SIGMA ADVANCED SYSTEMS LIMITED
(FORMERLY MEGASOFT LIMITED)
CIN: L24100TN1999PLC042730
No. 43/1 (# 129 to # 140), Prestige Palladium, 8th Floor, Greams Road,
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POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND AMENDMENTS THERETO]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide Circular No. 14/2020 dated April 8, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated May 05,2022, Circular No. 10/2022 and Circular No. 11/2022 dated December 28,2022, Circular No. 02/2021 dated January, 13, 2021 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 read along with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other connected circulars issued from time to time in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the items as set out in this Notice are proposed for consideration by the Members of **Sigma Advanced Systems Limited** (the 'Company') and for approval by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

SPECIAL BUSINESS

1. **To consider and approve enhancement in overall Borrowing Limits of the Company**

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the earlier Special resolution passed pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), pursuant to

approval of Board of Directors, consent of the members be and is hereby accorded to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company and its subsidiaries, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) but not exceeding Rs. 2500 crores (Rupees Two Thousand Five Hundred crores) over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company, and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit in the best interest of the company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

2. To consider and approve creation of security on assets of the Company

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the earlier Special resolution passed pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), pursuant to approval of Board of Directors, consent of the members be and is hereby granted to mortgage and / or create charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company or by any one or more subsidiaries of the Company, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company or by any one or more subsidiaries of the Company, from time to time, subject to the limit of Rs. 2500 crores (Rupees Two Thousand Five Hundred crores) over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company, approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or by any one or more subsidiaries of the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into / to be entered into between the Company or by any one or more subsidiaries of the Company and the lender(s) / agent(s) / trustees, in respect of the said loans / borrowings /debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

3. To consider and approve enhancement of limits for the purpose of Granting of Loan (s), making Investment(s) and Providing Guarantee(s)/ Security(ies) under section 186 of Companies Act, 2013

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the earlier Special resolution passed pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and the Articles of Association of the Company, and subject to such approvals, consents and permissions, as may be necessary, pursuant to approval of Board of Directors, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted / to be constituted by the Board) to make loan(s) and / or give any guarantee(s) / provide any security(ies) in connection with loan(s) made or to be made and / or acquire by way of subscription, purchase or otherwise the securities of any body corporate, overseas and / or within India including subsidiary / group / associate company(ies) up to a limit not exceeding Rs. 4000 crores (Rupees Four Thousand crores) over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company, in aggregate or Equivalent amount in any Foreign Currency whether Existing or New."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

4. To approve the Appointment of Mr. Galla Jayadev (DIN:00143610), as an Independent Director (Non-Executive) of the Company for a Term of Five Consecutive years w.e.f November 06, 2026.

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Galla Jayadev (DIN:00143610) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Independent Director (Non-Executive), who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire

by rotation, for a term of five consecutive years commencing from November 06, 2026 up to November 05, 2031."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations Mr. Galla Jayadev (DIN:00143610), be paid such fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. **To approve the Appointment of Ms. Urkavalan Jeya Santhi (DIN:11338879), as an Independent Woman Director (Non-Executive) of the Company for a Term of Five Consecutive years w.e.f November 06, 2026.**

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Urkavalan Jeya Santhi (DIN:11338879) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Independent Woman Director (Non-Executive), who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from November 06, 2026 up to November 05, 2031."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations Ms. Urkavalan Jeya Santhi (DIN:11338879), be paid such fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. **To approve the change in designation of Mr. Sunil Kumar Kalidindi (DIN: 02344343) from Whole-Time Director to Managing Director of the Company.**

To consider and if thought fit to pass the following resolution(s) with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the change

in designation of Mr. Sunil Kumar Kalidindi (DIN: 02344343) from Whole time Director to Managing Director of the Company, for a period of five (5) years w.e.f 06 November, 2026 , liable to retire by rotation on the terms and conditions."

"RESOLVED FURTHER THAT the payment of remuneration to Mr. Sunil Kumar Kalidindi, in his capacity as Managing Director, shall comprise of the performance-linked bonus based on the performance of the Company and remuneration of INR 1/- per annum, together with such allowances, perquisites, other benefits and as may be determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within the overall limits prescribed under Section 197 of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, with effect from the date of approval of the shareholders. The aforesaid remuneration shall be exclusive of any reimbursement of expenses incurred by him on behalf of the Company

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

7. **To Consider and Approve the Proposal for Change in Designation of Mr. Kartheek Raju Chintalapati (DIN:02921819) from Non-Executive Director to Whole-Time Director (Executive, Promoter Category) of the Company for a term of five consecutive years w.e.f. November 06, 2026 and fix remuneration thereof.**

To consider and if thought fit, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Board and Nomination and Remuneration Committee in their respective meetings held on November 06, 2026, approval of the shareholders be and is hereby accorded for change in designation and appointment of Mr. Kartheek Raju Chintalapati (DIN:02921819) from Non-Executive Director to Whole-Time Director (Executive, Promoter Category) of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 06 November, 2026.

"RESOLVED FURTHER THAT the payment of remuneration to Mr. Kartheek Raju Chintalapati, in his capacity as Whole-Time Director (Executive, Promoter Category), shall comprise of the performance-linked bonus based on the performance of the Company and remuneration of INR 1/- per annum, together with such allowances, perquisites, other benefits and as may be determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within the overall limits prescribed under Section 197 of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, with effect from the date of approval of the shareholders. The aforesaid remuneration shall be exclusive of any reimbursement of expenses incurred by him on behalf of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to sign necessary documents to give effect to this Resolution including filing of necessary forms/ returns/ intimations/disclosures with the Ministry of Corporate Affairs and other regulatory authorities."

