**September 29, 2026**

**ANL/Stock Exchanges/2026-27**

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|---|---|
| To,<br>The General Manager,<br>Department of Corporate Services,<br>BSE Limited,<br>P.J. Towers, Dalal Street,<br>Mumbai – 400 001<br>**Company Code No.: 543743** | To,<br>The Listing Department.<br>National Stock Exchange of India Limited<br>Exchange Plaza, C-1, Block G<br>Bandra Kurla Complex<br>Bandra (E), Mumbai – 400 051<br>**Trading Symbol: AERONEU** |

**Sub : Intimation of Extraordinary General Meeting and Remote E-voting Schedule – Aeroflex Neu Limited**

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that an Extraordinary General Meeting ("EGM") of the Members of the Company will be held on Thursday, October 22, 2026, at 11.00 a.m. at the registered office of the Company situated at E-260-261, Mewar Industrial Area, Madri, Udaipur- 313003.

We further wish to inform you that Thursday, 15 October 2026, has been fixed as the cut-off date for the purpose of remote e-voting, to determine the eligibility of Members entitled to cast their votes electronically on the resolutions proposed to be transacted at the EGM.

**Remote E-voting Schedule:**

| **Particulars** | **Date & Time (IST)** |
|---|---|
| Commencement of e-voting | From 9.00 a.m. (IST) on Monday, October 19, 2026 |
| End of e-voting | Till 5.00 p.m. (IST) on Wednesday, October 21, 2026 |

The Company has electronically dispatched the Notice convening the EGM, together with the Explanatory Statement, to all Members whose names appear in the Register of Members of the Company and whose e-mail addresses are registered with the Company/Depositories.

Kindly take the same on your records.

Thanking you

Yours faithfully,
**For Aeroflex Neu Limited**

Alka Premkumar Gupta
Digitally signed by Alka Premkumar Gupta
Date: 2026.09.29 16:21:16 +05'30'

**Alka Premkumar Gupta**
Company Secretary
Membership No: A35442

***Encl.: As above***

# Notice of the Extraordinary General Meeting

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EOGM") of the shareholders of **Aeroflex Neu Limited** *(formerly known as Sah Polymers Limited)* will be held at the registered office of the Company situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003, on Thursday, 22nd day of October 2026, at 11:00 a.m. (IST) to transact the following businesses:

## SPECIAL BUSINESS:

**1. APPROVAL FOR ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provision of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 read with applicable Rules and Regulation made there under (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required from statutory and regulatory authorities, consent of the members of the Company be and is hereby accorded, for alteration of Clause III(A) of the Memorandum of Association of the Company by inserting new sub-clauses 15 to 21 after existing sub-clause 14 thereof.

15. To carry on the business of establishing, developing, acquiring, constructing, leasing, operating and maintaining high performance computing facilities, data centres, digital innovation hubs, semiconductor fabrication units, robotics and IoT facilities, blockchain and Web3 infrastructure, edge computing systems and satellite communication networks, integrated platforms together with all ancillary and incidental infrastructure such as power generation and distribution systems, renewable energy plants, cooling and HVAC systems, utilities, smart grids and communication networks and to design, develop, license, maintain, upgrade and operate modular data centres, machine learning frameworks, cybersecurity systems, digital identity solutions, fintech platforms, healthcare AI systems, autonomous vehicle technologies and industrial automation solutions;

16. To carry on the business of acquiring, establishing and managing research laboratories, incubation centres, training facilities, skill development programmes and innovation hubs for advancement of machine learning, data science, quantum computing and allied technologies, to invest in, acquire or collaborate with companies engaged in artificial intelligence(AI), information technology(IT), semiconductor, robotics, Internet of Things (IoT), biotechnology, nanotechnology, and other emerging technology businesses, whether in India or abroad, to construct and operate residential complexes, office spaces, co working hubs, hotels, resorts, and hospitality facilities incidental to such infrastructure and to provide consultancy, advisory, and managed services in relation to AI infrastructure, compliance, governance and sustainability and generally to undertake all lawful activities necessary, incidental or conducive to the attainment of the foregoing objects.

