



June 27, 2026

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400001 <b>Scrip Code No.: 543972</b>	To, The Listing Department. National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 <b>Trading Symbol: AEROFLEX</b>
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**Sub: Notice of the 32<sup>nd</sup> Annual General Meeting.**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 32<sup>nd</sup> Annual General Meeting (“AGM”) of the Company together with the Explanatory Statement, scheduled to be held on **Tuesday, July 21, 2026, at 11.00 a.m. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in accordance with the applicable provisions of the Companies Act, 2013, and rules made thereunder, read with the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).

Further, we wish to inform you that the Company has fixed **Tuesday, July 14, 2026**, as the **cut-off date** for determining the eligibility of Members to exercise their voting rights through remote e-voting in respect of the businesses to be transacted at the AGM.

The remote e-voting facility will commence on **Friday, July 17, 2026 at 9.00 a.m. and will end on Monday, July 20, 2026 at 5.00 p.m.**

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, July 15, 2026 to Tuesday, July 21, 2026** (both days inclusive) for the purpose of the 32<sup>nd</sup> Annual General Meeting.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

**FOR AEROFLEX INDUSTRIES LIMITED**

**Ruthu Parampogi**  
**Company Secretary & Compliance Officer**  
**Membership No.: A60982**

**Encl.: As above**

## Notice

# Notice of 32<sup>nd</sup> Annual General Meeting

**NOTICE** is hereby given that the Thirty-Second (32<sup>nd</sup>) Annual General Meeting ("AGM") of the Members of Aeroflex Industries Limited will be held on **Tuesday, 21<sup>st</sup> day of July 2026 at 11:00 a.m.** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), and rules made thereunder, read with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"). The deemed venue of the AGM shall be the Registered Office of the Company situated at Plot No. 41, 42/13, 42/14 & 42/18, Near Taloja MIDC, Village Chal, Behind IGPL, Panvel, Navi Mumbai, 410208, to transact the following business:

## ORDINARY BUSINESS:

### 1. To consider and adopt:

- a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors' and the Auditors' thereon; and
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors' thereon.

*and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolutions:***

- a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors' and the Auditors' thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors' thereon, as circulated to the Members, be and are hereby considered and adopted."

### 2. To declare a Final Dividend on Equity Shares for the financial year 2025-26

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:***

**"RESOLVED THAT** a final dividend at the rate of Re. 0.40 (Forty Paisa only) per equity share of face value of ₹2/- (Rupees Two only) each, fully paid-up, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026, and the same be paid out of the profits of the Company."

### 3. To re-appoint a Director in place of Mr. Asad Daud (DIN: 02491539), who retires by rotation and, being eligible, offers himself for re-appointment

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:***

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Asad Daud (DIN: 02491539), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### 4. To re-appoint M/s. Shweta Jain & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:***

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Shweta Jain & Co. LLP, Chartered Accountants (Firm Registration No. 127673W/W101149), be and are hereby re-appointed as the Statutory Auditors of the Company, for a second term of five consecutive financial years, to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors;

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution."

### SPECIAL BUSINESS:

#### 5. To ratify the remuneration of Cost Auditor for the financial year 2026-27

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Rampurawala Mohammed A & Co. (Firm No.: 003011), Cost Accountants, who have been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2026-27;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution."

By Order of the Board of Directors  
**Aeroflex Industries Limited**

**Place:** Mumbai  
**Dated:** June 18, 2026

**Ruthu Parampogi**  
Company Secretary & Compliance Officer  
Mem No: A60982

## Notice

## Notes:

1. The Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") have permitted companies to conduct AGMs through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), subject to compliance with applicable circulars. Accordingly, the 32<sup>nd</sup> AGM of the Company is being conducted through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue of the AGM.
2. Pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL").
3. Members may attend and participate in the AGM through VC/OAVM facility, which shall be made available by the Company. Members can join the AGM 15 minutes before and 15 minutes after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation through VC/OAVM shall be made available to at least 1,000 Members on a first-come, first-served basis.  
  