8. To consider & approve raising of funds by way of issuance of equity shares and/or any other eligible securities through a further public offer, preferential allotment, rights issue, private placement, qualified institutions placement, or any other permissible method or combination thereof, in accordance with the applicable laws

To consider and if thought fit, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any statutory modification(s) and/or amendments thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, to the extent applicable, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**"), the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "Stock Exchanges"), where the equity shares having face value of INR 10 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs ("**MCA**"), the Registrar of Companies, the Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and/ or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/or any other instruments and/or eligible securities representing either equity shares and/or convertible securities linked to equity shares or through any other permissible mode (hereinafter referred to as "**Securities**"), or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding INR 3,000 Crores or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of a further public issue, debt issue, preferential allotment, rights issue, private placement, qualified institutions placement

("**QIP**") in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or any other method in accordance with the provisions of the SEBI ICDR Regulations, and other applicable law, or any combination thereof, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers ("**QIBs**") (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ("**Offering Circular**") as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "Issue") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders."

"RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations):

i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;
ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
iii. the Equity Shares proposed to be issued / allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as may be allowed under the SEBI ICDR Regulations from time to time;
vi. no single allottee shall be allotted more than fifty per cent of the Issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months

or such other period permitted under law, from the date of allotment;

viii. the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;

ix. the relevant date for the purpose of pricing of the Equity Shares ("**Relevant Date**") shall be the date of the meeting in which the Board or any other committee duly authorised by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorised Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;

x. the Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), also offer a discount of not more than 5% or such other percentage as per Regulation 176 of SEBI ICDR Regulations as may be permitted under applicable law to the QIP Floor Price;

xi. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions including, inter alia, bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;

xii. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xiii. no partly paid up Equity Shares or other Eligible Securities shall be issued/allotted;

xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoter in terms of the SEBI ICDR Regulations; and

xv. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized."

"RESOLVED FURTHER THAT the Board shall have the authority to decide such price or prices in such manner and where necessary, in consultation with the lead manager(s) and/or book running lead manager(s) and/ or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, which shall not be less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges."

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification

in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals for the issue, allotment and listing thereof and as agreed to by the Board."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorised, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the Issue proceeds and make arrangements for the use of proceeds of the Issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the Issue price, premium amount on Issue/ conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such agencies as are or may be required to be appointed, involved or concerned in such Issue and to pay any commission, brokerage, fees or the like and also to reimburse out of pocket expenses incurred by them and also to enter into and execute all such

arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit."

"**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as it may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

By order of the Board of Directors

For **Sigma Advanced Systems Limited**
(Formerly known as Megasoft Limited)

Sd/-
Krishna Chaitanya Sadhu
Company Secretary & Compliance Officer

Place: Hyderabad
Date: November 10,2026

NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. M. Damodaran, Managing Partner of M/s M. Damodaran & Associates LLP, (COP 5081) Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15,2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31,2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08,2021 and Circular No. 9/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 (collectively as "MCA Circulars"), pursuant to Covid-19 pandemic and advised companies to conduct postal ballot by sending e-mails to all its members who have registered their email addresses with the Company or depository/ depository participants. Accordingly, this notice is being sent to members who have registered their email addresses. In accordance with the aforesaid circulars, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 06, 2026 being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. The members are requested to register/update their email addresses in respect of electronic holdings with the Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited at "Subramanian Building" 1, Club House Road, Chennai-600002.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at https://sigmaadvsys.com/investors-services/announcements/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
8. **The voting period begins at 9.00 hours IST on Wednesday, November 11, 2026 and ends at 17.00 hours IST on Thursday, December 10, 2026.The e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.**
9. The Scrutinizer shall immediately after the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the organization and will submit his report to the Executive Director/ Company Secretary of the Company after completion of the scrutiny and the results of the voting by Postal Ballot. The Resolution, if passed by requisite majority shall be deemed to have been passed on **Thursday, December 10, 2026,** being the last date specified by the Company for receipt of duly completed Postal ballot e-voting.
10. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., https://sigmaadvsys.com within 2 working days of conclusion of postal ballot process.
11. In case of any queries regarding postal ballot, the members may write to investors@sigmaadvsys.com to receive an email response.

12. **The instructions for Shareholders for e-voting are as under:**

i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

ii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

iii. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins **on Wednesday, November 11, 2026 from 9.00 a.m. (IST) and ends on Thursday, December 10, 2026 at 17:00 p.m. (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, November 06, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

i. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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enhancing ease and convenience of participating in e-voting process.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting f**or Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www. cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service

	provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg. jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl. co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

ii) The shareholders should log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" module.

iv) Now enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

v) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

ix) After entering these details appropriately, click on "SUBMIT" tab.

x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for the relevant **Sigma Advanced Systems Limited** on which you choose to vote.

xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xx) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@sigmaadvsys.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

4. If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: To consider and approve enhancement in overall Borrowing Limits of the Company

And

Item No. 2: To consider and approve creation of security on assets of the Company

As part of the Company's growth and expansion plans, both organically & inorganically, in the Aerospace and Defence Sector, the Company will continue to explore and evaluate suitable opportunities in India and outside, as aligned with the Company's strategy and goal to achieve its long term strategic and business objectives. The Members of the Company would note that to commensurate with the growth plans, the Company will require to enhance its limits for borrowings & investments to fuel its growth & expansion.

The Board of Directors of the Company in its meeting held on November 06, 2026 has considered and approved the increase in the Borrowing Powers of the Company and Creation of security on assets of the Company subject to approval of members by way of special resolution.