17. To carry on in India or elsewhere the business of manufacturing, assembling, fabricating, processing, designing, developing, repairing, servicing, maintaining, importing, exporting, buying, selling, trading, supplying, distributing, leasing, hiring, financing and otherwise dealing in all kinds of power equipment, electrical and electronic machinery, apparatus, instruments, appliances, devices, tools, spare parts, accessories and components including but not limited to transformers, generators, alternators, motors, turbines, switchgears, circuit breakers, control panels, substations, transmission lines, distribution systems, renewable energy equipment (solar, wind, hydro, biomass, hydrogen, fuel cell and hybrid systems), batteries, storage systems, cables, conductors, insulators, smart grids, IoT enabled devices, automation systems, robotics, artificial intelligence based energy solutions, energy efficient appliances, green building technologies and allied products, whether used for industrial, commercial, domestic, defence, aerospace, transport, telecommunication, healthcare or infrastructure purposes and to undertake turnkey projects, EPC contracts, consultancy, installation, commissioning, operation, maintenance, retrofitting, modernization, research and development, testing, certification, training, knowledge transfer, intellectual property creation, licensing, franchising, collaborations, joint ventures and all other incidental or ancillary activities necessary or expedient for the attainment of the above objects.

18. To carry on the business of establishing, operating and managing foundries for the manufacture, fabrication, casting, forging, machining, assembling, processing and otherwise dealing in all kinds of ferrous and non ferrous metals, alloys, and metal products; to design, develop, produce, trade, import, export and supply engineering goods, machinery, tools, equipment, components and structures and to undertake maintenance, servicing, overhauling, and repair of machinery, plants, vehicles, power equipment and engineering products, together with all incidental and ancillary activities necessary for the attainment of the above objects.

19. To carry on in India or elsewhere the business of manufacturing, processing, assembling, fabricating, storing, distributing, supplying, purchasing, selling, exchanging, exporting, importing, trading, undertaking job works and otherwise dealing in castor wheels, valves, sanitary fittings and all kinds of engineering products (including but not limited to high-tech and critical engineering products, including precision industrial products) and allied items and to establish, acquire, construct, set up and operate factories, warehouses, workshops, plants and other infrastructure, facilities and equipment necessary or incidental thereto and to engage in all activities relating to or connected with manufacturing, trading, processing, job works, supply and distribution of the aforesaid products and any other allied engineering goods, components, accessories, substitutes or derivatives.

20. To carry on in India or elsewhere the business of manufacturers, assemblers, fabricators, processors, designers, developers, importers, exporters, dealers, buyers, sellers, traders, suppliers and otherwise to engage in all activities relating to aluminium, copper, steel, iron and all other ferrous and non ferrous metals, alloys, composites and metal based products; all kinds of insulated wires and cables including sheathed wires, PVC cables, flexible wires and cables, power and control cables, XLPE, FRLS cables, instrumentation and signalling cables, house wires, high tension cables, telecommunication cables and data transmission cables; all kinds of equipment and instruments used in the power infrastructure industry including transformers, switchgears, motors, switches, lighting and fittings, panels, overhead conductors, substations and all related engineering, procurement and construction (EPC) contract activities; annealed and bare aluminium and copper wires, plastics and rubber insulated aluminium and copper conductors, polythene insulated jelly filled cables (PIJF), optical fibre cables, armoured and unarmoured power and control cables; electrical cables, wires, instruments and wires made of aluminium, copper, steel, iron and other metals including jelly filled cables and allied components; and to undertake all incidental, ancillary and allied activities necessary or expedient in connection with the above businesses including designing, engineering, servicing, maintenance, installation, commissioning, consultancy, turnkey projects and EPC contracts.

21. To carry on in India or elsewhere the business of manufacturers, processors, designers, developers, assemblers, fabricators, importers, exporters, dealers, buyers, sellers, traders, retailers, wholesalers, suppliers, indenters, packers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise to deal in, trade, repair or service all types and kinds of electrical and electronic goods, products, systems, instruments, apparatus, appliances, machinery and equipment, including electrical cables, wires, generators, transformers, electrical fittings, switchgear, control equipment and other goods and equipment operated by electricity, for domestic, commercial and industrial applications; and to manufacture, import, export, deal in, distribute, assemble, install, commission, maintain, repair and service goods, machinery, systems and equipment used in or relating to the generation, transmission, distribution, control, conversion, storage and utilization of electricity, together with all components, parts, accessories, assemblies, sub-assemblies, consumables and allied products of any kind incidental or ancillary thereto.

