



July 20, 2026

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Scrip Code: 534733

Subject: Corrigendum to the Notice of Postal Ballot ("POSTAL BALLOT NOTICE") dated July 20, 2026, circulated to the Members of Aerpace Industries Limited

Dear Sir/Madam,

In continuation of the Postal Ballot Notice dated July 09, 2026 circulated to the Members of Aerpace Industries Limited for transacting the business set out therein solely through the remote e-voting process, we wish to inform that a Corrigendum dated July 20, 2026 is being issued pursuant to certain modifications required by BSE Limited and to rectify some errors. The Corrigendum forms an integral part of the Postal Ballot Notice and shall always be read in conjunction with the original Postal Ballot Notice and the explanatory statement thereto. Except for the modifications stated in the Corrigendum, all other contents of the Postal Ballot Notice remain unchanged. The Corrigendum has been circulated to all Members and is enclosed herewith.

The Corrigendum to the Notice of the Postal Ballot is being made available on the Company's website at www.aerpace.com, BSE Limited at www.bseindia.com and National Securities Depository Limited at www.evoting.nsdl.com

Kindly take the same on your records.

Thanking you,
Yours faithfully,
For Aerpace Industries Limited

Anand Manoj Shah
Managing Director & CFO
DIN: 11709310

Encl: Postal Ballot Notice

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aerpace Industries Limited (Formerly Supremex Shine Steel Limited)

A1005, Kanakia Wall Street, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra, India 400093
022 6924 5000 | info@aerpace.com | www.aerpace.com | CIN: L74110MH2011PLC214373



CORRIGENDUM TO THE NOTICE OF THE POSTAL BALLOT

This Corrigendum is issued in continuation of the Notice of Postal Ballot dated July 09, 2026 ("Postal Ballot Notice"), together with the Explanatory Statement, circulated to the Members of **Aerpace Industries Limited** ("the Company") for transacting the business set out therein solely through the remote e-voting process.

The Postal Ballot Notice has been dispatched to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and other applicable laws, rules and regulations, as amended from time to time.

Pursuant to Regulation 28(1) of the SEBI Listing Regulations, the Company had submitted an application to **BSE Limited** ("BSE" or the "Stock Exchange") seeking its in-principle approval for the proposed preferential issue of convertible warrants as set out in Item No. 9 of the Postal Ballot Notice.

Pursuant to the observations communicated by BSE vide its letter dated July 10, 2026, the Company is issuing this Corrigendum to incorporate certain clarifications and additional disclosures in relation to the proposed preferential issue of convertible warrants in accordance with the provisions of the SEBI ICDR Regulations, as amended. This Corrigendum also rectifies certain inadvertent typographical and clerical errors identified in the Postal Ballot Notice.

Accordingly, the relevant resolutions and the Explanatory Statement stand modified to the extent set out in this Corrigendum in order to address the observations received from the Stock Exchange and to rectify the aforesaid errors.

The remote e-voting facility commenced at **09:00 A.M. (IST) on Friday, July 10, 2026**, and shall remain open until **05:00 P.M. (IST) on Saturday, August 08, 2026**. Members are requested to read this Corrigendum in conjunction with the Postal Ballot Notice while casting their votes through the remote e-voting process.

This Corrigendum forms an integral part of the Postal Ballot Notice. Except to the extent expressly modified by this Corrigendum, all other contents, terms and conditions of the Postal Ballot Notice, including the remote e-voting instructions and timelines, shall remain unchanged and continue to be valid.

The amendments to the Postal Ballot Notice and the Explanatory Statement are set out below:

1. In Agenda Item No. 7 of the Postal Ballot Notice relating to the appointment of Ms. Anshu Shukla Pandey (DIN: 11809932) as a Non-Executive Independent Director of the Company, it is hereby clarified that her appointment is for a term of five (5) consecutive years commencing from July 10, 2026.



Although the aforesaid term of appointment has been disclosed in the Explanatory Statement forming part of the Postal Ballot Notice, the Company, in the interest of greater clarity and to ensure consistency between the resolution and the Explanatory Statement, has decided to expressly incorporate the tenure of appointment in the resolution proposed for approval of the Members.

