



SIGMA ADVANCED SYSTEMS LIMITED

CIN: L24100TN1999PLC042730

Survey No 1/1, Plot No 24/A, Hardware Park, Srisaillam Road

Kancha Imarat, Raviryala Village, Maheswaram Mandal

Hyderabad, 501510 Telangana, India

Tel: +91 40 69652222

Website: www.sigmaadvsys.com, Email: investors@sigmaadvsys.com

To,

Date: June 6, 2026

BSE Limited Phiroze JeeJee Bhoy Towers Dalal Street, Fort Mumbai 400001 Scrip Code: 532408	National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex, Bandra(E) Mumbai 400051 Symbol: SIGMAADV
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Sub: Notice of the Extra- Ordinary General Meeting (EGM) to be held on Sunday, the 28th Day of June, 2026 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM').

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Extra- Ordinary General Meeting (EGM) of the Company, which is being circulated to the members through electronic mode, who have registered their e-mail addresses with the Company/ Depository(ies).

The Extra- Ordinary General Meeting (EGM) is to be held on Sunday, the 28th Day of June, 2026 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM').

The Notice of the EGM is uploaded on the website of the Company at <https://sigmaadvsys.com/investors-services/announcements/>. The Notice is also accessible from the 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.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For Sigma Advanced Systems Limited
(Formerly Megasoft Limited)

Krishna Chaitanya Sadhu
Company Secretary & Compliance Officer

Registered Office



SIGMA ADVANCED SYSTEMS LIMITED

(FORMERLY MEGASOFT LIMITED)

CIN: L24100TN1999PLC042730

Regd. Office: No. 43/1 (# 129 to # 140), Prestige Palladium, 8th Floor, Greams Road,
Nungambakkam, Chennai, 600006, Tamil Nadu, India.

Corporate Office: Survey No 1/1 Plot No 24/A Hardware Park Srisailam Road Kancha Imarat,
Raviryala Village Maheswaram Mandal, Hyderabad, Telangana, India, 501510

Email: investors@sigmaadvsys.com Website: <https://sigmaadvsys.com>

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 01st/ 2026-27 EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF SIGMA ADVANCED SYSTEMS LIMITED WILL BE HELD ON SUNDAY, THE 28th DAY OF JUNE, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. 43/1 (# 129 TO # 140), PRESTIGE PALLADIUM, 8TH FLOOR, GREAMS ROAD, NUNGAMBAKKAM, CHENNAI, 600006, TAMIL NADU, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH

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

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA to the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, (“DPIIT”) to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations/“SEBI LODR Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations ”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity Shares of the Company having face value of Re. 10/- (Rupee Ten Only) each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while

granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to offer, issue and allot up to 1,32,56,470 (One Crore Thirty Two Lakh Fifty Six Thousand Four Hundred and Seventy) fully paid-up Equity Shares at a price of ₹347/- (Rupees Three Hundred and Forty Seven Only) (including a premium of ₹337/- each) per Equity Share which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating up to ₹ 459,99,95,090 (Four Hundred Fifty Nine Crore Ninety Nine Lakh Ninety Five Thousand Ninety Only) to the persons as listed in the table below (“Proposed Allottees”) by way of preferential issue (“Preferential Issue”), for cash consideration, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

S.No	Name of Proposed Allottees	Category	No. of Equity Shares To be allotted	Proposed Investment Amount to be paid (In Rs.)
1.	Bank of India Flexi Cap Fund	Non-Promoter - Mutual Fund	734,870	254,999,890
2.	Bank of India Small Cap Fund	Non-Promoter - Mutual Fund	680,115	235,999,905
3.	Bank of India Mid Cap Tax Fund Series 1	Non-Promoter - Mutual Fund	17,291	5,999,977
4.	Bank of India Mid Cap Tax Fund Series 2	Non-Promoter - Mutual Fund	8,645	2,999,815
5.	Taurus Flexi Cap Fund	Non-Promoter - Mutual Fund	345,821	119,999,887
6.	Taurus Mid Cap Fund	Non-Promoter - Mutual Fund	144,092	49,999,924

7.	Taurus ELSS Tax Saver Fund	Non-Promoter - Mutual Fund	43,227	14,999,769
8.	Taurus Large Cap Fund	Non-Promoter - Mutual Fund	43,227	14,999,769
9.	Akshat Greentech Private Limited	Non- Promoter	1,440,922	499,999,934
10.	Bhaskara Rao Bollineni	Non- Promoter	1,440,922	499,999,934
11.	Amritha Vellodi	Non- Promoter	1,440,922	499,999,934
12.	Kuldip Singh Rathee	Non- Promoter	720,461	249,999,967
13.	Mehul Lavjibhai Mehta	Non- Promoter	576,368	199,999,696
14.	Rudira Aqua Limited	Non- Promoter	432,276	149,999,772
15.	Citron Realty LLP	Non- Promoter	432,276	149,999,772
16.	A.P.T. Research Private Limited	Non- Promoter	432,276	149,999,772
17.	VLS Generics And Biosimilars Private Limited	Non- Promoter	288,184	99,999,848
18.	Mantena Venkata Rama Raju	Non- Promoter	288,184	99,999,848