**RESOLVED FURTHER THAT** upon registration of the aforesaid alteration by the Registrar of Companies, Clause III(A) of the Memorandum of Association of the Company shall stand altered accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**2. APPROVAL FOR MODIFICATION OF OBJECTS OF UTILISATION OF PROCEEDS FROM PREFERENTIAL ISSUE OF WARRANTS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to vary, alter, modify and/or revise the objects of the preferential issue of 72,00,000 warrants convertible into Equity shares for an aggregate amount of up to ₹ 64,80,00,000/- (Rupees Sixty-Four Crore Eighty Lakh Only) as stated in the Notice of 34th Annual General Meeting (AGM) dated July 15, 2026 along with the explanatory statement annexed thereto and approved by the members in the AGM held on August 25, 2026 in the manner as follows:

| Existing Object of the Issue | Objects after the proposed amendment |
|---|---|
| To construct, build, operate, establish, develop, acquire, purchase land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality related businesses, whether directly or through subsidiary(ies) or in joint collaborations. | To construct, build, operate, establish, develop, acquire, purchase land for and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality related businesses, whether directly or through subsidiary(ies) or in joint collaborations; to enter into the AI Infrastructure sector and establish an integrated platform for high-tech and critical engineering products, solutions and services, including precision industrial products such as butterfly valves, ball valves, check valves, sight glasses, wires and cables; and to undertake strategic investments in or acquisitions of companies, businesses or undertakings operating in industrial, engineering, manufacturing, technology, infrastructure and allied sectors for business growth, diversification and value creation; and to repay, in whole or in part, any loan or financial assistance availed by the Company from its Holding Company or any of its Group Companies in connection with any of the aforesaid activities. |

**RESOLVED FURTHER THAT** except for the variation approved herein, all other terms of the preferential issue and objects of utilisation approved by the Members shall remain unchanged.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things already undertaken or done by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby ratified, approved and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH AEROFLEX ENTERPRISES LIMITED**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable statutory provisions, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s), whether by way of an individual transaction or a series of transactions taken together, with **Aeroflex Enterprises Limited ("AEL")**, the Holding Company, until the conclusion of the next Annual General Meeting of the Company to be held in the calendar Year 2027, on such terms and conditions as may be mutually agreed between the parties, for an aggregate amount not exceeding ₹ 100 crores (Rupees One Hundred Crores Only), for availing or accepting of loans, borrowings, advances and other financial assistance and repayment, discharge or settlement thereof, including interest, finance costs fees and charges, if any and such other transactions as may be permissible under applicable laws, provided that the transactions are undertaken in the ordinary course of business and on an arm's-length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to determine the detailed terms and conditions of the aforesaid transaction(s), including the nature, timing, value and commercial terms thereof, and to negotiate, finalise, execute, amend, modify, renew and/or terminate agreements, contracts, documents and other writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make all necessary filings, applications, disclosures, submissions and representations before any statutory, regulatory, governmental or other authorities, and to take all such steps and actions as may be required or considered necessary to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in connection therewith.

**RESOLVED FURTHER THAT** all actions taken and acts, deeds, matters and things done by the Board or any person authorised by the Board in connection with the aforesaid transaction(s) and related matters be and are hereby ratified, confirmed and approved."

4. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH AEROFLEX FINANCE PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable statutory provisions, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s), whether by way of an individual transaction or a series of transactions taken together, with **Aeroflex Finance Private Limited ("AFPL")**, Fellow Subsidiary, until the conclusion of the next Annual General Meeting of the Company to be held in the calendar Year 2027, on such terms and conditions as may be mutually agreed between the parties, for an aggregate amount not exceeding ₹ 30 crores (Rupees Thirty Crores Only), for availing or accepting loans, borrowings, advances or other financial assistance and repayment, discharge or settlement thereof, including interest, finance costs fees and charges, if any and such other transactions as may be permissible under applicable laws, provided that the transactions are undertaken in the ordinary course of business and on an arm's-length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to determine the detailed terms and conditions of the aforesaid transaction(s), including the nature, timing, value and commercial terms thereof, and to negotiate, finalise, execute, amend, modify, renew and/or terminate agreements, contracts, documents and other writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make all necessary filings, applications, disclosures, submissions and representations before any statutory, regulatory, governmental or other authorities, and to take all such steps and actions as may be required or considered necessary to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in connection therewith.