The Members of the Company through postal ballot dated September 02, 2025, by way of a Special Resolution under 180(1)(c) of the Companies Act, 2013 authorised the Board of Directors of the Company to borrow monies which may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs 800 crores (Rupees Eight Hundred crores) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) of the Company.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital, free reserves and Securities Premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force). To comply with the requirements of the Companies Act, 2013 and the Rules made thereunder a fresh resolution for borrowings by the Company and its subsidiaries, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) but not exceeding Rs. 2500 crores (Rupees Two Thousand Five Hundred crores) over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company has been put up for your approval as a special resolution.

The borrowings of the Company and its subsidiaries are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and / or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

It is therefore necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, to enable the Board of Directors to mortgage, charge, hypothecate and / or pledge any or all of the Company's assets and properties, book debts, stock in trade, work-in progress, whether movable or immovable, present or future, and whole or substantially the whole of any of undertaking(s) of the Company, in such form and

in such manner and on such terms and conditions as the Board may consider and think fit and proper, in the interest of the Company, in favour of the Bank(s) / Financial Institution(s) / Bodies Corporate and or Companies, to secure the loan / financial facilities ("Borrowings") together with interest, compound interest and all costs, charges and expenses and all other monies, for an amount not exceeding Rs. 2500 crores (Rupees Two Thousand Five Hundred crores) over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company, as may become due or payable by the Company and its subsidiaries in that behalf to the Bank(s) / Financial Institution(s) / Bodies Corporate and / or Companies, to secure the borrowings already obtained or to be obtained by the Company and its subsidiaries, from time to time.

Hence, the approval of the shareholders is hereby sought in terms of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item Nos.1 & 2 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos.1 & 2 of the Notice.

Item No. 3: To consider and approve enhancement of limits for the purpose of Granting of Loan (s), making Investment(s) and Providing Guarantee(s)/ Security(ies) under section 186 of Companies Act, 2013

As part of the Company's growth and expansion plans, both organically & inorganically, in the Aerospace and Defence Sector, the Company will continue to explore and evaluate suitable opportunities in India and outside, as aligned with the Company's strategy and goal to achieve its long term strategic and business objectives. The Members of the Company would note that to commensurate with the growth plans, the Company will require to enhance its limits for borrowings & investments to fuel its growth & expansion.

The Board of Directors of the Company in its meeting held on November 06, 2026 has considered and approved the granting of Loans / Investments / Corporate Guarantees subject to approval of members by way of special resolution.

The Members of the Company through postal ballot dated September 02, 2025, by way of a Special Resolution under 186 of the Companies Act, 2013 authorised the Board of Directors of the Company for making investment, providing loans or give guarantee or provide security in connection with loans to any body corporate, overseas and / or within India, including subsidiary / group / associate company, up to a limit not exceeding Rs 800 crores (Rupees Eight hundred crores) in aggregate or Equivalent amount in any Foreign Currency Whether Existing or New.

In terms of the provisions of Section 186 of the Companies Act, 2013 and the Rules made thereunder, where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is higher, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers

to the Board of Directors or any duly constituted committee thereof, for making investment, providing loans or give guarantee or provide security in connection with loans to any body corporate, overseas and / or within India, including subsidiary / group / associate company, up to a limit not exceeding **Rs. 4000 crores (Rupees Four Thousand crores)** over and above the aggregate of the paid-up capital, free reserves (that is to say, reserves, not set apart for any specific purpose) and Securities Premium of the Company, in aggregate or equivalent amount in any other foreign currency, whether existing or new.

These investments are proposed to be made out of own / surplus funds / internal accruals and / or any other source including borrowings, if necessary, to achieve long term strategic and business objectives.

Hence, it is necessary to obtain approval for the same from the Members by passing a resolution.

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3 of the Notice.

Item No. 4: To approve the Appointment of Mr. Galla Jayadev (DIN:00143610), as an Independent Director (Non-Executive) of the Company for a Term of Five Consecutive years w.e.f November 06, 2026.

Looking at the Company's strategic growth and plans for expansion within the Aerospace and Defence sector, the Company has taken the aforesaid individual on the Board of Directors. His appointment is intended to enhance the collective expertise at the leadership level, strengthen the governance framework and provide strategic direction for the Company. This induction complements the existing Leadership team and will enable the Company to effectively pursue emerging opportunities and address regulatory and operational complexities in this specialized industry.

The Board vide its meeting dated November 06, 2026, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the shareholders within three (3) months from the date of Appointment, appointed Mr. Galla Jayadev (DIN:00143610), as an Additional, Non-Executive Independent Director of the Company with effect from November 06, 2026 up to a period of 5 years i.e., Upto November 05, 2031.

Mr. Galla Jayadev is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company. The Company has also received a declaration from him that he meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations.

The NRC had previously finalised the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence, etc. Based on those attributes, the NRC recommended the candidature of Mr. Galla Jayadev.

The Board has taken on record the declarations submitted by him after undertaking due veracity of the same and is of the opinion that Mr. Galla Jayadev possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his association with the Company as an Independent Director of the Company.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfils the conditions specified under the Act and the rules made thereunder and the applicable

provisions of SEBI Listing Regulations and is independent of the Management.

Mr. Galla Jayadev has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Galla Jayadev has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Further, Mr. Galla Jayadev is exempted from appearing for the online proficiency self-assessment test pursuant to the proviso to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as he fulfils the prescribed eligibility criteria in terms of his qualifying experience. The terms of appointment of Independent Director are open for inspection at the Registered Office of the Company during normal business hours and is also available on the website of the Company .

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of shareholders at the general meeting. Further, as per Regulation 25 of the SEBI Listing Regulations, the appointment of independent director of a listed entity shall be subject to the approval of shareholders by way of a Special Resolution. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of shareholders by way of Special Resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, having received the requisite notice under section 160(1) of the Act, it is proposed to seek approval of shareholders by way of a Special Resolution through this postal ballot for appointment of Mr. Galla Jayadev as an Independent Director with effect from November 06, 2026 up to a period of 5 years i.e., upto November 05, 2031.