Accordingly, the revised resolution forms part of the updated Postal Ballot Notice annexed to this Corrigendum and shall be read in substitution of the resolution set out under **Agenda Item No. 7** of the original Postal Ballot Notice.

2. The Explanatory Statement forming part of Agenda Item No. 2 of the Postal Ballot Notice has been updated to incorporate the minimum information and disclosures required to be placed before the Members in accordance with the applicable provisions of SEBI Regulations and SEBI circulars issued thereunder.

Accordingly, the revised Explanatory Statement containing the requisite disclosures forms part of the updated Postal Ballot Notice annexed to this Corrigendum and should be read in substitution of the corresponding Explanatory Statement contained in the original Postal Ballot Notice.

3. The Explanatory Statement forming part of Agenda Item No. 9 of the Postal Ballot Notice has been updated to align the shareholding pattern with the shareholding pattern filed by the Company with the Stock Exchange. It was observed that certain details in the shareholding pattern forming part of the Postal Ballot Notice did not exactly correspond with the shareholding pattern submitted to the Stock Exchange due to inadvertent typographical errors.

Accordingly, the relevant particulars of the shareholding pattern have been corrected in the updated Postal Ballot Notice annexed to this Corrigendum. It is clarified that these corrections are purely clerical/typographical in nature and do not result in any change in the underlying shareholding of the Company or any other disclosures contained in the Postal Ballot Notice.

4. The Explanatory Statement forming part of Agenda Item No. 9 of the Postal Ballot Notice has been updated to incorporate the correct particulars of the Independent Registered Valuer, the valuation report and the issue price of the Warrants. Accordingly, the relevant portion of the Explanatory Statement under Agenda Item No. 9 shall stand substituted with the revised disclosures forming part of the updated Postal Ballot Notice annexed to this Corrigendum.

Further, since the proposed allottee, upon conversion of the Warrants, will hold more than 5% of the post-issue fully diluted equity share capital of the Company, the Company is required to obtain a valuation report from an Independent Registered Valuer in terms of Regulation 166A of SEBI ICDR Regulations, as amended. Accordingly, the Explanatory Statement has been suitably updated to include the requisite disclosures relating to the valuation report and the basis of determination of the issue price of the Warrants in compliance with the said Regulation.

It is further clarified that the proposed allotment of equity shares arising upon conversion of the Warrants will not result in a change in control of the Company. Accordingly, the requirement relating to determination of control premium under the second proviso to Regulation 166A of the SEBI ICDR Regulations is not applicable in the present case.



The Company further confirms that the valuation report obtained from the Independent Registered Valuer has been placed before and considered by the Audit Committee while recommending the proposed preferential issue, in compliance with the applicable provisions of the SEBI ICDR Regulations. The Valuation Report is available for inspection by the Members and can be accessed at the below web link:

Web Link: <https://www.aerpace.com/notice.html>

By order of the Board of Directors
For **Aerpace Industries Limited**

Anand Manoj Shah
Managing Director & CFO
DIN: 11709310

Date: **July 20, 2026**
Place: Mumbai

REGISTERED OFFICE:
CIN: L74110MH2011PLC214373
A/1005, 10th Floor, A Wing, Kanakia Wall Street,
Andheri Kurla Road, Andheri (East), Mumbai-400093
Website: www.aerpace.com
Email: info@erpace.com



AERPACE INDUSTRIES LIMITED

CIN: L74110MH2011PLC214373

Registered Office: Kanakia Wall Street, Office No. 1005, 10th floor, A Wings, Andheri - Kurla Road,
Andheri (East), Mumbai, Maharashtra, 400093

Tel: +91 22-69245000; Email: info@aerpace.com; Website: www.aerpace.com

POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

VOTING STARTS ON	VOTING ENDS ON
Friday, 10 July 2026 at 09:00 A.M. (IST)	Saturday, 08 August 2026 on 05:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of **Aerpace Industries Limited ("the Company")** by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025.

The Explanatory Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Pravesh Palod (ACS: A57964; CoP No.: 26765), Proprietor of M/s. Pravesh Palod & Associates, Practicing Company Secretaries (Peer Review No. 7406/2025), Indore as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as its agency for providing e-voting facility to its members. Only members as on **Friday, 03 July, 2026** (the "**Cut Off Date**") are entitled to vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice for information purposes only.