19.	Rama Raju Gokaraju	Non- Promoter	288,184	99,999,848
20.	Gokaraju Venkata Kanaka Ranga Raju	Non- Promoter	288,184	99,999,848
21.	Alpana Mundra	Non- Promoter	288,184	99,999,848
22.	Nidhi Mittal	Non- Promoter	288,184	99,999,848
23.	The Ansushra 2023 Grantor Trust	Non- Promoter	288,184	99,999,848
24.	Syncorp Ventures LLP	Non- Promoter	288,184	99,999,848
25.	Mahesh Notandas Jagwani HUF	Non- Promoter	288,184	99,999,848
26.	Pranitya India Opportunities Fund	Non- Promoter	288,184	99,999,848
27.	Ashika India Select Fund	Non- Promoter	230,547	79,999,809
28.	Ramesh Chand Kalantri	Non- Promoter	216,138	74,999,886
29.	Sheela Kakani	Non- Promoter	216,138	74,999,886
30.	Shajikumar Devakar	Non- Promoter	144,092	49,999,924
31.	Krishna Prasad Chigurupati	Non- Promoter	144,092	49,999,924

32.	Kovil Minda	Non- Promoter	144,092	49,999,924
33.	Nageswara Rao Yamani	Non- Promoter	144,092	49,999,924
34.	Neetish Purushottama B N	Non- Promoter	144,092	49,999,924
35.	Amit Gunchandra Mehta	Non- Promoter	57,636	19,999,692
Total			1,32,56,470	4,59,99,95,090

“RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, 29th May, 2026, (“Relevant Date”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the names of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and for the issue of invitation to subscribe to the Equity Shares and issue a private placement offer cum application letter in Form No. PAS- 4.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the issue of the Equity Shares shall *inter-alia* be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a. The Equity Shares to be offered, issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges, subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- d. The pre-preferential allotment shareholding of the Proposed Allottees, as applicable, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e. The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- f. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- g. The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account;
- h. The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authorities or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard and the Board be and is hereby further authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO 2: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion, approval of the Members of the Company be and is hereby accorded to the Board to create, issue, allot, and deliver 4,32,777 (Four Lakhs Thirty Two Thousand Seven Hundred and Seventy Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each for consideration other than cash (i.e. swap of shares) towards acquisition of 3,907 (Three Thousand Nine Hundred and Seven) Equity Shares of Rs.10/- each in AS Strategic Private Limited (“AS Strategic”), representing 25% of its paid up share capital, on preferential basis to the shareholders of AS Strategic as mentioned in the table below, pursuant to such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

S.No	Name of Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	SA Insights Private Limited	Non - Promoter	1,38,462
2.	Mr. Adhiraj Khanna	Non - Promoter	2,94,315

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of

allotment including the payment of dividend and voting rights or any other corporate action/benefits, if any, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, for determination of the issue price of the Equity Shares is Friday, 29th May, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- a. The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b. The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c. The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d. The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e. Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f. The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g. The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the Stock Exchanges where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.
- h. The issue of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- i. The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in respect of fractional shares resulting out of the swap ratio with respect to this preferential allotment, the Company shall round off the number to be issued on the lower side and shall make the payment for the fractional shares at the minimum floor price to the allottees.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

**By order of the Board of Directors
For Sigma Advanced Systems Limited
(Formerly known as Megasoft Limited)**

Sd/-

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**Krishna Chaitanya Sadhu
Company Secretary & Compliance Officer**

NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 100 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 Extra-ordinary Meeting, 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 Extra-ordinary Meeting 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 Extra-ordinary Meeting form and pre-paid business reply envelope will not be sent to the members for this Extra-ordinary Meeting. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. A person who is not a member as on the cut-off date, i.e., June 21, 2026 should treat this Notice of Extra-ordinary Meeting for information purpose only.
5. In compliance with provisions of Section 100 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 Extra-ordinary Meeting 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 e-voting period begins at 9.00 hours IST on Wednesday, June 24, 2026 and ends at 17.00 hours IST on Saturday, June 27, 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 Extra-ordinary Meeting. The Resolution, if passed by requisite majority shall be deemed to have been passed on **Sunday, June 28, 2026**, being the last date specified by the Company for receipt of duly completed Extra-ordinary Meeting 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 Extra-ordinary Meeting process.
11. In case of any queries regarding Extra-ordinary Meeting, 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, June 24, 2026 from 9:00 a.m. (IST) and ends on Saturday, June 27, 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 **Sunday, June 21, 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.
- ii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility 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.