**RESOLVED FURTHER THAT** all actions taken and acts, deeds, matters and things done by the Board or any person authorised by the Board in connection with the aforesaid transaction(s) and related matters be and are hereby ratified, confirmed and approved."

**Registered Office:**
E-260-261, Mewar Industrial Area,
Madri, Udaipur- 313003.

**Dated:** 23/09/2026
**Place:** Udaipur

**By order of the Board of Directors**
**Aeroflex Neu Limited**

**Alka Premkumar Gupta**
Company Secretary
M. No.: A35442

# Notes:

1. 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").

2. 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 EOGM. 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 EOGM.

3. The notice of the EOGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this EOGM Notice will also be available on the Company's website at www.aeroflexneu.com websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com and on the website of CDSL at www.evotingindia.com.

4. Pursuant to the provision of the act, Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   The proxies instrument in order to be effective should duly completed and signed and be received by the company not later than 48 hours before the meeting. A proxy forms submitted on behalf of the companies, societies etc. Must be supported by an appropriate resolution / authority, as applicable.

5. The registers of directors & key managerial Personnel along with their shareholdings, maintained under section- 170 of the companies Act, 2013 and the Registers of contracts & arrangements in which directors are interested maintained under section 189 of the act, and any other documents to transact the business referred in the notice will be available for inspection by the member of the company during the meeting.

6. Corporate members who intend to send their authorized representatives to attend the Meeting on their behalf and cast their votes are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA of the Company as on the cut-off date i.e. Thursday, October 15, 2026 shall only be entitled to avail the remote e-voting facility as well as voting in the EOGM.

8. The notice has been accompanied by proxy Form, Attendance Slip and Road Map.

9. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms a part of this notice.

10. Members/Proxies/Authorized Representative are requested to fill their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No and the same will be counted for the purpose of reckoning the quorum of the meeting under section 103 of the Companies Act, 2013.

11. The Board of Directors has appointed Mr. Ashok Modi (M No. 074488), Proprietor of A Modi & Co., Chartered Accountants as the Scrutinizer to scrutinize the voting during the EOGM and remote e- voting process in a fair and transparent manner.

12. The Chairman shall at the EOGM, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer, by use of polling for all those members are present at the EOGM but have not cast their votes through remote e-voting facility.

13. The Scrutinizer shall, immediately after the conclusion of the EOGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and count the vote at the meeting and make, not later than two working days from the conclusion of the EOGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aeroflexneu.com and on the website of CDSL www.evotingindia.com. The same shall also be communicated to BSE and NSE, where the shares of the Company are listed.

15. 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)".

16. In case of any queries relating to the Annual Report, Members may write to the Company at corporate@aeroflexneu.com.

17. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING**

    **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.

    (i) The voting period begins on Monday, October 19, 2026 at 09:00 a.m. and ends on Wednesday, October 21, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of Thursday, October 15, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (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 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.

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.

(i) 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.

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 |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1) 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 & My Easi New (Token) Tab.<br>2) 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 evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option<br>4) 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 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: 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.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) 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. |

| Type of shareholders | Login Method |
| --- | --- |
| | 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | 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 website for casting your vote during the remote e-Voting period. |

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

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

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

**Step 2:** Access through CDSL e-Voting system for shareholders other than individual shareholders in demat mode.

Login method for remote e-Voting for physical shareholders and shareholders other than individuals holding shares in Demat form:

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

ii) Click on “Shareholders” tab.

iii) 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.

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

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

v) 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

vi) 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)<br>• 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.<br>• 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. |

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

viii) 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.

ix) For Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.

x) Click on EVSN of M/s Aeroflex Neu Limited on which you choose to vote

xi) 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.

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

xiii) 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.

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

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

xvi) 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.

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

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

a. 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.