Brief profile and other requisite information of Mr. Galla Jayadev, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in **Annexure A**.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Galla Jayadev and his relatives are directly or indirectly concerned or interested, financially or otherwise, in the **special resolution** set out at Item No. 4 of the Notice.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Mr. Galla Jayadev as an Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 4 of the Notice for approval by members.

Item No. 5: To approve the Appointment of Ms. Urkavalan Jeya Santhi (DIN:11338879), as an Independent Woman Director (Non-Executive) of the Company for a Term of Five Consecutive years w.e.f November 06, 2026.

Looking at the Company's strategic growth and plans for expansion within the Aerospace and Defence sector, the Company has taken the aforesaid individual on the Board of Directors. Her appointment is intended to enhance the collective expertise at the leadership level, strengthen the governance framework and provide strategic direction for the Company. This induction complements the existing Leadership team and will enable the Company to effectively pursue emerging opportunities and address regulatory and operational complexities in this specialized industry.

The Board vide its meeting dated November 06, 2026, based on the recommendation of Nomination and

Remuneration Committee (NRC) and subject to the approval of the shareholders within three (3) months from the date of Appointment, appointed Ms. Urkavalan Jeya Santhi (DIN:11338879), as an Additional, Non-Executive Independent Director of the Company with effect from November 06, 2026 up to a period of 5 years i.e., Upto November 05, 2031.

Ms. Urkavalan Jeya Santhi is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that She is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company. The Company has also received a declaration from her that she meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations.

The NRC had previously finalised the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence, etc. Based on those attributes, the NRC recommended the candidature of Ms. Urkavalan Jeya Santhi.

The Board has taken on record the declarations submitted by her after undertaking due veracity of the same and is of the opinion that Ms. Urkavalan Jeya Santhi possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have her association with the Company as an Independent Director of the Company.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfils the conditions specified under the Act and the rules made thereunder and the applicable provisions of SEBI Listing Regulations and is independent of the Management.

Ms. Urkavalan Jeya Santhi has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Ms. Urkavalan Jeya Santhi has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms of appointment of Independent Director are open for inspection at the Registered Office of the Company during normal business hours and is also available on the website of the Company .

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of shareholders at the general meeting. Further, as per Regulation 25 of the SEBI Listing Regulations, the appointment of independent director of a listed entity shall be subject to the approval of shareholders by way of a Special Resolution. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of shareholders by way of Special Resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, having received the requisite notice under section 160(1) of the Act, it is proposed to seek approval of shareholders by way of a Special Resolution through this postal ballot for appointment of Ms. Urkavalan Jeya Santhi as an Independent Woman Director with effect from November 06, 2026 up to a period of 5 years i.e., upto November 05, 2031.

Brief profile and other requisite information of Ms. Urkavalan Jeya Santhi , pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in **Annexure A**.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Urkavalan Jeya Santhi

and her relatives are directly or indirectly concerned or interested, financially or otherwise, in the **special resolution** set out at Item No. 5 of the Notice.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Ms. Urkavalan Jeya Santhi as an Independent Woman Director in the interest of the Company and recommends the Special Resolution set out at Item No. 5 of the Notice for approval by members.

Item No. 6: To approve the change in designation of Mr. Sunil Kumar Kalidindi (DIN: 02344343) from Whole-Time Director to Managing Director of the Company.

Considering the growth plans, business expansion and future strategic objectives of the Company, it is proposed to strengthen the executive leadership and ensure effective oversight and execution of the Company's business strategy. In view of the increasing scale and complexity of the operations of the Company, it is proposed to consider the change in designation of Mr.Sunil Kumar Kalidindi (DIN: 02344343) from Whole-Time Director to Managing Director of the Company.

The Board vide its meeting dated November 06, 2026, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the shareholders, approved the Change in

Designation of Mr. Sunil Kumar Kalidindi (DIN: 02344343), from Whole -Time Director to Managing Director of the Company with effect from November 06, 2026 up to a period of 5 years i.e., Upto November 05, 2031.

Mr. Sunil Kumar Kalidindi is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The remuneration payable to Mr. Sunil Kumar Kalidindi shall comprise a performance-linked bonus based on the performance of the Company, and remuneration of INR 1/- (Rupee One only) per annum, together with such allowances, perquisites and other benefits, as may be determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within the overall limits prescribed under Section 197 of the Companies Act, 2013 and applicable SEBI (LODR) Regulations. Such remuneration shall be exclusive of reimbursement of expenses incurred by him on behalf of the Company.

Brief profile and other requisite information of Mr. Sunil Kumar Kalidindi, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in **Annexure A**.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Sunil Kumar Kalidindi and his relatives are directly or indirectly concerned or interested, financially or otherwise, in the **Ordinary resolution** set out at Item No. 6 of the Notice.

The Board of Directors, based on the recommendation of the NRC considers the Change in Designation of Mr. Sunil Kumar Kalidindi (DIN: 02344343) From Whole Time Director to Managing Director in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by members.

The information in respect of the Company and the Managerial Personnel in respect of item No. 6 as per SCHEDULE-V of the Companies Act, 2013:

1. **GENERAL INFORMATION:**

   i. **Nature of Industry:** Defence & Aerospace

ii. **Date or expected date of commencement of commercial production:** The Company has already commenced its business activities.

iii. **In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus:** Not Applicable

iv. **Foreign Investment or collaborations, if any:** The Company has been expanding its international presence and strengthening its position in the global aerospace and defence industry through strategic overseas investments and acquisitions. As part of this strategy, the Company incorporated a Wholly Owned Subsidiary in the United Kingdom, namely Sigma Advanced Systems UK Limited, through which it acquired 100% of the equity share capital of Nasmyth Group Limited, United Kingdom, on October 31, 2025. Further, in July 2026, the Company acquired of 100% of Bromford Precision Solutions Limited, United Kingdom, for approximately GBP 11.89 million (INR153 crore), with the objective of strengthening its precision engineering and aerospace manufacturing capabilities. These initiatives are expected to strengthen the Company's global customer relationships, expand its international market presence and enhance its capabilities in the aerospace and defence sectors.

