefits or other amounts to any directors or persons who are or were at any time in the employment or service of the company.
- (37) To establish, undertake and execute or procure the establishment, undertaking execution of any trust, either gratuitously or otherwise.
- (38) To procure the company to be registered or recognised or to be authorised to do business as Joint Stock Company with limited liability in any foreign country or place.
- (39) To arrange for risks of all kinds likely to affect the company to be covered by insurance.

(40) Subject to the provisions of the Companies Act, 2013 to contribute to any political purpose to any person.

(41) To distribute any property of the company in specie or kind among the members as may be allowed in law in the event of winding-up.

(42) Subject to the provisions of the Companies Act, 2013 or any other enactment in force to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss, damage or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

(43) To agree to refer to arbitration and refer to arbitration any disputes present or future between the company and any other company, firm or individual and to submit the same to arbitration in India or abroad either in accordance with Indian or foreign legal system.

(44) To appoint attorney's for and on behalf of the company and to execute the necessary powers to the said attorneys to act -for and in the name of and on behalf of the company, and to revoke all or any such powers and appointments as may be deemed expedient.

(45) To train or pay for training in India or abroad of any of the company's Directors or employees or any candidate in the interest of or for the furtherance of the Company's objects.

(46) Subject to Section 52 of the Companies Act, 2013 to place to reserve or to distribute as bonus among the members, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of dividends accrued or forfeited shares or from any general reserve.

(47) To undertake and execute systems audits for persons owning or using computer systems and to generally assist them in the more economic and/ or efficient utilization thereof.

(48) To provide consultancy services in regard to the design, development, manufacture and use of all products and things incorporated in clause III thereof.

(49) To undertake and execute job works in relation to and/or give others job works in respect of any of the business mentioned in the main and other objects of the company.

(50) To amalgamate with any other company or companies.

(51) To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit from time to time.

(IV) The liability of the members in the Company is limited.

(V) ³The Authorized Capital of the Company is INR 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) comprising of 25,00,00,000 (Rupees Twenty Five Crores only) equity shares of INR 10/- (Rupees Ten only) each with such rights, privileges and conditions attached thereto as may be determined by the Company from time to time in accordance with the Articles of Association of the Company. The Company has and shall always have the power to divide, sub-divide or consolidate the shares for time being of the Company into several classes and to attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company or in accordance with Articles of Association of the Company and to fix, vary, modify or abrogate any such rights, privileges or conditions attached to the shares in such manner as may from time to time being provided in the regulations of the company."

³Amended and substituted by a Special Resolution passed by the members of the Company on 30th August, 2025.

(VI) We the several persons whose names and addresses have been subscribed hereunder are desirous of being formed into a company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

| Sl No | Name, address, description and Occupation of subscribers and signatures | No. of Equity shares taken by each subscriber | Name, address, description, Occupation and signature of Witness |
|-------|--|---|---|
| 1 | Ravindra Sannareddy S/o S Rajagopal Reddy #96, Dr Radhakrishnan Salai Mylapore, Chennai – 600 004 Occ : Business | Sd/- 200 (Two Hundred Only) | <p>All the subscribers signed before me at Chennai Sd/- P Vijaysekhar Reddy S/o P Eswara Reddy No.2, Cross Street Dhandayuthapani Nagar Kotturpuram Chennai - 600 085</p> |
| 2 | S Rajagopal Reddy S/o S Veera Raghava Reddy A-1, Rams Apartments #3, 8th Street, Gopalapuram Chennai – 600 086 Occ : Agriculture | Sd/- 100 (One Hundred Only) | |
| 3 | D Anuradha W/o D Chandrasekhar Reddy Qtr S-6, Neelagiri Sangam Nellore – 3, Andhra Pradesh Occ : Service | Sd/- 100 (One Hundred Only) | |
| 4 | S Saraswathamma W/o S Rajagopal Reddy A-1, Rams Apartments #3, 8th Street, Gopalapuram Chennai – 600 086 Occ : Housewife | Sd/- 100 (One Hundred Only) | |
| 5 | Ashok Kumar Bodduru S/o Adinarayana 22/2, Mavadi Vinayaga Koil Street Royapettah, Chennai - 600 014 Occ : Service | Sd/- 100 (One Hundred Only) | |
| 6 | GK Rao S/o G Narasimha Murthy D2, Gyan Towers 3, Gopalakrishna Street T.Nagar, Chennai - 600 017 Occ : Service | Sd/- 100 (One Hundred Only) | |
| 7 | C Meenakshi Sundaraman S/o Late Chidambara Sastrigal Plot No.33, Door No.4 Gandhinagar, Chennai - 600 087 Occ : Service | Sd/- 100 (One Hundred Only) | |
| | Total No. of Shares taken | 800 (Eight Hundred only) | |

Date: 28th June, 1999

Place: Chennai