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c. 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.

d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e. 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.

f. 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@aeroflexneu.com. , if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 at toll free no. 1800 21 09911

# Explanatory Statement

**(Pursuant to section 102 (1) of the Companies Act, 2013)**

## Item No. 01:

The Members to note that the Company is continuously evaluating opportunities for business expansion and diversification in sectors that align with its long-term growth strategy. In order to facilitate entry into and participation in emerging and complementary business segments, the Board of Directors proposes to alter the Main Objects Clause of the Memorandum of Association ("MOA") of the Company by inserting new sub-clauses 15 to 21.

The proposed objects will enable the Company to pursue opportunities in the engineering, electrical, power equipment, metal processing, foundry, wires and cables, valves, castor wheels, technology infrastructure, data centres, artificial intelligence, digital technologies and allied sectors. The proposed amendment will also provide the Company with the necessary flexibility to undertake manufacturing, processing, assembling, fabrication, trading, import, export, supply, distribution, engineering, procurement and construction (EPC) activities, installation, commissioning, servicing, research and development, consultancy and other related activities in connection with the aforesaid businesses.

The proposed objects further empower the Company to establish, acquire, invest in, collaborate with or otherwise participate in businesses, undertakings and projects operating in these sectors, and to undertake such activities as may be incidental or conducive to achieving the above business objectives.

The Board believes that the proposed alteration will broaden the Company's business horizon, enhance future growth prospects and enable the Company to capitalize on emerging opportunities across diverse sectors while creating long-term value for its stakeholders.

Accordingly, the Board of Directors, at its meeting held on September 23, 2026, approved the proposed alteration of the Main Objects Clause of the Memorandum of Association, subject to the approval of the Members of the Company and such statutory or regulatory approvals as may be required.

A copy of the existing Memorandum of Association together with the proposed amendments will be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically and on the website of the Company in accordance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

The alteration requires approval of Members by Special Resolution under Section 13 of the Act. The Board recommends the Special Resolution at Item No. 1.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

## Item No. 02:

The Members to note that the Extra-Ordinary General Meeting held on June 06, 2025, the Shareholders of the Company approved the issuance of fully convertible warrants on a preferential basis to Promoter and Non-Promoter persons/entities and the utilisation of the proceeds arising therefrom, aggregating to ₹ 6,480 lakhs, towards the objects specified in the Notice convening the said meeting.

Further, at the 34th Annual General Meeting (“AGM”) of the Company, held on August 25, 2026, the members approved the modification of its object of utilisation of proceeds to expand the scope of its permitted activities and enable the Company to undertake additional strategic opportunities, including development and investment in Data Centers, hospitality infrastructure including hotels and resorts and other related businesses, either directly or through subsidiary(ies), joint ventures, associates or strategic collaborations

Since its issuance, the Company has utilized the proceeds of the Preferential Issue towards business expansion, working capital requirements, issue-related expenses and general corporate purposes as detailed below.

**(Rs. In Lakhs)**

| Sr. No. | Particular | Amount Earmarked | Amount Utilized | Amount Unutilised |
|---|---|---|---|---|
| 1. | To construct, build, operate, establish, develop, acquire, purchase of land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality-related businesses, whether directly or through subsidiary(ies) or in joint collaborations. | 4,000 | - | 4,000 |
| 2. | Long-term working capital requirements | 1,200 | 275 | 925 |
| 3. | Preferential Issue expenses | 25 | 10.34 | 14.66 |
| 4. | General Corporate Purpose | 1,255 | 510.16 | 744.84 |
| | **TOTAL** | **6,480.00** | **795.50** | **5,684.50** |

Further, pursuant to the Company's growth and diversification plans, the Board of Directors proposes to revise the first object of utilisation of proceeds amounting to ₹4,000 lakhs, with a view to enabling the Company to deploy the funds towards identified business opportunities and initiatives that support its expansion and diversification plans.