However, the aforesaid restriction shall not apply to large shareholders (holding 2% or more of the share capital), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Compensation Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, auditors and other permitted attendees, who are allowed to attend the AGM without restriction on a first-come, first-served basis. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. The Company has provided the facility to its Members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The detailed process and instructions for remote e-voting are provided in the subsequent pages of this Notice. The remote e-voting facility is in addition to the e-voting conducted during the AGM.
5. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the AGM. Members who have already cast their vote through remote e-voting may also attend the AGM through VC/OAVM; however, they shall not be entitled to vote again.
6. The Board of Directors has appointed Dr. S.K. Jain (FCS: 1473), Proprietor of S. K. Jain & Co., Practising Company Secretary, as the Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner.
7. The results of the voting shall be declared within two working days of the conclusion of the AGM. The results, along with the Scrutiniser's Report, shall be placed on the website of the Company at <http://www.aeroflexindia.com> and on the website of CDSL at <http://www.evotingindia.com>. The same shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
8. Since the AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Companies Act, 2013 is not available for the AGM and, therefore, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
9. Corporate Members are required to upload a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at CDSL e-voting portal. Institutional investors are encouraged to attend and vote at the AGM through VC/OAVM.
10. In case of joint holders attending the AGM, only the Member whose name appears first in the Register of Members shall be entitled to vote.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 15 July 2026 to Tuesday, 21 July 2026 (both days inclusive).
12. In accordance with the applicable MCA and SEBI Circulars, the Notice of the 32<sup>nd</sup> AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice and Annual Report will also be available on the website of the Company at <http://www.aeroflexindia.com>, on the websites of the Stock Exchanges, namely, BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with their Depository Participant(s). Members may also register/update their e-mail address with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra.

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14. The following documents will be available for inspection by Members electronically during the AGM. Members seeking to inspect such documents may send an e-mail to [corporate@aeroflexindia.com](mailto:corporate@aeroflexindia.com):
- Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013; if any and
  - All documents referred to in the accompanying Notice and the Explanatory Statement.
15. Details of the Directors seeking appointment/re-appointment at the 32<sup>nd</sup> AGM are provided in **Annexure A** to this Notice. The Company has received the requisite consents and declarations for such appointment/re-appointment in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
16. Members holding shares in dematerialised form and wishing to update or modify their bank account details are requested to intimate the same to their respective Depository Participant(s) and not to the Company. Members are also requested to provide details such as the MICR code to their Depository Participant(s). The Company shall not entertain any direct requests from such Members for changes in address, bank details, transposition of names or deletion of name of deceased joint holder. For the purpose of payment of dividend, the Registrar and Share Transfer Agent will rely on the data provided by the Depositories in respect of such dematerialised shares.
17. Non-Resident Indian Members (NRI) are requested to intimate the following details immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as applicable:
- Change in their residential status on return to India for permanent settlement; and
  - Particulars of their NRE account with a bank in India, if not furnished earlier.
18. Members are requested to claim their unclaimed dividends, if any, by corresponding with the Company Secretary & Compliance Officer at the Registered Office of the Company or the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly Link Intime India Private Limited). Details of unclaimed dividends are available on the website of the Company at [www.aeroflexindia.com](http://www.aeroflexindia.com).
- Members are requested to note that dividends remaining unclaimed for a continuous period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the demat account of the IEPF Authority in accordance with applicable provisions.
- Members may claim such shares and dividends from the IEPF Authority by submitting an online application in Form IEPF-5 available on the IEPF portal and forwarding the requisite documents to the Company. Members are permitted to file one consolidated claim in a financial year in accordance with the IEPF Rules.
19. Members are advised to update their KYC details, including PAN, bank account particulars, address, contact details and nomination, with the Company or its Registrar and Share Transfer Agent, to enable smooth processing of dividend payments and claims relating to unpaid dividends, in line with the requirements prescribed by SEBI.
20. SEBI, vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31 July 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4 August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31 July 2023 (updated as on 28 December 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in the Indian securities market.
- Members are requested to first lodge their grievances with the Company or its Registrar and Share Transfer Agent. In case the grievance is not satisfactorily resolved, Members may escalate the same through the SEBI SCORES platform. Thereafter, if the Member is not satisfied with the outcome, the dispute may be referred to the ODR Portal at <https://smartodr.in/login>.
- The said facility is also accessible through the Company's website at <https://www.aeroflexindia.com/investor-relation/investors-contact> under the section "Online Dispute Resolution (ODR)".
21. In case of any queries relating to the Annual Report, Members may write to the Company at [corporate@aeroflexindia.com](mailto:corporate@aeroflexindia.com).
22. The Company has fixed Tuesday, 14 July 2026 as the Record Date for determining the entitlement of Members to dividend for the financial year ended 31 March 2026.
23. If the dividend, as recommended by the Board of Directors, is declared at the 32<sup>nd</sup> AGM, the same will be paid/credited on or before 19 August 2026 (within 30 days from the date of declaration) to the beneficial owners in respect of shares held in dematerialised form, as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on Tuesday, 14 July 2026.