2. INFORMATION ABOUT THE APPOINTEE

Particulars	**Item No. 6**
Background Details	Mr. Sunil Kumar Kalidindi, 43 years, has bachelor's degree in Engineering from PSG College of Engineering, Coimbatore and obtained a master's degree in Management from University of Leicester (UK) and a Master's degree in Finance from London Business School. Since December 2021, he is heading Sigma Advanced Systems Limited , a publicly listed company on NSE and BSE, as it's Executive Director & CEO. As an ED & CEO he was also the Chairperson of Sigma Advanced Systems Limited. The Company's current focus areas are Aerospace and Defence. Sigma Advanced Systems Limited is also in the process of acquiring a few companies in the above domains so as to become a key player in this sector by leveraging it's technical expertise, innovative capabilities and strategic partnerships. He is responsible for the operations of the Company and also for evolving and providing Leadership to the Company's Strategy and growth organically and inorganically.
Past Remuneration	The last drawn remuneration was Rs. 72.16 Lakhs for the FY 2025-26
Recognition or Awards	Mr. Sunil Kumar Kalidindi has extensive experience in strategic leadership, business

	transformation, mergers and acquisitions, and corporate strategy, with a focus on the aerospace and defence sector. His key achievements include leading the merger of Sigma Advanced Systems Private Limited with Megasoft Limited and the acquisition of the Nasmyth Group and Bromford in the UK.
Job Profile and his suitability	Subject to superintendence, control and direction of the Board, Mr. Sunil Kumar Kalidindi shall manage and superintend the execution and overall operations of business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable. He has a very rich experience in this area.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed is commensurate with the industry and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration, Mr. Sunil Kumar Kalidindi does not have any other pecuniary relationship with the company

3. Other information:

i. Reasons of loss or inadequate profits: NA
ii. Steps taken or proposed to be taken for improvement: NA
iii. Expected increase in productivity and profits in measurable terms: NA

Item No. 7: To Consider and approve Change In Designation of Mr. Kartheek Raju Chintalapati (DIN:02921819) From Non-Executive Director To Whole-Time Director (Executive, Promoter Category) of the Company for a term of five consecutive years w.e.f. November 06, 2026 and fix remuneration thereof.

Mr.Kartheek Raju Chintalapati (DIN: 02921819) was appointed as a Non-Executive Director of the Company on March 16, 2026, and has since been providing continuous strategic guidance to the Company. Considering the operational requirements of the Company and the need for dedicated executive oversight of the operations of the Company, the management has proposed to induct him in an executive capacity for a period of five (5) years.

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee at their respective meetings held on November 06, 2026, and subject to the approval of the Members of the Company, has approved the change in designation of Mr. Kartheek Raju Chintalapati from Non Executive Director to Whole-Time Director, designated as Executive Director, for

a period of five (5) years, with effect from November 06 , 2026.

Mr. Kartheek Raju Chintalapati is not disqualified from being appointed as a director in terms of Section 164 of the Act. The Company has also received the required declaration from him as prescribed under the Companies Act, 2013.

The Board has taken on record the declarations submitted by him and after undertaking due veracity of the same is of the opinion that Kartheek Raju Chintalapati possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his association with the Company as Whole-Time Director (Executive, Promoter Category) of the Company.

Mr.Kartheek Raju Chintalapati has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The remuneration payable to Mr. Kartheek Raju Chintalapati shall comprise a performance-linked bonus based on the performance of the Company, and remuneration of INR 1/- (Rupee One only) per annum, together with such allowances, perquisites and other benefits, as may be determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within the overall limits prescribed under Section 197 of the Companies Act, 2013 and applicable SEBI (LODR) Regulations. Such remuneration shall be exclusive of reimbursement of expenses incurred by him on behalf of the Company.

Therefore,it is proposed to seek approval of shareholders by way of a Special Resolution through this postal ballot for appointment and re- designation of Mr. Kartheek Raju Chintalapati as Whole-Time Director (Executive, Promoter Category) with effect from November 06, 2026.

Brief profile and other requisite information of Mr. Kartheek Raju Chintalapati, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in Annexure A.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Kartheek Raju Chintalapati and his relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Mr. Kartheek Raju Chintalapati as Whole-Time Director (Executive, Promoter Category) in the interest of the Company and recommends the Special Resolution set out at Item No. 7 of the Notice for approval by members.

The information in respect of the Company and the Managerial Personnel in respect of item No. 7 as per SCHEDULE-V of the Companies Act, 2013:

1. **GENERAL INFORMATION:**

   i. **Nature of Industry:** Defence & Aerospace
   ii. **Date or expected date of commencement of commercial production:** The Company has already commenced its business activities.
   iii. **In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus:** Not Applicable
   iv. **Foreign Investment or collaborations, if any:** The Company has been expanding its international presence and strengthening its position in the global aerospace and defence

industry through strategic overseas investments and acquisitions. As part of this strategy, the Company incorporated a Wholly Owned Subsidiary in the United Kingdom, namely Sigma Advanced Systems UK Limited, through which it acquired 100% of the equity share capital of Nasmyth Group Limited, United Kingdom, on October 31, 2025. Further, in July 2026, the Company acquired of 100% of Bromford Precision Solutions Limited, United Kingdom, for approximately GBP 11.89 million (INR153 crore), with the objective of strengthening its precision engineering and aerospace manufacturing capabilities. These initiatives are expected to strengthen the Company's global customer relationships, expand its international market presence and enhance its capabilities in the aerospace and defence sectors.