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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is</p>

	<p>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</p>
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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 3 : 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.

- a. 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.**
- b. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- c. 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.
- d. If you have any queries or issues regarding attending AGM & 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.
- e. 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 the provisions of Section 102 of Companies Act, 2013)

ITEM NO: 1

The Company has a stated strategy of creating shareholder value by building a global aerospace and defense platform. Strategic M&A is a key lever towards this objective and the Company has a proven track record of creating value through its past acquisitions.

The Company is constantly evaluating opportunities in the global market for acquisition/investment in the aerospace and defence sector as part of its inorganic growth strategy.

To achieve long-term strategic and business objectives, including growth through inorganic means, the Board of Directors of the Company proposes to raise funds through preferential issue and make use of such funds by making strategic acquisitions and investments directly or through its subsidiaries, associates as and when required.

The details in this regard are available on the website of the Company at <https://sigmaadvsys.com/>

The Board of Directors of the Company (the Board) at their meeting held on June 4, 2026, approved issue of upto 1,32,56,470 (One Crore Thirty Two Lakh Fifty Six Thousand Four Hundred and Seventy) fully paid-up Equity Shares at a price of ₹347/- (Rupees Three Hundred and Forty Seven Only) (including a premium of ₹337/- each) per Equity Share which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating up to ₹ 459,99,95,090 (Four Hundred Fifty Nine Crore Ninety Nine Lakh Ninety Five Thousand Ninety Only), to the persons as listed in the point no 2 below (“**Proposed Allottees**”)

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, Equity Shares by way of preferential allotment to the Proposed Allottees.

The Equity Shares issued pursuant to the abovementioned resolutions shall be subject to lock--in and transferability in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares allotted shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend and voting rights.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as may be applicable, in respect of the Resolution proposed at Item No. I is as follows:

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- a. **Expansion and growth:** The Company shall utilise upto 75% (Seventy Five percent) of the issue proceeds from the Preferential Issue, an amount of about INR 345 Crores (Indian Rupees Three hundred and forty five crores only) towards funding inorganic growth opportunities and strategic acquisitions/ investments of the Company and its subsidiaries and/or associates, (by way of merger & acquisition activities, strategic investments in similar sector investment vehicles, etc., in accordance with applicable laws), including but not limited to investment in/ loan to subsidiaries and/or associates.

- b. **General corporate purposes:** The Company shall utilise upto 25% (Twenty Five percent) of the issue proceeds from the Preferential Issue i.e., an amount of about INR 115 Crore (Indian Rupees One hundred Fifteen crores only) for general corporate purposes, which includes, inter alia, for meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws ("GCP"). Further if there is any further requirement towards expansion and growth as mentioned in Object above, funds from GCP may be deployed towards acquisitions and investments as per applicable laws.

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on the management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the Objects during the period stated herein due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

2. Type and Number of securities to be issued:(Proposed Allottee(s))

S No	Name of Proposed Allottees	Category	No. of Equity Shares To be allotted	Proposed Investment Amount to be paid (In Rs.)
1.	Bank of India Flexi Cap Fund	Non- Promoter	734,870	254,999,890
2.	Bank of India Small Cap Fund	Non- Promoter	680,115	235,999,905
3.	Bank of India Mid Cap Tax Fund Series 1	Non- Promoter	17,291	5,999,977
4.	Bank of India Mid Cap Tax Fund Series 2	Non- Promoter	8,645	2,999,815
5.	Taurus Flexi Cap Fund	Non- Promoter	345,821	119,999,887

6.	Taurus Mid Cap Fund	Non- Promoter	144,092	49,999,924
7.	Taurus ELSS Tax Saver Fund	Non- Promoter	43,227	14,999,769
8.	Taurus Large Cap Fund	Non- Promoter	43,227	14,999,769
9.	Bhaskara Rao Bollineni	Non- Promoter	1,440,922	499,999,934
10.	Akshat Greentech Private Limited	Non- Promoter	1,440,922	499,999,934
11.	Amritha Vellodi	Non- Promoter	1,440,922	499,999,934
12.	Kuldip Singh Rathee	Non- Promoter	720,461	249,999,967
13.	Pranitya India Opportunities Fund	Non- Promoter	288,184	99,999,848
14.	Ashika India Select Fund	Non- Promoter	230,547	79,999,809
15.	Mehul Lavjibhai Mehta	Non- Promoter	576,368	199,999,696
16.	Rudira Aqua Limited	Non- Promoter	432,276	149,999,772
17.	Citron Realty LLP	Non- Promoter	432,276	149,999,772