## Background and Rationale for Modification of the Object

Considering the evolving business landscape and the opportunities emerging across the Company's identified areas of business, the Company again proposes to amend the objects of utilisation of the proceeds to align the deployment of funds with its evolving business strategy and growth plans as detailed below. The proposed amendment will enable the Company to efficiently utilise the proceeds towards identified opportunities and strategic initiatives in furtherance of its long-term growth and diversification:

| Particulars | Original | Revised |
|---|---|---|
| Object | To construct, build, operate, establish, develop, acquire, purchase of land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality-related businesses, whether directly or through subsidiary(ies) or in joint collaborations | To construct, build, operate, establish, develop, acquire, purchase land for and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality related businesses, whether directly or through subsidiary(ies) or in joint collaborations; to enter into the AI Infrastructure sector and establish an integrated platform for high-tech and critical engineering products, solutions and services, including precision industrial products such as butterfly valves, ball valves, check valves, sight glasses, wires and cables; and to undertake strategic investments in or acquisitions of companies, businesses or undertakings operating in industrial, engineering, manufacturing, technology, infrastructure and allied sectors for business growth, diversification and value creation; and to repay, in whole or in part, any loan or financial assistance availed by the Company from its Holding Company or any of its Group Company in connection with any of the aforesaid activities. |
| Amount | ₹4,000 Lakhs | |
| Amount Utilized | NIL | |
| Unutilized Amount Available | ₹4,000 Lakhs | |

The proposed variation seeks to alter and enlarge the objects of the Preferential Issue approved by the members of the Company at the 34th Annual General Meeting held on 25th August, 2026, to permit utilisation of the proceeds for enabling the Company to enter into the AI Infrastructure sector and establish an integrated platform for high-tech and critical engineering products, solutions and services, including precision industrial products such as butterfly valves, ball valves, check valves, sight glasses, wires and cables.

The revised object further provides flexibility to undertake strategic investments in or acquisitions of companies, businesses or undertakings operating in industrial, engineering, manufacturing, technology, infrastructure and allied sectors, thereby supporting business expansion, diversification and long-term value creation. The proceeds may also be utilised towards repayment, in whole or in part, of any loan, borrowing or financial assistance availed by the Company from its Holding Company or any of its Group Companies in connection with the aforesaid activities. The proposed variation relates solely to the object of utilisation of the proceeds and does not result in any alteration to the aggregate amount raised pursuant to the Preferential Issue.

Accordingly, the proposed alteration to the objects of the Preferential Issue is being placed before the Members for their consideration and approval in accordance with the provisions of the Companies Act, 2013 and the applicable provisions of Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, which require approval of the Members by way of a Special Resolution for variation in the objects of an issue.

The Audit Committee of the Company, at its meeting held on September 23, 2026, considered, reviewed and noted that the proposed modification would facilitate appropriate utilisation of the unutilised proceeds in accordance with the Company's evolving business requirements and would be in the interest of the Company and its shareholders and accordingly recommended the proposed modification to the Board for their approval in accordance with Regulation 32(7A) of the SEBI LODR Regulations.

The Board of Directors, after taking into consideration the recommendation of the Audit Committee and the rationale underlying the proposed modification, approved proposed variation in the objects of the Preferential Issue is appropriate and in the best interests of the Company and its Members.

Accordingly, the Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2, except to the extent of their shareholding, if any, in the Company.

## Item No. 03 & 04:

Members are hereby informed that, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, with effect from April 1, 2022, require prior approval of the Members by way of an ordinary resolution for all material related party transactions and subsequent material modifications thereto, as determined by the Audit Committee, irrespective of whether such transactions are undertaken in the ordinary course of business or on an arm's length basis.

A transaction with a related party shall be deemed material if, whether entered into individually or together with previous transactions during a financial year, directly or through subsidiary(ies), the value exceeds the materiality threshold prescribed under the SEBI Listing Regulations as follows:

| Consolidated Turnover of the Listed Entity | Material Related Party Transaction (RPT) Threshold |
|---|---|
| Up to ₹20,000 Crore | 10% of the annual consolidated turnover of the listed entity |
| More than ₹20,000 Crore and up to ₹40,000 Crore | ₹2,000 Crore plus 5% of the annual consolidated turnover of the listed entity exceeding ₹20,000 Crore |
| More | ₹3,000 Crore plus 2.5% of the annual consolidated turnover of the listed entity exceeding ₹40,000 Crore, or ₹5,000 Crore, whichever is lower |

Further, the Company, propose to enter into certain related party transaction(s) on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as provided in SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company as mentioned on item no. 03 & 04. All the said transactions shall be in the ordinary course of business and on an arm's length basis.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated

November 11, 2024 & January 30, 2026, and revised Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ('RPT Industry Standards') has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms’ length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Accordingly, the Board recommends the Special Resolution set out in Item No. 03 & 04 of the Notice for approval of the Members.