## Notice

**24. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 non-individual shareholders holding shares in demat mode.

- (i) The remote e-voting period commences on Friday, 17 July 2026 at 9:00 a.m. and ends on Monday, 20 July 2026 at 5:00 p.m. During this period, Members of the Company holding shares as on the cut-off date i.e. Tuesday, 14 July 2026, may cast their vote electronically. The e-voting module shall thereafter be disabled by CDSL.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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.

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.

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.

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/MUFG Intime India Private Limited (formerly Link Intime India Private Limited) as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below: (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/evoting">https://www.evoting.nsd.com/evoting</a> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "shareholders" module.
- 3) Now Enter your applicable User ID, as under:
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio No. registered with the Company.
- 4) Next enter the Image Verification code as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

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**For other than individual shareholders holding shares in Demat.**

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PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department:</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the first two sequence number sent by Company/RTA or Contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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:</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (5).</li> </ul>

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- 7) After entering these details appropriately, click on "SUBMIT" tab.
  - 8) 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 remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
  - 9) Click on the EVSN of "AEROFLEX INDUSTRIES LIMITED" on which you choose to vote.
  - 10) 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 respective Resolution and option NO implies that you dissent to the Resolution.
- 11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 12) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wishes to confirm your vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify his vote.
  - 13) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
  - 14) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- 15) If the demat account holder has forgotten the changed password, then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- 16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**ii. Additional Facility for Non - Individual Shareholders and Custodians -Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [corporate@aeroflexindia.com](mailto:corporate@aeroflexindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the AGM same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Eight days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Eight days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

## Notice

(x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

A. For Demat shareholders -, Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client Master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A-Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013, or by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or by calling the toll-free number 1800 21 09911

## Notice

## Explanatory Statement Pursuant to the Companies Act, 2013

### ITEM NO. 4

**M/s. Shweta Jain & Co. LLP**, Chartered Accountants (Firm Registration No. 127673W/W101149), were appointed as the Statutory Auditors of the Company at the 27<sup>th</sup> Annual General Meeting for a term of five consecutive financial years and shall complete their present term at the conclusion of the ensuing 32<sup>nd</sup> Annual General Meeting.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Pursuant to the aforesaid provision and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on June 18, 2026, proposed the re-appointment of M/s. Shweta Jain & Co. LLP, Chartered Accountants (Firm Registration No. 127673W/W101149), as the Statutory Auditors of the Company for a second term of five (5) consecutive financial years, to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2030-31.