18.	A.P.T.Research Private Limited	Non- Promoter	432,276	149,999,772
19.	VLS Generics And Biosimilars Private Limited	Non- Promoter	288,184	99,999,848
20.	Mantena Venkata Rama Raju	Non- Promoter	288,184	99,999,848
21.	Rama Raju Gokaraju	Non- Promoter	288,184	99,999,848
22.	Gokaraju Venkata Kanaka Ranga Raju	Non- Promoter	288,184	99,999,848
23.	Alpana Mundra	Non- Promoter	288,184	99,999,848
24.	Nidhi Mittal	Non- Promoter	288,184	99,999,848
25.	The Ansushra 2023 Grantor Trust	Non- Promoter	288,184	99,999,848
26.	Syncorp Ventures LLP	Non- Promoter	288,184	99,999,848
27.	Mahesh Notandas Jagwani HUF	Non- Promoter	288,184	99,999,848
28.	Ramesh Chand Kalantri	Non- Promoter	216,138	74,999,886
29.	Sheela Kakani	Non- Promoter	216,138	74,999,886
30.	Shajikumar Devakar	Non- Promoter	144,092	49,999,924

31.	Krishna Prasad Chigurupati	Non- Promoter	144,092	49,999,924
32.	Kovil Minda	Non- Promoter	144,092	49,999,924
33.	Nageswara Rao Yamani	Non- Promoter	144,092	49,999,924
34.	Neetish Purushottama B N	Non- Promoter	144,092	49,999,924
35.	Amit Gunchandra Mehta	Non- Promoter	57,636	19,999,692
			1,32,56,470	4,59,99,95,090

3.Amount which the Company intends to raise:

The Company intends to raise Rs.4,59,99,95,090/- and the tentative timeline for completion of the proposed M&A activities, for which the proceeds from the preferential allotment are intended to be utilized, is expected to be within 12 months from the date of allotment, subject to necessary and other applicable approvals

4.Name and address of Valuer who performed valuation:

Sampath Soora, Registered Valuer bearing IBBI Reg No. IOV/2026-2027/12726 having office at 401, SVE Kuteer, Kavuri Hills, Plot.no.88, Madhapur, Hyderabad, 500033, Telangana, India

Further, the Valuation report is available at the website: <https://sigmaadvsys.com/investors-services/announcements/>

5.Issue Price:

The Company proposes to offer, issue and allot up to 1,32,56,470 (One Crore Thirty Two Lakh Fifty Six Thousand Four Hundred and Seventy) fully paid-up Equity Shares at a price of ₹347/- (Rupees Three Hundred and Forty Seven Only) (including a premium of ₹337/- each) which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulation

6.Relevant Date:

The "**Relevant Date**" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is 29th May, 2026 i.e., being the date that is 30 days prior to the date of the Extra Ordinary Meeting convened

7.Basis on which the price has been arrived at:

The Equity Shares are listed on NSE and BSE and are frequently traded. For computation of the price per Equity Share, NSE, being the stock exchange with higher trading volumes for the preceding 90 trading days prior to Relevant Date, has been considered. The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a. The 90 trading days volume weighted average price: ₹243.93 per equity share;
- b. The 10 trading days volume weighted average prices: ₹346.74 per equity share;
- c. Price determined through the valuation report from an independent registered valuer – Not applicable as the proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% of the post-issue fully diluted share capital to allottee or allottee acting in concerns;
- d. Floor price determined in accordance with the articles of association – Not applicable as the articles do not provide for any method resulting in higher floor price

The price of ₹ 347/- per Equity Share is not less than the floor price determined above in accordance with Chapter V of SEBI ICDR Regulations.

8. Practicing Company Secretary's Certificate:

The certificate dated 4 June, 2026 received from CS Prachi Bansal (ICSI Membership no: A43355), Proprietor of Prachi Bansal & Associates certifying compliance will be made available on the Company's website at <https://sigmaadvsys.com/investors-services/announcements/>

9. Class or Classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the investors as per Proposed Allottee(s) listed out in point no 2 . The Company has obtained the PAN of all the Proposed Allottees:

10. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company. In case the allotment is pending on account of any approval from the regulatory authority(ies), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

11. Proposal / Intent of the promoters, directors, or key management personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Management Personnel or senior management of the Company intend or propose to subscribe to the preferential issue. The proposed allottee(s) is/are not related in any manner with the company, or its Promoters, Directors or Key Management Personnel or senior management.

12. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottee

Sr. No.	Details of the Proposed Allottee	Category/Class of Proposed Allottee	Ultimate Beneficial Owner of the Proposed Allottee
1.	Bank of India Flexi Cap Fund	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Bank of India Mutual Fund (SEBI Regn No.: MF/056/08/01) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations
2.	Bank of India Small Cap Fund	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Bank of India Mutual Fund (SEBI Regn No.: MF/056/08/01) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations
3.	Bank of India Mid Cap Tax Fund Series 1	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Bank of India

			<p>Mutual Fund (SEBI Regn No.: MF/056/08/01) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations</p>
4.	Bank of India Mid Cap Tax Fund Series 2	Non- Promoter - Mutual Fund	<p>Not Applicable as it is a scheme of Bank of India Mutual Fund (SEBI Regn No.: MF/056/08/01) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations</p>
5.	Taurus Flexi Cap Fund	Non- Promoter - Mutual Fund	<p>Not Applicable as it is a scheme of Taurus Mutual Fund (SEBI Regn No.: MF/002/93)</p>

			pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations
6.	Taurus Mid Cap Fund	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Taurus Mutual Fund (SEBI Regn No.: MF/002/93) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations
7.	Taurus ELSS Tax Saver Fund	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Taurus Mutual Fund (SEBI Regn No.: MF/002/93) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations

8.	Taurus Large Cap Fund	Non- Promoter - Mutual Fund	Not Applicable as it is a scheme of Taurus Mutual Fund (SEBI Regn No.: MF/002/93) pursuant to proviso to Regulation 163(1)(f) of SEBI ICDR Regulations
9.	Akshat Greentech Private Limited	Non- Promoter	Vivek Kailas
10.	Bhaskara Rao Bollineni	Non- Promoter	Not Applicable
11.	Amritha Vellodi	Non- Promoter	Not Applicable
12.	Kuldip Singh Rathee	Non- Promoter	Not Applicable
13.	Mehul Lavjibhai Mehta	Non- Promoter	Not Applicable
14.	Rudira Aqua Limited	Non- Promoter	Valluru Venkat Ruthvik Reddy
15.	Citron Realty LLP	Non- Promoter	Kavuru Vimalkumar
16.	A.P.T.Research Private Limited	Non- Promoter	Ankit Singh
17.	VLS Generics And Biosimilars Private Limited	Non- Promoter	Gokaraju Venkata Balarama Krishnam

			Raju
18.	Mantena Venkata Rama Raju	Non- Promoter	Not Applicable
19.	Rama Raju Gokaraju	Non- Promoter	Not Applicable
20.	Gokaraju Venkata Kanaka Ranga Raju	Non- Promoter	Not Applicable
21.	Alpana Mundra	Non- Promoter	Not Applicable
22.	Nidhi Mittal	Non- Promoter	Not Applicable
23.	The Ansushra 2023 Grantor Trust	Non- Promoter	Kavuru Vimalkumar
24.	Syncorp Ventures LLP	Non- Promoter	Not Applicable
25.	Mahesh Notandas Jagwani HUF	Non- Promoter	Mahesh Notandas Jagwani, Deepa Mahesh Jagwani, Harsh Mahesh Jagwani
26.	Pranitya India Opportunities Fund	Non- Promoter	Pranitya India Opportunities Fund is a SEBI registered Category III AIF with registration no. /IN/AIF3/25-26/1930. Equinova Investment Managers Private Limited is the investment

			<p>manager. The Board of Directors of Equinova Investment Managers Private Limited are as follows:</p> <ol style="list-style-type: none"> 1) Aniruddha Sarkar (DIN: 05107623) 2) Rahul Agarwal (DIN: 06544005) 3) Varun Arvind Chohan (DIN: 03257580) 4) Shankar Gopala (DIN: 11375829) <p>None of the investor holds more than 10% beneficial interest in Pranitya India Opportunities Fund</p>
27.	Ashika India Select Fund	Non- Promoter	<p>Ashika Alternative Investments is a SEBI registered Category III AIF with registration no. /IN/AIF3/20-21/081</p> <p>1. Pawan Jain, Daulat Jain are the ultimate Beneficial Owners.</p> <p>Ashika Investment Managers Pvt Ltd is the investment manager. It's Board of Directors is as follows:</p> <ol style="list-style-type: none"> 1) Paras Bothra

			(DIN: 05340954) 2) Chirag Jain (DIN: 07648747), Manish Kumar Lodha is the Chief Investment Officer
28.	Ramesh Chand Kalantri	Non- Promoter	Not Applicable
29.	Sheela Kakani	Non- Promoter	Not Applicable
30.	Shajikumar Devakar	Non- Promoter	Not Applicable
31.	Krishna Prasad Chigurupati	Non- Promoter	Not Applicable
32.	Kovil Minda	Non- Promoter	Not Applicable
33.	Nageswara Rao Yamani	Non- Promoter	Not Applicable
34.	Neetish Purushottama B N	Non- Promoter	Not Applicable
35.	Amit Gunchandra Mehta	Non- Promoter	Not Applicable

13. Change in control:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees pursuant to the Preferential Issue

14. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue and post-issue shareholding pattern (considering full allotment) is provided as Annexure A to the Notice.

15. Lock-in Period:

The Equity Shares proposed to be allotted pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

16. Current and Proposed Status of the Allottees:

The proposed allottees as listed about below and such status shall remain the same post the Preferential Issue.