2. INFORMATION ABOUT THE APPOINTEE

Particulars	**Item No. 7**
Background Details	Mr. Kartheek Raju Chintalapati is a second-generation entrepreneur with over 15 years of international experience in consulting and investment. As Head of the iLabs Family Office, he has led the group's diversification into pharmaceuticals, life sciences, energy, defence, and electronics manufacturing. He began his career as a Business Analyst at McKinsey & Company's Dubai office, focusing on corporate strategy. He holds a Bachelor of Business Administration degree from Claremont McKenna College, with a concentration in economics, finance, and accounting. His expertise includes capital allocation, corporate strategy, team building, and driving sustainable business growth.
Past Remuneration	Nil
Recognition or Awards	Mr. Kartheek Raju Chintalapati is recognised for his strategic leadership in driving the diversification of the iLabs Group across pharmaceuticals, life sciences, energy, defence, and electronics manufacturing, and for his expertise in investment strategy, capital allocation, and building high-growth businesses.
Job Profile and his suitability	Subject to the superintendence, control and direction of the Board, Mr. Kartheek Raju Chintalapati, as Whole-Time Director, shall be responsible for [corporate strategy, M&A and capital allocation in the Aerospace and Defence sector] and such other duties as the Board may assign from time to time. Having over 15 years of international experience in consulting and investment with

	deep expertise in capital allocation and corporate strategy, renders him best suited for the role.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed is commensurate with the industry and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Kartheek Raju Chintalapati does not have any other pecuniary relationship with the company

3. **Other information:**

i. Reasons of loss or inadequate profits: NA
ii. Steps taken or proposed to be taken for improvement: NA
iii. Expected increase in productivity and profits in measurable terms: NA

Item No. 8: To consider & approve raising of funds by way of issuance of equity shares and/or any other eligible securities through a further public offer, preferential allotment, rights issue, private placement, qualified institutions placement, or any other permissible method or combination thereof, in accordance with the applicable laws

The Company is in an expansion phase and foresees opportunities for growth, as it continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth on a consolidated basis and would require funds for achieving such growth and expansion. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for raising funds by way of public issue or private offerings including by one or more qualified institutions placement to eligible investors through issuance of Equity Shares or other Eligible Securities, in one or more tranches, and use the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for one or more, or any combination of the following: (i) investment in various organic or inorganic growth opportunities, including expansion/acquisitions in its area of operations and adjacencies or for new business opportunities or other strategic initiatives, such as deployment of funds towards growth, product development, marketing and expansion, financial arrangements (fund based/non-fund based) for bidding contracts, and any other organic and inorganic initiatives; (ii) prepayment / repayment of outstanding borrowing of the Company and / or its subsidiaries; (iii) to fund the working capital requirements of the Company and / or its subsidiaries; (iv) infusion of funds into its subsidiaries to inter alia fund the business or growth of such subsidiaries; (v) capital expenditure (including but not limited to purchase of machines) for the Company and / or its subsidiaries; (vi) to fund the capital expenditure to be incurred for any manufacturing facilities being set up or to be set up by the Company and / or its subsidiaries (present or future) in India or overseas and (vii) any other general corporate purposes as may be permitted under applicable laws and as may be decided by the Board or the duly constituted committee thereof. The

proposed/actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee, at its discretion and in accordance with the applicable laws." This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors of the Company ("**Board**" which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on November 06th, 2026, have considered and approved seeking approval of the Shareholders to enable raising of funds by way of issuance of Equity Shares having a face value INR10 each ("**Equity Shares**"), and / or other Eligible Securities convertible into Equity Shares (including warrants or otherwise), fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Eligible Securities**") or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding INR 3,000 crores (Rupees Three

Thousand Crore only) (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of [a further public issue, preferential allotment, private placement, including one or more Qualified Institutions Placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) **("SEBI ICDR Regulations**"). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 (the "**Act**") and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**"), Reserve Bank of India ("**RBI"**), Ministry of Corporate Affairs ("**MCA**"), Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue is made through a Qualified Institutions Placement:

i. the allotment of Eligible Securities (or any combination of Securities as may be decided by the Board) shall only be made to Qualified Institutional Buyers ("**QIBs**") as defined under SEBI ICDR

Regulations;

ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;

iii. the Eligible Securities proposed to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;

iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution and the Company shall not undertake any subsequent QIP until two weeks after this QIP or such other time in accordance with the SEBI ICDR Regulations and applicable laws;

v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

vi. no single allottee shall be allotted more than 50% of the Issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;

vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months or such other period permitted under law, from the date of allotment;

viii. the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;

ix. the "Relevant Date" for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such eligible convertible securities become entitled to apply for Equity Shares as provided under the SEBI ICDR Regulations;

x. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, offer a discount of not more than 5% as per Regulation 176 of SEBI ICDR regulations or such other percentage as may be permitted under applicable law to the QIP Floor Price;

xi. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions including, inter alia, bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;

xii. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xiii. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;

xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoters in terms of the SEBI ICDR Regulations;

xv. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said issue.

The Board has considered various fund-raising alternatives, including rights issue, preferential issue and QIP. While a rights issue is shareholder-friendly, certain fund-raising options such as QIP provide flexibility, speed of execution and access to long-term institutional capital, which may be critical in certain market or business situations.

The Board will evaluate the appropriate mode of fund raising at the relevant time, keeping in view shareholder interest, cost of capital, market conditions and regulatory factors.