Pursuant to the aforesaid SEBI Circular, the Minimum Information relating to the proposed material RPT(s), in respect of item No. 03 & 04, are provided as under:

| Sr no | Particulars of the information | Details | |
|---|---|---|---|
| **A(1)** | **Basic details of the related party** | | |
| 1 | Name of the related party | Aeroflex Enterprises Limited (AEL) | Aeroflex Finance Private Limited (AFPL) |
| 2 | Country of incorporation of the related party | India | |
| 3 | Nature of business of the related party | AEL is engaged in the business of building and scaling enterprises across multiple sectors. By combining operating businesses, strategic investments, and emerging ventures, the Company emphasizes sustainable growth, diversification, and long-term value creation. | AFPL is engaged in the business of providing financial services as a Non-Banking Financial Company (NBFC), offering solutions to individuals, businesses, and institutions to meet diverse financing needs and support their growth. |
| **A(2)** | **Relationship and ownership of the related party** | | |
| 1 | Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following: | Holding Company | Fellow Subsidiary |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil | Nil |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA | |

| Sr no | Particulars of the information | Details | |
|---|---|---|---|
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) | 55.50% | Nil |
| **A(3)** | **Details of previous transactions with the related party** | | |
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year | ₹ 100 crores | NIL |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought | ₹6,000 (Rent received from related party during the quarter ended 30 June 2026) | NIL |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year | NA | NA |
| **A(4)** | **Amount of the proposed transactions** | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders | Upto ₹100 Crores (Rupees One Hundred Crores Only) | Upto ₹30 Crores (Rupees Thirty Crores only) |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT | Yes | |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 77.42% | 23.22% |

| Sr no | Particulars of the information | Details | |
|---|---|---|---|
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | NA | NA |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available | 14.33% | 161.07% |
| | **Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Standalone) (in lakhs)** | | |
| | Turnover (In Rs.) | 845.63 | 1,862.50 |
| | Net Worth (In Rs.) | 36,421.36 | 1,546.49 |
| | Net Profits (In Rs.) | 1,102.83 | 229.70 |
| **A(5)** | **Basic details of the proposed transaction** | | |
| 1 | Specific type of the proposed transaction | Availing, accepting, obtaining or otherwise procuring loans, borrowings, advances and other financial assistance of any nature and the repayment, discharge or settlement thereof, together with the payment of interest, finance costs, fees, charges and other costs or expenses incidental thereto. | |
| 2 | Details of the proposed transaction | The proposed transactions includes availing/acceptance of loans, borrowings, advances and other financial assistance and repayment, discharge or settlement thereof, including payment of interest, finance costs and other charges, if any. All transactions will be undertaken on an arm's length basis, in the ordinary course of business, and subject to applicable laws. | |
| 3 | Applicable terms, including covenants, tenure, interest rate and repayment schedule, tenure, whether secured or unsecured; if secured, the nature of security; and | The loans, borrowings, advances and/or other financial assistance proposed to be availed by the Company from its related party shall carry interest between 9% - 12% p.a. and shall be repayable on demand, with a tenure of up to three (3) years from the date of disbursement unless repaid earlier and shall be unsecured in nature. | |
| 4 | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | Availing, acceptance or receipt of loans, borrowings, advances and other financial assistance, and the repayment, discharge or settlement thereof, together with the payment of interest, finance costs, fees, charges and other costs or expenses incidental thereto. | |

| Sr no | Particulars of the information | Details | |
|---|---|---|---|
| 5 | Tenure of the proposed transaction (tenure in number of years or months to be specified | Until the conclusion of the next Annual General Meeting of the Company to be held in the calendar Year 2027. | |
| 6 | Whether transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | Yes | |
| i. | Source of funds in connection with the proposed transaction. | Free cash flow from operations. | |
| ii. | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: | NA | |
| iii. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lender | NA | |
| iv. | Proposed interest rate to be charged by listed entity or its subsidiary from the related part | Between 9% - 12% p.a. | |
| v. | Maturity / due date | Upto 3 years | |
| vi. | Repayment schedule & terms | As per amortization payment schedule | |
| vii. | Whether secured or unsecured? | Unsecured | |
| viii. | If secured, the nature of security & security coverage ratio | NA | |
| ix. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction | To deploy capital toward strategic investments, acquisitions, equity participation or debt financing in external corporate entities, subsidiaries or joint ventures to drive portfolio expansion and enterprise growth | |
| 7 | Value of the proposed transaction | Upto ₹100 Crores (Rupees One Hundred Crores Only) | Upto ₹30 Crores (Rupees Thirty Crores only) |
| 8 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The said transaction is in the best interest of the Company, as it enables strategic investments, business acquisitions and portfolio diversification designed to enhance long-term shareholder value and scale enterprise operations. | |

