



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837Sector 28
Faridabad,121008
Phone no-9899563128
Mail [id-Prachi.jain2805@gmail.com](mailto:Prachi.jain2805@gmail.com)

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To
The Members,
Sigma Advanced Systems Limited
No.43/1(129 to 140) Prestige Palladium
8th Floor, Greams Road, Nungambakkam,
Chennai - 600006, Tamil Nadu India

We, Prachi Bansal & Associates, Company Secretaries have been appointed by Sigma Advanced Systems Limited (hereinafter referred to as 'Company'), having CIN: L24100TN1999PLC042730 and having its Registered Office at No.43/1(129 to 140) Prestige Palladium, 8th Floor, Greams Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed the following:

1. issue upto 1,32,56,470 (One Crore Thirty Two Lakh Fifty Six Thousand Four Hundred and Seventy) fully paid-up Equity Shares at a price of ₹347/- (Rupees Three Hundred and Forty Seven Only) (including a premium of ₹337/-), per Equity Share, aggregating up to ₹ 459,99,95,090/- (Rupees Four Hundred Fifty Nine Crore Ninety Nine Lakh Ninety Five Thousand Ninety Only) ('Proposed Preferential issue') and the same was approved at the Meeting of Board of Directors of the Company held on 4 June, 2026.
2. Issue of 4,32,777 (Four Lakhs Thirty Two Thousand Seven Hundred and Seventy Seven) Equity Shares of Rs.10/- each arrived on the basis of valuation on Preferential basis for consideration other than cash by acquiring additional 25% equity shareholding in, its subsidiary, AS Strategic Private Limited via swap of share and the same was approved at the Meeting of Board of Directors of the Company held on 4 June, 2026.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;



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- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 29 May, 2026;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottee(s) in the Company are in dematerialized form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottee during the 90 trading days preceding the relevant date;
- ix. Permanent Account Number of the proposed allottee, except those allottee who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
- x. Draft notice of Extra - Ordinary General Meeting proposed to be held on 28 June, 2026 along with the statement under Section 102 of the Act seeking approval of the shareholders of the Company for the Preferential Issue, including the disclosures in explanatory statement as required under the Act, and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 163(1) of the ICDR Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations and other applicable provisions.
- xii. Compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and



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Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;

- xiii. Compliance with all other requirements of the ICDR Regulations.



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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For Prachi Bansal & Associates



CS Prachi Bansal

Proprietor

M No: A43355

CPNo.:23670

ICSI UDIN:A043355H000585017