The Postal Ballot Notice will also be placed on the website of the Company i.e. www.aerpace.com and on the website of NSDL.

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In accordance with the MCA circulars, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this postal ballot notice is being sent only through Electronic mode to those members whose email addresses are registered with the Company/Depositories. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has made necessary arrangements with M/s. Purva Shareregistry Private Limited., Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In the event, that the Resolutions, as set out in the Notice, is assented to by the requisite majority by means of the e-voting process, it shall be deemed to have been passed as Special and Ordinary Resolution as mentioned in this Postal Ballot Notice. The resolutions, if approved, shall be deemed to have been passed on the last date of E voting.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results of e-voting will be announced on or before Monday, 10 August, 2026 and will be displayed on the Company's website www.aerpace.com and will also be communicated to the Stock Exchange and NSDL.

The Postal Ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. ANAND MANOJ SHAH (DIN: 11709310) AS MANAGING DIRECTOR OF THE COMPANY

*To consider and, if thought fit, to pass with or without modifications, the following Resolution as **an Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its Meeting held on May 11, 2026, consent of the Members of the Company be and is hereby accorded for the appointment and re-designation of Mr. Anand Manoj Shah (DIN: 11709310) as Managing Director of the Company for a period of three (3) years commencing from May 12, 2026 and ending on May 11, 2029, on the terms and conditions, as approved by the Board of Directors and set out in the Explanatory Statement annexed to the Postal Ballot Notice, not liable to retire by rotation, including the following remuneration;

- a. Salary, including variable pay, allowances and contribution to provident fund in accordance with the Company's policy, not exceeding **₹36,00,000 (Rupees Thirty-Six Lakhs only) per annum.**



- b. Perquisites, gratuity and such other retirement benefits as are applicable to the employees of his grade in accordance with the Company's policies and the applicable provisions of law.
- c. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mr. Anand Manoj Shah unless specifically provided otherwise.

RESOLVED FURTHER THAT Mr. Anand Manoj Shah shall be entitled to reimbursement of expenses incurred by him for the business of the Company;

RESOLVED FURTHER THAT the aforesaid remuneration including the perquisites calculated as per the provisions of Section 197 and 198 of the Companies Act, 2013, shall be payable in any financial year even if the aforesaid remuneration exceeds 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013, subject to the approval of the members of the Company;

RESOLVED FURTHER THAT in the event of absence of profits or inadequacy or profits in any financial year or years, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Anand Manoj Shah in accordance with Schedule V of the Companies Act 2013, subject to the approval of the members of the Company;

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee shall have the liberty to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors, subject to the approval of the members of the Company;

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be deemed necessary, proper or expedient for giving effect to this Resolution, including filing necessary forms and returns with the Registrar of Companies and other statutory authorities."

2. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) ENTERED INTO BY THE SUBSIDIARY COMPANY WITH AERPACE CONSULTANCY PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the material related party transaction(s), whether individually or in aggregate, to be entered into by Aerpace Supercars Private Limited, a subsidiary of the Company with the Aerpace Consultancy Private Limited, Related Party of the Company, for availing loan/financial assistance on such terms and conditions as may be



mutually agreed between the parties and such transaction shall not exceed Rs. 100 crores (Rupees One Hundred Crores Only) at any point of time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

3. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE ROBOTICS PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "Act") and other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company respectively, omnibus approval of the Members be and is hereby to the Company to enter/continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Aerpace Robotics Private Limited on such material terms and conditions as detailed in the Explanatory Statement attached to this Notice, provided however that the aggregate amount/value of these transaction(s) / contract(s)/ arrangement(s)/ agreement(s) that may be entered into by the Company with Aerpace Robotics Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 100,00,00,000 (Rupees One Hundred Crore only), provided that the said transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) so carried out, whether by way of continuation(s) or renewal(s) or

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extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, shall be in ordinary course of business and at arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

4. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE SUPERCARS PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "Act") and other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company respectively, omnibus approval of the Members be and is hereby to the Company to enter/continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Aerpace Supercars Private Limited on such material terms and conditions as detailed in the Explanatory Statement attached to this Notice, provided however that the aggregate amount/value of these transaction(s) / contract(s)/ arrangement(s)/ agreement(s) that may be entered into by the Company with Aerpace Supercars Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 105,00,00,000 (Rupees One Hundred and Five Crore only), provided that the said transaction(s)/

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contract(s)/ arrangement(s)/ agreement(s) so carried out, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, shall be in ordinary course of business and at arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

5. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE CONSULTANCY PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "Act") and other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), as amended from time to time, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the recommendation and approval of the Audit Committee and the Board of Directors of the Company respectively, omnibus approval of the Members be and is hereby to the Company to enter/continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s), in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Aerpace Consultancy Private Limited on such material terms and conditions as detailed in the Explanatory Statement attached to this Notice, provided however that the aggregate amount/value of these transaction(s) / contract(s)/ arrangement(s)/ agreement(s) that may be entered into by the Company with Aerpace Consultancy Private Limited and remaining outstanding at any one point in time shall

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not exceed Rs. 100 Crore (Rupees One Hundred Crore only), provided that the said transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) so carried out, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, shall be in ordinary course of business and at arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. APPOINTMENT OF SECRETARIAL AUDITORS TO FILL UP THE CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, M/s. Pravesh Palod & Associates, Practicing Company Secretary (Peer Review Firm Registration No: 7406/2025), be and are hereby appointed as Secretarial Auditors of the Company with effect from May 11, 2026 to conduct the Secretarial Audit for the financial year 2025-2026, to fill up casual vacancy caused due to resignation of M/s. Jain Preeti & Company, on such terms and conditions as may be mutually agreed between the Board of Directors and the Secretarial Auditor;

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, expedient, and desirable to give effect to this resolution and to file necessary e-Forms with the Registrar of Companies."



7. APPOINTMENT OF MS. ANSHU SHUKLA PANDEY (DIN: 11809932) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anshu Shukla Pandey (DIN: 11809932), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from July 10, 2026, and who has submitted the requisite declarations confirming that she meets the criteria of independence prescribed under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from July 10, 2026 and ending on July 09, 2031, subject to the provisions of the Act and the SEBI Listing Regulations;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing the requisite e-forms with the Registrar of Companies and making the necessary intimations to the Stock Exchanges and other statutory or regulatory authorities."

8. INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, from time to time, as it may consider fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crore Only) at any point of time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, fix, finalize and vary the terms and conditions of such borrowings including the security to be offered, rate of interest, tenure and other related matters as it may deem fit in the interest of the Company;



RESOLVED FURTHER THAT, any Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

9. ISSUANCE OF WARRANTS ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) (“Act”), the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and Clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities to the extent applicable, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/ to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company, be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches up to 1,50,00,000 (One Crore Fifty Lakh) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- (Rupee One only) each (“Warrants”) at a price of ₹ 32.55/- per Equity Share (“Warrant Exercise Price”) (Rupees Thirty-Two and Fifty Five Paise only) each, which is at a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, payable in cash, aggregating up to ₹ 48,82,50,000 (Rupees Forty Eight Crore Eighty Two Lakhs Fifty Thousand only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine to the following person belonging to Promoters/Promoter Group Category (hereinafter referred to as the “Proposed Allottee(s)”/“Warrant Holder(s)”):



Sr. No.	Name of the Proposed Allottee(s)	Category	Maximum number of Warrants proposed to be allotted	Total Amount (in Rs.)
1.	N.K. Family Private Trust	Promoter Group	1,50,00,000	48,82,50,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Thursday, July 09, 2026 (i.e., being the date, which is 30 days prior to the date of approval of Shareholders through Postal Ballot i.e. Saturday, August 08, 2026);