Interest of Directors & Key Managerial Personnel: None of the Promoters, Members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management of the Company or

their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the aforesaid resolution as set out in Item Number 8 of the accompanying Notice as a Special Resolution.

By order of the Board of Directors

For **Sigma Advanced Systems Limited**
(Formerly known as Megasoft Limited)

Sd/-
Krishna Chaitanya Sadhu
Company Secretary & Compliance Officer

Place: Hyderabad
Date: November 10, 2026

Annexure A

Details as per SS-2 and Regulation 36(3) of the SEBI Listing Regulations

Brief Profile of the Directors:

1. Mr. Galla Jayadev

Mr. Galla Jayadev holds a bachelor's degree in Political Science and Economics from the University of Illinois at Urbana-Champaign, USA.

Mr. Galla Jayadev is an entrepreneur and business leader with extensive experience in business management, strategic planning, and industry development. He has held various positions in the Confederation of Indian Industry (CII), having been a member of its State, Regional, and National Councils. He has served as the National Chair of CII – Young Indians and as the Chairman of the CII Andhra Pradesh State Council. He currently serves as a National Council Member of CII. He also represents the Amara Raja Group at the Annual Meeting of the World Economic Forum (WEF) and serves as the WEF Electricity Industry Governor.

In addition to his business engagements, Mr. Galla Jayadev has served as a Member of Parliament (Lok Sabha), representing the Guntur Parliamentary Constituency for two terms. He is known for his eloquent speeches backed by facts and figures. During his tenure, he was a member of various Parliamentary Standing Committees, including Information Technology, Defence, Commerce, and External Affairs, as well as Consultative Committees on Power, New & Renewable Energy, and Housing & Urban Affairs, among others.

His contributions to business leadership and entrepreneurship have been recognised through various awards and accolades. He received the Best CEO Award from *Business Today* in 2015.

Mr. Galla Jayadev is associated with Amara Raja Energy & Mobility Limited as a Co-Founder since its inception in 1985 and joined its Board in 1994. He served in various capacities, including as the Managing Director of the Company. During his association with the Company, he played an active role in steering its strategy and growth plans. Under his guidance and leadership, the Company achieved several milestones, including crossing a turnover of Rs. 10,000 crore and expanding its presence in overseas markets, particularly in the Indian Ocean Rim.

His strategic foresight and focus on operational excellence, business expansion, and innovation contributed to the Company's growth, enhancement of stakeholder value, and strengthening of its position in the Energy & Mobility sector. He also provided strategic guidance to the Executive Directors and the leadership team, supporting the Company's long-term growth and development.

2. Mr.Sunil Kumar Kalidindi

Mr. Sunil Kumar Kalidindi, 43 years, has bachelor's degree in Engineering from PSG College of Engineering, Coimbatore and obtained a master's degree in Management from University of Leicester (UK) and a Master's degree in Finance from London Business School. Since December 2021, he is heading Sigma Advanced Systems Limited , a publicly listed company on NSE and BSE, as it's Executive Director & CEO. As an ED & CEO he was also the Chairperson of Sigma Advanced Systems Limited. The Company's current focus areas are Aerospace and Defence. Sigma Advanced Systems Limited is also in the process of acquiring a few companies in the above domains so as to become a key player in this sector

by leveraging it's technical expertise, innovative capabilities and strategic partnerships. He is responsible

for the operations of the Company and also for evolving and providing Leadership to the Company's Strategy and growth organically and inorganically.

3. Mr. Kartheek Raju Chintalapati

Kartheek Raju Chintalapati is a second-generation entrepreneur. At iLabs Group, he led in driving the group's diversification beyond technology and infrastructure into pharmaceuticals, energy, defence, and electronics manufacturing. He is a savvy team builder with a keen eye for identifying and nurturing high-growth companies.

With over 15 years of international experience in consulting and investment, Kartheek has worked extensively across the life sciences, power, and defense sectors. He holds a Bachelor of Business Administration degree from Claremont McKenna College, with a concentration in economics, finance, and accounting.

Kartheek began his career as a Business Analyst at McKinsey & Company's Dubai office, where he focused on corporate strategy engagements for leading global clients. For the past decade, he has led the iLabs Family Office, spearheading investment strategies in pharmaceuticals, life sciences, defence, manufacturing, and the power sector.

His expertise lies in building high performance teams, capital allocation and corporate strategy, with a strong focus on enabling value creation and sustainable growth in high-impact industries.

4. Ms. Urkavalan Jeya Santhi

Ms. Urkavalan Jeya Santhi holds a postgraduate qualification in Computer Science and Engineering from PSG College of Technology, Coimbatore, and a Bachelor's Degree in Electronics and Communication Engineering from Government College of Technology, Coimbatore.

Ms. Urkavalan Jeya Santhi is a distinguished defence scientist with over 36 years of experience in the Defence Research and Development Organisation (DRDO). She has extensive expertise in cryptology, information security, signals and speech analysis, and quantum communications. During her career, she has held several senior leadership positions in DRDO, including Director of the Scientific Analysis Group (SAG) and Director General – Human Resources (DG-HR), DRDO Headquarters, where she oversaw strategic research initiatives and human resource management across more than 50 DRDO establishments.

Since July 2025, she has been serving as the Director of the DRDO Industry Academia-Centre of Excellence (DIA-CoE) at IIT Delhi, leading collaborative initiatives in indigenous research, quantum communications and defence technology development.

Her contributions have been recognised through several prestigious awards, including the DRDO Special Award for Strategic Contribution, Scientist of the Year Award and DRDO Award for Performance Excellence. She is also associated with the Aeronautical Society of India (AeSI) as a Governing Council Member, Fellow and Vice President.