S.No	Name of Proposed Allottees	Category
1.	Bank of India Flexi Cap Fund	Non- Promoter - Mutual Fund
2.	Bank of India Small Cap Fund	Non- Promoter - Mutual Fund
3.	Bank of India Mid Cap Tax Fund Series 1	Non- Promoter - Mutual Fund
4.	Bank of India Mid Cap Tax Fund Series 2	Non- Promoter - Mutual Fund
5.	Taurus Flexi Cap Fund	Non- Promoter - Mutual Fund
6.	Taurus Mid Cap Fund	Non- Promoter - Mutual Fund
7.	Taurus ELSS Tax Saver Fund	Non- Promoter - Mutual Fund
8.	Taurus Large Cap Fund	Non- Promoter - Mutual Fund

9.	Akshat Greentech Private Limited	Non- Promoter
10.	Bhaskara Rao Bollineni	Non- Promoter
11.	Amritha Vellodi	Non- Promoter
12.	Kuldip Singh Rathee	Non- Promoter
13.	Mehul Lavjibhai Mehta	Non- Promoter
14.	Rudira Aqua Limited	Non- Promoter
15.	Citron Realty LLP	Non- Promoter
16.	A.P.T.Research Private Limited	Non- Promoter
17.	VLS Generics And Biosimilars Private Limited	Non- Promoter
18.	Mantena Venkata Rama Raju	Non- Promoter
19.	Rama Raju Gokaraju	Non- Promoter
20.	Gokaraju Venkata Kanaka Ranga Raju	Non- Promoter
21.	Alpana Mundra	Non- Promoter
22.	Nidhi Mittal	Non- Promoter
23.	The Ansushra 2023 Grantor Trust	Non- Promoter

24.	Syncorp Ventures LLP	Non- Promoter
25.	Mahesh Notandas Jagwani HUF	Non- Promoter
26.	Pranitya India Opportunities Fund	Non- Promoter
27.	Ashika India Select Fund	Non- Promoter
28.	Ramesh Chand Kalantri	Non- Promoter
29.	Sheela Kakani	Non- Promoter
30.	Shajikumar Devakar	Non- Promoter
31.	Krishna Prasad Chigurupati	Non- Promoter
32.	Kovil Minda	Non- Promoter
33.	Nageswara Rao Yamani	Non- Promoter
34.	Neetish Purushottama B N	Non- Promoter
35.	Amit Gunchandra Mehta	Non- Promoter

17. Justification for allotment for consideration other than cash:

Not Applicable as the Preferential Issue will be undertaken for cash consideration.

18. Listing:

The Company shall make an application to BSE Limited and National Stock Exchange of India Limited for listing of the aforementioned Equity Shares pursuant to the Preferential Issue. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects, including dividend.

19. Undertakings

The Company hereby undertakes that:

- a. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- b. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

20. Principal terms of assets charged as securities:

NIL

21. Monitoring of utilisation of funds:

Since the proceeds from the Preferential Issue exceeds ₹100 Crores (Rupees One Hundred Crores), as per the requirement of SEBI ICDR, India Ratings & Research Private Limited has been appointed as the Monitoring Agency.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within specified timeframe from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

Interim Use of Issue Proceeds: Our Company, in accordance with the provisions of applicable laws and regulations, and policies formulated by our Board from time to time, will have the flexibility to deploy the issue proceeds. Pending complete utilization of the issue proceeds for the Objects described above, our Company intends to, inter alia, invest the issue proceeds in money market instruments including money market mutual funds, fixed deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

22. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

NIL

23. Other Disclosures:

- a. The Proposed Allottees have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s) and the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India.
- d. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- e. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- g. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, since the Equity Shares are listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date.

None of the directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are in any way concerned or interested, financially or otherwise, in passing of these resolutions.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to create, issue and allot the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the Members.

ITEM NO: 2

The Members are hereby informed that the Board of Directors of the Company, based on the recommendations of the Audit/Risk Compliance Committee, at their meetings held on June 4, 2026, has approved the further acquisition of 25% shareholding of AS Strategic Private Limited ("AS Strategic") a subsidiary of the Company.

Background of the Proposed Acquisition

AS Strategic is a company incorporated under the provisions of the Companies Act, 2013 and is engaged in the business of defence and aerospace being the sectors complementary to the Company's business activities.

The Board believes that the proposed acquisition is in line with the Company's growth strategy of pursuing inorganic expansion opportunities aimed at strengthening and expanding the Company's defence business globally by creating an integrated and scalable platform.

The acquisition consideration payable by the Company to the above shareholders is proposed to be discharged by way of issuance and allotment of fully paid-up equity shares of the Company on a preferential basis, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Sections 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions of law.