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of Warrants and allotment of equity shares on the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant;
- (b) An amount of ₹12,20,62,500/- (Rupees Twelve Crore Twenty Lakhs Sixty-Two Thousand Five Hundred only), which is equivalent to 25% of the Warrant Exercise Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holder will be required to make payment of balance 75% of the Warrant Exercise Price i.e. ₹ 36,61,87,500 (Rupees Thirty-Six Crore Sixty-One Lakhs Eighty-Seven Thousand Five Hundred only), at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s);
- (c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- (d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and the Equity Shares allotted upon conversion of Warrants, be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s);
- (e) Warrants shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Shareholders through Postal Ballot provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- (f) The right attached to Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the members,



allot the corresponding number of equity shares in dematerialised form within 15 days from the date of such exercise by the Warrant Holder;

- (g) The respective Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and;
- (h) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited by the Company;
- (i) The equity shares to be allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- (j) The pre-preferential allotment shareholding of the Warrant Holder, in the Company and Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- (k) The Warrants by themselves, until exercised and converted into equity shares, shall not give the Warrant Holders any voting rights and other rights with respect to that of an equity shareholder of the Company;
- (l) The price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid;
- (m) The Equity Shares allotted upon conversion of the Warrants will be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- (n) The Warrants shall be allotted in dematerialised form within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations, after receipt of all applicable statutory approvals, including the Required Statutory Approvals (as set out in the Explanatory Statement).

RESOLVED FURTHER THAT since the proceeds from the Preferential Issue is not more than ₹100 crore, the requirement for appointment of Monitoring Agency is not applicable, in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations;



RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants in Form No. PAS-5 and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the Warrants;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the regulators involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / SEBI and/ or such other appropriate authorities may impose at the time of their approval as agreed by the Board;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants, to be allotted to the Proposed Allottee(s), effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Warrants, including making applications to the Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and/ or CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottee(s), to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard;



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

By order of the Board of Directors
For **Aerpace Industries Limited**

Sd/-

Anand Manoj Shah
Managing Director & CFO
DIN: 11709310

Date: **July 09, 2026**
Place: Mumbai

REGISTERED OFFICE:
CIN: L74110MH2011PLC214373
A/1005, 10th Floor, A Wing, Kanakia Wall Street,
Andheri Kurla Road, Andheri (East), Mumbai-400093
Website: www.aerpace.com
Email: info@aerpace.com



Notes:

1. An Explanatory Statement as required under the provisions of Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts in respect to the above resolution is annexed to this Postal Ballot Notice ("Notice").
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system through Postal Ballot will be provided by NSDL.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Postal Ballot Notice has been uploaded on the website of the Company at www.aerpace.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Purva Shareregistry Pvt. Ltd. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Shareregistry Private Limited or to their depository participants in case shares are held in depository form.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All documents referred to in the notice are open for inspection at the registered office of the Company during office hours.
7. Members desires of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may send the same to the office of the Registrar and Transfer Agent of the Company.
8. The Board of Directors has appointed Mr. Pravesh Palod, Proprietor, M/s. Pravesh Palod & Associates (ACS: A57964 /C.P. No.: 26765), as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting through Postal Ballot in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of the e-Voting through Postal Ballot, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of two witnesses not in employment of the Company and submit a Consolidated



Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the e-Voting through Postal Ballot. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard.

10. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.aerpace.com) and on the e-Voting website of NSDL (www.evotingindia.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchange where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered Office in Mumbai.
11. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **8th August 2026**, subject to receipt of the requisite number of votes in favour of the Resolutions.
12. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e. day, **3rd July 2026**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The remote e-voting period begins on Friday, **10th July 2026** at 09:00 A.M. and ends on Saturday, **8th August 2026** at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **3rd July 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **3rd July 2026**.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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 & New System Myeasi Tab and then click on registration option. 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to



- open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspalodpraves@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@aerpace.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@aerpace.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors
For **Aerpace Industries Limited**

Sd/-

Anand Manoj Shah
Managing Director & CFO
DIN: 11709310

Date: **July 09, 2026**
Place: Mumbai

REGISTERED OFFICE:
CIN: L74110MH2011PLC214373
A/1005, 10th Floor, A Wing, Kanakia Wall Street,
Andheri Kurla Road, Andheri (East), Mumbai-400093
Website: www.aerpace.com
Email: info@erpace.com



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("ACT")

ITEM NO. 1: APPOINTMENT OF MR. ANAND MANOJ SHAH (DIN: 11709310) AS MANAGING DIRECTOR OF THE COMPANY

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has approved the appointment and re-designation of Mr. Anand Manoj Shah (DIN: 11709310) as the Managing Director of the Company, while he shall continue to hold the office of Chief Financial Officer (CFO) of the Company, for a period of three (3) years commencing from May 12, 2026, subject to the approval of the Members.