| Sr no | Particulars of the information | Details |
|---|---|---|
| 9 | A summary of the information provided by the management of the listed entity to the audit committee | The Audit Committee has been provided with all relevant details of the proposed Related Party Transactions, including rationale, terms, pricing methodology, and justification, confirming compliance with SEBI Listing Regulations and other applicable requirements. |
| 10 | Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly | 1. Mr. Asad Daud, Non-Executive Director<br>2. Mr. Harikant Ganeshlal Turgalia, Non-Executive Director |
| 11 | Copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 12 | Other information relevant for decision making. | All material and relevant information in respect of the proposed resolution has been set out in the Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, which forms an integral part of this Notice. |

Save and except Mr. Asad Daud and Mr. Harikant Ganeshlal Turgalia, who are deemed to be interested in the respective resolutions, 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 Ordinary Resolutions set out at Item No. 03 & 04 of the Notice. The Board, based on the recommendation of the Audit Committee and after considering the rationale, benefits and terms of the proposed transactions, is of the opinion that the transactions are in the best interests of the Company and accordingly recommends the Ordinary Resolutions set out at Item No. 03 & 04 for approval by the Members.

# ATTENDANCE SLIP

**DP ID** ______________________________

**FOLIO NO/ CLIENT ID** ______________________________

**NO OF SHARES** ______________________________

Name and Address of the member/Proxy/ Authorized Representative (in Block Letter)

______________________________

______________________________

I/We hereby record my/our presence at the Extra- Ordinary General Meeting of **Aeroflex Neu Limited** ***(Formerly known as Sah Polymers Limited)*** Scheduled on Thursday, the 22$^{nd}$ day of October, 2026 at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003

**NOTE:** Member/Proxy holder/Authorised Representative wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

______________________________

Signature of Member/ Proxy/ Authorized Representative

# Form No. MGT-11

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule No 19(3) of the Companies (Management and Administration) Rules, 2014)

**Name of the member(s):** ____________________

**Registered Address:** ____________________

**E-Mail ID:** ____________________

**Folio No./ Client ID:** ____________________

**DP ID:** ____________________

I /We, being the member (s) of ____________ **shares of Aeroflex Neu Limited *(Formerly known as Sah Polymers Limited)*,** hereby appoint

1) Name ____________ Address ____________

E-mail Id ____________ Signature ____________or failing him/her.

2) Name ____________ Address ____________

E-mail Id ____________ Signature ____________or failing him/her.

as my / our proxy, to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, 22nd day of October, 2026, at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolution | Optional* | |
|---|---|---|---|
| | | For | Against |
| | **SPECIAL BUSINESS** | | |
| 1. | Approval for Alteration of Object Clause of the Memorandum of Association of the company **(Special Resolution)** | | |
| 2. | Approval for Modification of Objects of Utilisation of Proceeds from Preferential Issue of Warrants **(Special Resolution)** | | |
| 3. | Approval of Material Related Party Transaction with Aeroflex Enterprises Limited **(Ordinary Resolution)** | | |
| 4. | Approval of Material Related Party Transaction with Aeroflex Finance Private Limited **(Ordinary Resolution)** | | |

Affix revenue
stamp of Re 1/-

Signed this____________ day of ______________2026

Signature of shareholder________________________

Signature of Proxyholder (s)_____________________

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
2. The member/Proxies/Authorised Representatives are advised to bring original photo identity for verification.
3. Please complete all details including details of member(s) in above box before submission.

**Route Map to the Venue of the Extra-Ordinary General Meeting of**

## Aeroflex Neu Limited

***(formerly known as Sah Polymers Limited)***

Maharana Pratap Airport, Udaipur to
E 260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan 313003