Accordingly, the Board, has approved the issue of up to 4,32,777 (Four Lakhs Thirty Two Thousand Seven Hundred and Seventy Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each for consideration other than cash (i.e. swap of shares) towards acquisition of 3,907 (Three Thousand Nine Hundred and Seven) Equity Shares of Rs.10/- each in AS Strategic Private Limited ("AS Strategic"), representing 25% of its paid up share capital, on preferential basis to the shareholders of AS Strategic, to the persons as listed in the point no 2 below ("Proposed Allottees").

Valuation and Share Exchange Mechanism

The valuation of the equity shares of the Company and the equity shares of AS Strategic has been carried out by Mr. Sampath Soora, Registered Valuer bearing IBBI Reg No. IOV/2026-2027/12726 having office at 401, SVE Kuteer, Kavuri Hills, Plot.no.88, Madhapur, Hyderabad, 500033, Telangana, India in accordance with applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and internationally accepted valuation methodologies.

Based on the valuation report dated June 4, 2026, the swap ratio of the equity shares of the Company and AS Strategic has been determined and the corresponding number of equity shares proposed to be issued by the Company have been arrived at on a fair and reasonable basis.

The Board believes that the proposed transaction is fair, reasonable and in the best interests of the Company and its shareholders.

Regulatory Compliance

The disclosures prescribed under the Companies Act, 2013 and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as may be applicable, in respect of the Resolution proposed at Item No. 2 is as follows:

1. Objects of the preferential issue:

The Company holds 51% of Equity Shareholding of AS Strategic Private Limited. The proposed additional acquisition of 25% is aimed at strengthening and expanding the Company's defence business globally by creating an integrated and scalable platform.

2.Type and Number of securities to be issued:

S.No	Name of Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	SA Insights Private Limited	Non - Promoter	1,38,462
2.	Mr. Adhiraj Khanna	Non - Promoter	2,94,315

3.Name and address of Valuer who performed valuation:

Sampath Soora, Registered Valuer bearing IBBI Reg No. IOV/2026-2027/12726 having office at 401, SVE Kuteer, Kavuri Hills, Plot.no.88, Madhapur, Hyderabad, 500033, Telangana, India

Further, the Valuation report is available at the website: <https://sigmaadvsys.com/investors-services/announcements/>

4.Amount which the Company intends to raise:

The Company is issuing Equity Shares for consideration other than cash to the shareholders of AS Strategic for acquiring 25% Equity Shares.

5.Issue Price:

The Company is proposing to issue 4,32,777 (Four Lakhs Thirty Two Thousand Seven Hundred and Seventy Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each for consideration other than cash (i.e. swap of shares) towards acquisition of 3,907 (Three Thousand Nine Hundred and Seven) Equity Shares of Rs.10/- each in AS Strategic Private Limited ("AS Strategic"), representing 25% of its paid up share capital, on preferential basis to the shareholders of AS Strategic

6.Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is 29th May, 2026 i.e., being the date that is 30 days prior to the date of the Extra Ordinary Meeting convened

7. Basis on which the price has been arrived at:

The price determined by Valuer as per valuation report in accordance with Chapter V of SEBI ICDR Regulations.

8. Practicing Company Secretary's Certificate:

The certificate dated 4 June, 2026 received from CS Prachi Bansal (ICSI Membership no: A43355), Proprietor of Prachi Bansal & Associates certifying compliance will be made available on the Company's website at <https://sigmaadvsys.com/investors-services/announcements/>

9. Class or Classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the investors as detailed in point no:2 above. The Company has obtained the PAN of all the Proposed Allottees:

10. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company. In case the allotment is pending on account of any approval from the regulatory authority(ies), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

11. Proposal / Intent of the promoters, directors, or key management personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Management Personnel or senior management of the Company intend or propose to subscribe to the preferential issue. The proposed allottee(s) is/are not related in any manner with the company, or its Promoters, Directors or Key Management Personnel or senior management.

12. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottee

Sr. No.	Details of the Proposed Allottee	Category/Class of Proposed Allottee	Ultimate Beneficial Owner of the Proposed Allottee
1.	SA Insights Private Limited	Non - Promoter	Mr. Suryaveer Khanna Mr. Adhiraj Khanna
2.	Mr. Adhiraj Khanna	Non - Promoter	Not Applicable

13. Change in control:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees pursuant to the Preferential Issue

14. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre-issue and post-issue shareholding pattern (considering full allotment) is provided as Annexure B to the Notice.

15. Lock-in Period:

The Equity Shares proposed to be allotted pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

16. Current and Proposed Status of the Allottees:

The proposed allottees are listed below. Such status shall remain the same post the Preferential Issue.

Sr. No.	Details of the Proposed Allottee	Category/Class of Proposed Allottee
1.	SA Insights Private Limited	Non - Promoter
2.	Mr. Adhiraj Khanna	Non - Promoter

17. Justification for allotment for consideration other than cash:

The object of the issue is for the acquisition of the AS Strategic by acquiring 3907 Equity Shares constituting 25% stake from the Proposed Allottees for consideration other than cash by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange. .