Mr. Anand Manoj Shah is a qualified and experienced professional having expertise in the areas of finance, business management, and corporate operations. His appointment is expected to strengthen the overall management and financial control of the Company and contribute to its growth and strategic objectives.

The principal terms and conditions of his appointment, including tenure, remuneration, and other benefits, are as approved by the Board/Nomination and Remuneration Committee and are placed before the members for their approval.

The proposed appointment is in accordance with the provisions of Section 203 of the Companies Act, 2013 which requires the appointment of Whole-Time Key Managerial Personnel including Managing Director and Chief Financial Officer in the Company.

The Company has received from Mr. Anand Manoj Shah:

- Consent to act as Managing Director and CFO;
- Declaration confirming that he is not disqualified from being appointed as Director under Section 164 (1) & (2) of the Companies Act, 2013;
- Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties and;
- Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

The Board is of the opinion that his appointment is in the best interest of the Company and therefore recommends the Ordinary Resolution set out at Item No. 1 for approval of the members.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member signifying the intention to propose the candidature of Mr. Shah as Managing Director.

Additional information in respect of Mr. Shah, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS2), is given at Annexure 1 to this Notice. A brief profile of him is given at Annexure 1 to this Notice.



Except Mr. Anand Manoj Shah himself and his relative to the extent of their shareholding, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, financially or otherwise.

ITEM NO. 2: APPROVAL OF MATERIAL TRANSACTION(S) ENTERED INTO BY SUBSIDIARY COMPANY WITH AERPACE CONSULTANCY PRIVATE LIMITED

The Company has a subsidiary namely Aerpace Supercars Private Limited, which in the ordinary course of its business has entered/proposes to enter into financial/commercial transactions including borrowing/loan arrangements with Aerpace Consultancy Private Limited, a related party of the Company.

Although the Company is not a direct party to the said transaction, however, since the transaction(s) entered into by the subsidiary with the Related Party of the Company, exceed the threshold prescribed under Regulation 23 of SEBI (LODR) Regulations, 2015, the approval of shareholders of the Company is required. The transaction is on an arm's length basis and is in the ordinary course of business of the subsidiary and is intended to support its business operations and financial requirements.

The Company has provided the Audit Committee (consisting of majority of Independent Directors) of the Company with the relevant details of the proposed material related party transaction(s) ("RPT"), as required under the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, titled "Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee and the Board of Directors including Independent Directors, after reviewing all necessary information, have unanimously granted their approval for entering into continue to enter into Material RPT by the subsidiary Company with Aerpace Consultancy Private Limited.

The information required to be disclosed pursuant to the SEBI Master Circular and the RPT Industry Standards is set out in **Annexure A** forming part of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, except Mr. Milan Shah Bhupendra and Ravi Soni to the extent of their shareholding, if any, in the Company and/or Subsidiary Company.

ITEM NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE ROBOTICS PRIVATE LIMITED

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23 of the SEBI Listing Regulations, shall require prior approval of the Members of the Company by way of an Ordinary Resolution and no related party shall vote to approve such resolution(s) whether the Company is a related party to the particular transaction or not.

aerpace

aerpace Industries Limited (Formerly Supremex Shine Steel Limited)

A1005, Kanakia Wall Street, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra, India 400093
022 6924 5000 | info@aerpace.com | www.aerpace.com | CIN: L74110MH2011PLC214373



In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as specified in Schedule XII of the SEBI Listing Regulations. Considering the turnover reported by the Company for the financial year ended March 31, 2026, the proposed related party transaction(s) to be entered into by the Company would qualify as a material related party transaction and, accordingly, would require the prior approval of the Members.

In furtherance of its operational activities, the Company will enter/ continue to enter into transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with related parties in terms of Regulation 2(1)(zc) of SEBI Listing Regulations in the ordinary course of business and on an arm's length basis.