M/s. Shweta Jain & Co. LLP, Chartered Accountants, is a professional firm headquartered in Mumbai with branches across India. The firm was established in 2006 as Shweta Jain & Co. and was converted into a Limited Liability Partnership in 2025. The firm has experience in providing audit, assurance and related professional services and is supported by a team of professionals with knowledge of business processes, risk assessment and regulatory requirements. The firm holds a valid peer review certificate and has experience in conducting audits of companies listed on recognised stock exchanges in India.

The Company has received written consent and a certificate from M/s. Shweta Jain & Co. LLP confirming that their re-appointment, if approved by the Members, would be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and that they satisfy the criteria prescribed thereunder.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of the Notice for approval of the Members.

### ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on June 18, 2026, has approved the appointment of M/s. Rampurawala Mohammed A & Co. (Firm No.: 003011), Cost Accountants, as the Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2026-27, at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

M/s. Rampurawala Mohammed A & Co, Cost Accountants, is a well-established firm of Cost and Management Accountants with over 15 years of professional experience. The firm has significant expertise in cost and management accounting for leading manufacturing companies in the pharmaceuticals, steel, and chemical sectors, as well as extensive experience in providing management consultancy services to clients across manufacturing, engineering, and service industries.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the Notice for approval of the Members.

## Notice

## ANNEXURE A

**Information of Director seeking re-appointment at the Annual General Meeting pursuant to provisions of regulation 36(3) SEBI (LODR) Regulations, 2015 and Secretarial Standards (SS-2) Issued by ICSI is Furnished Below:**

<b>Name of the Director</b>	<b>Mr. Asad Daud</b>
DIN	02491539
Date of Birth	03.08.1990
Age	36 Years
Nationality	Indian
Date of first Appointment on the Board	15.10.2019
Brief Profile	Mr. Asad Daud has experience in the manufacturing sector and has been associated with the Company in a leadership capacity. He has contributed to business development and operational expansion, including domestic and international operations.
Qualification	<ul style="list-style-type: none"> <li>➤ Bachelor's degree in Accounting and Finance, HR College, Mumbai</li> <li>➤ Master's degree in Accounting and Finance, London School of Economics</li> <li>➤ Executive Education Programme, IIM Bengaluru</li> <li>➤ Executive Education Programme, ISB Hyderabad</li> <li>➤ Programme on "Leading in the Digital Era", Harvard Business School, Boston</li> </ul>
Nature of Expertise in specific functional areas	Finance, business strategy, and general management
Disclosure of relationships between directors inter-se	Not related to any Director or Key Managerial Personnel of the Company
Terms and conditions of appointment/reappointment	Liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.
Details of remuneration paid during the financial year 2025-26	Rupees 126.51 Lakhs (as Managing Director)
*Directorship held in other Public Companies (excluding foreign, private and Section 8 Company)	<ol style="list-style-type: none"> <li>1. Aeroflex Neu Limited (<i>Formerly as Sah Polymers Limited</i>)- Non-Executive Non-Independent Director</li> <li>2. Aeroflex Enterprises Limited (<i>Formerly known as SAT Industries Limited</i>) - Non-Executive Non-Independent Director</li> </ol>
**Committee Membership/ Chairmanship in other Companies	Member of Stakeholders Relationship Committee of Aeroflex Enterprises Limited ( <i>Formerly known as SAT Industries Limited</i> ) and Aeroflex Neu Limited ( <i>Formerly known as Sah Polymers Limited</i> ).
Name of listed companies from which Director has resigned in past three years	NIL
Shareholding as on March 31, 2026	500 equity shares
No. of Board Meeting attended during the Financial Year 2025-26	07

\*For the purpose of reckoning Directorships in other Companies, all public limited companies, whether listed or not, have been included and all other Companies including private limited Companies, deemed public Companies, foreign Companies, and Companies under Section 8 of the Act, have been excluded.

\*\*Membership/Chairmanship of only the Audit Committee and Stakeholders' Relationship Committee of all public companies/subsidiary of public companies, as provided under Regulation 26(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 have been considered.