18. Listing:

The Company shall make an application to BSE Limited and National Stock Exchange of India Limited for listing of the aforementioned Equity Shares pursuant to the Preferential Issue. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects, including dividend.

19. Undertakings

The Company hereby undertakes that:

- a. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- b. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

20. Principal terms of assets charged as securities:

NIL

21. Monitoring of utilisation of funds:

The Allotment is being made for consideration other than cash, hence not required to monitor the utilisation of funds.

22. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

23. Other Disclosures:

- a. The Proposed Allottees have confirmed that they have not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India.
- d. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- e. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- g. The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, since the Equity Shares are listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date.

The Equity Shares issued pursuant to the abovementioned resolutions shall be subject to lock--in and transferability in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares allotted shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend and voting rights.

None of the directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are in any way concerned or interested, financially or otherwise, in passing of these resolutions.

In terms of Sections 23, 42 and 62 of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to create, issue and allot the Equity Shares through a Preferential Issue. The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the Members.

**By order of the Board of Directors
For Sigma Advanced Systems Limited
(Formerly known as Megasoft Limited)**

Sd/-

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**Krishna Chaitanya Sadhu
Company Secretary & Compliance Officer**

ANNEXURE A

Shareholding Pattern – Pre and Post Preferential Allotment

Category of Shareholders	Pre-Preferential Allotment No of Shares	%	Post Allotment of Equity Shares No of Shares	%
A. Promoters Shareholding				
Indian				
-Individual	7542079	4.28	7542079	3.98
-Body Corporate	117974869	66.94	117974869	62.26
-Trust	0	0.00	0	0.00
Foreign	0	0.00	0	0.00
-Individual	0	0.00	0	0.00
-Body Corporate	0	0.00	0	0.00
Total(A)	125516948	71.22	125516948	66.24
B. Public Shareholding				
Central Government/ State	0	0.00	0	0.00
Government(s)	0	0.00	0	0.00

Banks	12	0.00	12	0.00
Mutual Funds	0	0.00	2305472	1.22
Foreign Portfolio - Cat 1 & 2	344807	0.20	344807	0.18
Alternative Investment Fund	8105	0.00	238652	0.13
Insurance Companies	0	0.00	0	0.00
Other financial Institutions	0	0.00	0	0.00
Resident Individuals	41485571	23.54	46874614	24.74
Non Resident Indians	3367780	1.91	4808702	2.54
Clearing Members	8	0.00	8	0.00
NBFC	0	0.00	0	0.00
Body Corporates	3280261	1.86	5873919	3.10
Other Body Corporates	0	0.00	288184	0.15
I E P F	0	0.00	0	0.00
H U F	1976960	1.12	2265144	1.20
Foreign Nationals	0	0.00	0	0.00

Trusts	729	0.00	729	0.00
LLP	258524	0.15	978984	0.52
Sub Total (B)	50722757	28.78	63979227	33.76
Total (A+B)	176239705	100.00	189496175	100.00

ANNEXURE B

Shareholding Pattern – Pre and Post Preferential Allotment

Category of Shareholders	Pre Allotment of Equity No of Shares	%	Post of Equity No of Shares	Al %
A. Promoters Shareholding				
Indian				
-Individual	7542079	4.28	7542079	4.27
-Body Corporate	117974869	66.94	117974869	66.78
-Trust	0	0.00	0	0.00
Foreign	0	0.00	0	0.00
-Individual	0	0.00	0	0.00
-Body Corporate	0	0.00	0	0.00
Total(A)	125516948	71.22	125516948	71.04
B. Public Shareholding				
Central Government/ State	0	0.00	0	0.00

Government(s)	0	0.00	0	0.00
Banks	12	0.00	12	0.00
Mutual Funds	0	0.00	0	0.00
Foreign Portfolio - Cat 1 & 2	344807	0.20	344807	0.20
Alternative Investment Fund	8105	0.00	8105	0.00
Insurance Companies	0	0.00	0	0.00
Other financial Institutions	0	0.00	0	0.00
Resident Individuals	41485571	23.54	41779886	23.65
Non Resident Indians	3367780	1.91	3367780	1.91

Clearing Members	8	0.00	8	0.00
NBFC	0	0.00	0	0.00
Body Corporates	3280261	1.86	3418723	1.94
Other Body Corporates	0	0.00	0	0.00
I E P F	0	0.00	0	0.00
H U F	1976960	1.12	1976960	1.12
Foreign Nationals	0	0.00	0	0.00
Trusts	729	0.00	729	0.00
LLP	258524	0.15	258524	0.15

Sub Total (B)	50722757	28.78	51155534	28.96
Total (A+B)	176239705	100.00	176672482	100.00

**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