The Company has provided the Audit Committee (consisting of majority of Independent Directors) of the Company with the relevant details of the proposed material related party transaction(s) ("RPT"), as required under the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, titled "Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee and the Board of Directors including Independent Directors, after reviewing all necessary information, have unanimously granted their approval for entering into/ continue to enter into RPT with Aerpace Robotics Private Limited.

The RPT placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Independent Members of Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 ("Act") and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transaction, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations

Accordingly, as per Regulation 23 of the SEBI Listing Regulations, approval of the members pursuant to Resolution No. 2 is sought for the transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) to be undertaken with Aerpace Robotics Private Limited (whether individually or taken together or series of transactions or otherwise) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, as set out in **Annexure B**. Approval of Members under Section 188 and its rules provided thereunder under the Act pursuant to Resolution No. 3 is also being sought as a measure of good corporate governance and in the interest of transparency.

The validity of the aforementioned proposal, if approved by the Members, shall be valid for a period of one year from the date of passing the resolution.

The details of transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read SEBI Master Circular along with RPT Industry Standards are given in "**Annexure B**".



Basis the rationale and justification provided above, the Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, except Mr. Milan Shah Bhupendra and Mr. Anand Manoj Shah to the extent of their shareholding, if any, in the Company.

ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE SUPERCARS PRIVATE LIMITED

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23 of the SEBI Listing Regulations, shall require prior approval of the Members of the Company by way of an Ordinary Resolution and no related party shall vote to approve such resolution(s) whether the Company is a related party to the particular transaction or not.

In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as specified in Schedule XII of the SEBI Listing Regulations. Considering the turnover reported by the Company for the financial year ended March 31, 2026, the proposed related party transaction(s) to be entered into by the Company would qualify as a material related party transaction and, accordingly, would require the prior approval of the Members.

In furtherance of its operational activities, the Company will enter/ continue to enter into transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with related parties in terms of Regulation 2(1)(zc) of SEBI Listing Regulations in the ordinary course of business and on an arm's length basis.

The Company has provided the Audit Committee (consisting of majority of Independent Directors) of the Company with the relevant details of the proposed material related party transaction(s) ("RPT"), as required under the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, titled "Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee and the Board of Directors including Independent Directors, after reviewing all necessary information, have unanimously granted their approval for entering into continue to enter into RPT with Aerpace Supercars Private Limited.

The RPT placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Independent Members of Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 ("Act") and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transaction, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations



Accordingly, as per Regulation 23 of the SEBI Listing Regulations, approval of the members pursuant to Resolution No. 4 is sought for the transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) to be undertaken with Aerpace Supercars Private Limited (whether individually or taken together or series of transactions or otherwise) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, as set out in **Annexure C**. Approval of Members under Section 188 and its rules provided thereunder under the Act pursuant to Resolution No. 4 is also being sought as a measure of good corporate governance and in the interest of transparency.

The validity of the aforementioned proposal, if approved by the Members, shall be valid for a period of one year from the date of passing of resolution.

The details of transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read SEBI Master Circular along with RPT Industry Standards are given in “**Annexure C**”.

Basis the rationale and justification provided above, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, except Mr. Milan Shah Bhupendra to the extent of their shareholding, if any, in the Company.

ITEM NO. 5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND AERPACE CONSULTANCY PRIVATE LIMITED

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23 of the SEBI Listing Regulations, shall require prior approval of the Members of the Company by way of an Ordinary Resolution and no related party shall vote to approve such resolution(s) whether the Company is a related party to the particular transaction or not.

In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as specified in Schedule XII of the SEBI Listing Regulations. Considering the turnover reported by the Company for the financial year ended March 31, 2026, the proposed related party transaction(s) to be entered into by the Company would qualify as a material related party transaction and, accordingly, would require the prior approval of the Members.

In furtherance of its operational activities, the Company will enter/ continue to enter into transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with related parties in terms of Regulation 2(1)(zc) of SEBI Listing Regulations in the ordinary course of business and on an arm's length basis.

