



DIGILOGIC SYSTEMS LIMITED

(Formerly known as Digilogic Systems Private Limited)

CIN: U62099TG2011PLC077933

Registered office: #102, 1ST Floor, DSL Abacus Tech Park
Uppal Kalsa Village, Uppal Mandal, Rangareddi,
Telangana, India, 500039.

Email: info@digilogicsystems.com Ph: 040 4547 4601

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. DIGILOGIC SYSTEMS LIMITED (FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED) HELD ON SUNDAY THE 03RD DAY OF AUGUST 2025 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT #102, 1ST FLOOR, DSL ABACUS TECH PARK UPPAL KALSA VILLAGE, UPPAL MANDAL, RANGAREDDY, TELANGANA, INDIA, 500039.

APPROVAL OF INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES

The Chairman briefed the board of directors of the Company ("Board") about the proposal to undertake an initial public offer of the equity shares of the Company of face value of ₹ 2/- each ("Equity Shares") which shall comprise of a fresh issuance of Equity Shares by the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"), and to list the Equity Shares on SME platform of BSE Limited ("BSE SME") or SME platform of National Stock Exchange India Limited ("NSE Emerge"), as may be determined by the Company in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder, as amended, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Companies Act, 2013 along with the rules made thereunder, each as amended ("Companies Act"), the Foreign Exchange Management Act, 1999, as amended (collectively the "Applicable Laws"). The Offer structure will be finalized at the absolute discretion of the Board (which reference shall include any duly constituted committee thereof). The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead manager to be appointed for the Offer ("BRLM") and other





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advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Company shall be raising fund through Initial Public Offer (IPO) for the following broad objects which shall include:

1. Capital expenditure towards setting up a new manufacturing, testing and integration facility;;
2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company; and
3. To meet General Corporate Purposes.

In connection with the Offer, the Company is required, *inter alia*, to prepare various documents and execute various agreements, including without limitation, engagement letters, the registrar agreement, the depositories' agreements, the offer agreement, the underwriting agreement, the ad agency agreement, the syndicate agreement, the monitoring agency agreement, the cash escrow and sponsor bank agreement and the share escrow agreement, and the listing agreement with the respective stock exchange where the Equity Shares are proposed to be listed. Accordingly, it is proposed to authorize the Board and certain officers of the Company to negotiate, finalize and execute such documents and agreements as may be required and to do all such things, deeds and acts in this regard for and on behalf of the Company.

After detailed discussion, the Board approved the following resolutions:

"RESOLVED THAT, subject to the approval of the shareholders of the Company by a means of a special resolution in a general meeting and pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended,



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the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, including and the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India ("**GoI**"), including the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (the "**RBI**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the SME platform of BSE Limited ("**BSE SME**") or SME platform of National Stock Exchange of India Limited ("**NSE Emerge**") as may be determined by the Company in accordance with the Applicable Laws, where the Equity Shares of the Company ("**Equity Shares**") are proposed to be listed ("**Stock Exchange**"), and subject to any applicable approvals, consents, permissions or sanctions as may be required from the GoI, the Registrar of Companies, Telangana, Hyderabad ("**RoC**"), SEBI, Stock Exchanges, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), the Department for Promotion of Industrial and Internal Trade ("**DPIIP**"), Ministry of Commerce and Industry, and any other appropriate governmental, statutory and regulatory authorities ("**Regulatory Authorities**"), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the aforesaid authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall



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include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to undertake an initial public offering of Equity Shares and to create, issue, offer and allot and/or transfer of it Equity Shares which shall include a fresh issue of Equity Shares of face value of ₹ 2/- each of the Company (the "**Fresh Issue**") and an offer for sale of Equity Shares ("**Offer for Sale**") by certain existing shareholders of the Company (the "**Selling Shareholders**") (the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 6850.00 lakhs (with an option to the Company to retain an over-subscription to the extent of 10% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange) including the issue and allotment of Equity Shares to the market maker in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with Book Running Lead Manager ("**BRLM**") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations (the "**Offer Price**"), to any category of person or persons who are eligible investors as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors, one or more of the members of the Company, Hindu undivided families, qualified institutional buyers including foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking finance



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companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities (whether incorporated or not), and to such other persons, including high net worth individuals, retail individual bidders, eligible employees (through reservation or otherwise) or other entities, in one or more combinations thereof, and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the Offer in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Offer, through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/ transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including, in consultation with BRLM, underwriter and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board, in consultation with the BRLM, may finalise all matters incidental thereto as it may in its absolute discretion thinks fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee."

"RESOLVED FURTHER THAT subject to the approval of shareholders of the Company in a general meeting and in accordance with Applicable Law, a portion of the Offer may be made available for allocation to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "**Reservation**") and to provide a discount to the offer price, if any, to individual bidders or eligible employees (the "**Discount**"); and to take any and all actions in connection with Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary,



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appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT subject to approvals of the shareholders of the Company, the Equity Shares issued or transferred pursuant to the Offer along with the existing shares held by the current members shall be listed on BSE SME or NSE Emerge.”

“RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and the Stock Exchange and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or other advisors or such persons appointed for the Offer.”

“RESOLVED FURTHER THAT subject to the approval of shareholders in a general meeting and pursuant to the provisions of Sections 23, 28, 42, and 62(1)(c), and any other applicable provisions, if any, of the Companies Act, 2013 and other Applicable Laws, and subject to such further corporate and other approvals as may be required, the consent and approval of the Board is hereby accorded, to complete a private placement at the discretion of the Board of such number of specified securities aggregating up to ₹ 1500 lakhs, as may be decided by the Board or duly authorised committee thereof, subject to



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the same not exceeding 20% of the estimated issue size or other limit as permitted under Applicable Laws, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus ("Pre-IPO Placement"), at such other price as decided by the Board, in consultation with the BRLM and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of consummation of a Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion to the extent of specified securities issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and Applicable Laws."

"RESOLVED FURTHER THAT the Equity Shares so allotted under the Offer pursuant to any Reservation shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, allotment of Equity Shares pursuant to the Offer, the Board in consultation with the BRLM, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, Offer price, premium amount, discount to reserve categories (as allowed under Applicable Laws), listing on Stock Exchange as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalise and execute



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such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.”

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.”

“RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

“RESOLVED FURTHER THAT, subject to the approval of the shareholders of the Company, the Board and any other committee thereof, to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:



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- i. constituting a committee for the purposes of Offer, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
 - ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, Issue Price, premium amount, discount (as allowed under Applicable Laws);
 - iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
 - iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
 - v. appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
 - vi. seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that



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may be required in connection with the Offer, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

vii. deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;

viii. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer for Sale;

ix. approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with Applicable Laws;

x. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM;

xi. settling in questions, difficulties or doubts that may arise in relation to the Offer;

xii. seeking the listing of the Equity Shares on the Stock Exchange, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisor, and other intermediaries;



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xiii. appointing, in consultation with the BRLM, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;

xiv. finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchange for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;

xv. authorizing of the maintenance of a register of holders of the Equity Shares;

xvi. finalizing of the basis of allotment of the Equity Shares;

xvii. issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;

xviii. approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;

xix. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws; and

xx. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred



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on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf."

"RESOLVED FURTHER THAT the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Madhusudhan Varma Jetty, Managing Director, Sri Harsha Vadakattu, Chief Financial Officer, Kameswara Rao Vempati, Company Secretary and Compliance officer of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

// CERTIFIED TRUE COPY //
M/s. DIGILOGIC SYSTEMS LIMITED



Kameswara Rao Vempati
Company Secretary
ICSI M.No. A60095