Other information about the appointee(s) as on the date of this Notice is as follows:

S.No	Particulars	Details	Details	Details	Details
1.	Name of Director	Mr. Galla Jayadev	Mr. Sunil Kumar Kalidindi	Mr. Kartheek Raju Chintalapati	Ms.Urkavalan Jeya Santhi
2.	DIN	00143610	02344343	02921819	11338879
3.	Date of Birth	24/03/1966	28/10/1983	16/05/1987	14/05/1965
4.	Age	60 Years	43 Years	39 Years	61 years
5.	Date of first appointment on the Board	06 November,2026	10 December, 2021	March 16, 2026	06 November, 2026
6.	Qualifications	Bachelor's degree in political science and economics from University of Illinois at Urbana Champaign, USA.	Bachelor's degree in Engineering from PSG College of Engineering, Coimbatore and obtained a master's degree in Management from University of Leicester (UK) and a Master's degree in Finance from London Business School	Bachelor of Business Administration degree from Claremont McKenna College with a concentration in economics, finance, and accounting.	postgraduate qualification in Computer Science and Engineering from PSG College of Technology, Coimbatore, and a Bachelor's Degree in Electronics and Communication Engineering from Government College of Technology, Coimbatore.
7.	Skills and	As mentioned in the explanatory	As mentioned in the	As mentio	As menti

	capabilities required for the role and the manner in which the Directors meet the requirements	statement annexed to the Notice	explanatory statement annexed to the Notice	ned in the explanatory statement annexed to the Notice	oned in the explanatory statement annexed to the Notice
8.	Expertise in specific functional areas	He brings extensive leadership experience and strategic expertise relevant to the Company's operations in the aerospace and defence sector.	He brings in extensive strategic leadership experience to the Company's operations.	He brings in extensive strategic leadership experience to the Company's operations.	She brings extensive leadership experience and strategic expertise relevant to the Company's operations in the aerospace and defence sector.
9.	Terms and conditions of appointment	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annex	As mentioned in the explanatory statement annex

				ed to the Notice	ed to the Notice
10.	Details of remuneration last drawn	NIL	The last drawn remuneration was Rs. 72.16 Lakhs for the FY 2025-26	Nil	NIl
11.	Details of remuneration sought to be paid	He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.	He shall be eligible to remuneration of INR 1/- (Rupee One only) per annum together with such allowances, perquisites and other benefits, and a performance-linked bonus based on the performance of the Company, as may be determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within applicable statutory limits	He shall be eligible to remuneration of INR 1/- (Rupee One only) per annum together with such allowances, perquisites and other benefits, and a performance-linked bonus based on the performance of the Company, as may be	She will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

				determined and approved by the Nomination and Remuneration Committee and the Board of Directors from time to time, within applicable statutory limits	
12.	Shareholding in the Company as on the date of the Notice (including shareholding as a beneficial owner)	NIL	Nil	Nil	Nil

<table>
<tr>
<td>13</td>
<td>Directorships in listed Companies and other directorships</td>
<td>
<table>
<tr><th>S.No</th><th>Name of the Company</th></tr>
<tr><td>1.</td><td>Amara Raja Advanced Cell Technologies Private Limited</td></tr>
<tr><td>2.</td><td>Amara Raja Energy & Mobility Limited</td></tr>
<tr><td>3.</td><td>Amara Raja Enterprises Private Limited (Formerly known as RNGalla Family Private Limited)</td></tr>
<tr><td>4.</td><td>Mangal Industries Limited</td></tr>
<tr><td>5.</td><td>Amara Raja Electronics Limited</td></tr>
<tr><td>6.</td><td>Amara Raja Infra Limited</td></tr>
<tr><td>7.</td><td>Amara Raja Media Private Limited</td></tr>
<tr><td>8.</td><td>Rajanna Foundation</td></tr>
<tr><td>9.</td><td>Tropical Island Spas And Resorts Private Limited</td></tr>
</table>
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<table>
<tr><th>S.No</th><th>Name of the Company</th></tr>
<tr><td>1.</td><td>Indrajaal Drone Defence India Private Limited</td></tr>
</table>
</td>
<td>Nil</td>
<td>
<table>
<tr><th>S.No</th><th>Name of the Company</th></tr>
<tr><td>1</td><td>Prosperix Global Private Limited</td></tr>
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<tr>
<td>14</td>
<td>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</td>
<td>NIL</td>
<td>NIL</td>
<td>Solara Active Pharma Sciences Limited</td>
<td>NIL</td>
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</table>

15	Number of Board meetings attended during FY 2025-26.	NIL	11/12	NIL	NIL
16	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.	He is not related to any of the Directors or Key Managerial Personnel of the Company.	He is not related to any of the Directors or Key Managerial Personnel of the Company.	She is not related to any of the Directors or Key Managerial Personnel of the Company.

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<tr>
<td>17</td>
<td>Chairman / Members of the Committee of the Board of Sigma Advanced Systems Limited</td>
<td>NIL</td>
<td>Member of the Stakeholders' Relationship Committee</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>18</td>
<td>Membership/Chairmanship of Committees of other Boards</td>
<td>
<table>
<tr><th>Name of the Company</th><th>Name of the Committee</th><th>Whether Chairman Yes/No</th></tr>
<tr><td>Amara Raja Energy & Mobility Limited</td><td>Corporate Social Responsibility Committee</td><td>Yes</td></tr>
<tr><td></td><td>Stakeholders Relationship Committee</td><td>No</td></tr>
<tr><td></td><td>Loan and Investment committee</td><td>Yes</td></tr>
<tr><td>Amara Raja Infra Limited</td><td>Corporate Social Responsibility</td><td>Yes</td></tr>
</table>
</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
</tr>
</table>

			Committee			
		Amara Raja Electronics Limited	Corporate Social Responsibility Committee	Yes		
			Loan and Investment committee	No		

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