The Company has provided the Audit Committee (consisting of majority of Independent Directors) of the Company with the relevant details of the proposed material related party transaction(s) ("RPT"), as required under the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-



POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, titled "Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee and the Board of Directors including Independent Directors, after reviewing all necessary information, have unanimously granted their approval for entering into continue to enter into RPT with Aerpace Consultancy Private Limited.

The RPT placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Independent Members of Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 ("Act") and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transaction, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations

Accordingly, as per Regulation 23 of the SEBI Listing Regulations, approval of the members pursuant to Resolution No. 5 is sought for the transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) to be undertaken with Aerpace Consultancy Private Limited (whether individually or taken together or series of transactions or otherwise) whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transaction(s)/ contract(s)/ arrangement(s) or as fresh and independent transaction(s) or otherwise, as set out in **Annexure D**. Approval of Members under Section 188 and its rules provided thereunder under the Act pursuant to Resolution No. 4 is also being sought as a measure of good corporate governance and in the interest of transparency.

The validity of the aforementioned proposal, if approved by the Members, shall be valid for a period of one year from the date of passing of resolution.

The details of transaction(s) as required under Regulation 23 of the SEBI Listing Regulations read SEBI Master Circular along with RPT Industry Standards are given in "**Annexure D**".

Basis the rationale and justification provided above, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution, except Mr. Ravi Soni to the extent of their shareholding, if any, in the Company.

ITEM NO. 6: APPOINTMENT OF SECRETARIAL AUDITORS TO FILL UP THE CASUAL VACANCY

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on May 11, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, the appointment of M/s. Pravesh Palod & Associates, Practicing Company Secretary (PRN: 7406/2025) as



Secretarial Auditors of the Company for the financial year 2025-26 due to the casual vacancy arose from the resignation of M/s. Jain Preeti & Company, Practicing Company Secretaries (Firm Registration No: 14964), on such terms and conditions includes remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 1,00,000/- excludes applicable taxes and out of pocket expenses.

M/s. Pravesh Palod & Associates has confirmed their eligibility and consented to act as Secretarial Auditors, if appointed. They have also confirmed that their appointment, if made, will be within the limits prescribed under applicable provisions of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

ITEM NO. 7: APPOINTMENT OF MS. ANSHU SHUKLA PANDEY (DIN: 11809932) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors of the Company at its meeting held on July 09, 2026, has appointed Ms. Anshu Shukla Pandey (DIN: 11809932) as an Additional Director in the capacity of Independent Director, on the recommendation of Nomination & Remuneration Committee, for a term of five (5) years with effect from July 10, 2026, subject to the approval of the members of the Company.

The Company has received:

- Consent in Form DIR-2;
- Declaration confirming that she is not disqualified from being appointed as Director under Section 164 (1) & (2) of the Companies Act, 2013;
- Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations
- Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and;
- Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;
- Ms. Anshu Shukla Pandey has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board and Nomination and Remuneration Committee, Ms. Anshu Shukla Pandey fulfills the criteria of independence and possesses the requisite expertise and experience to be appointed as an Independent Director of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member signifying the intention to propose the candidature of Ms. Pandey as an Independent Director.



Additional information in respect of Ms. Pandey, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS2), is given at Annexure 1 to this Notice. A brief profile of her is given at Annexure 1 to this Notice.

The Board of Directors recommends the resolution in relation to appointment of Ms. Pandey as an Independent Director of the Company, as set out in Item No. 7 for approval of the members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

ITEM NO. 8: INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

The present borrowing powers of the Company are approved by the members under Section 180(1)(c) of the Companies Act, 2013 is up to Rs. 100,00,00,000 (Rupees One Hundred Crore Only), excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

In view of the Company's expansion plans, increased working capital requirements, capital expenditure, strategic initiatives and general corporate purposes, the Board of Directors of the Company, in its meeting held on July 09, 2026, has considered and approved, the proposal to increase the borrowing limits of the Company to Rs. 500,00,00,000 (Rupees Five Hundred Crore Only).

The Board is of the opinion that the proposed enhancement in borrowing limits will enable the Company to have adequate financial flexibility to meet its funding requirements and support its future growth plans. Accordingly, approval of the members is sought by way of a Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 8 for approval of the members.

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 said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 9: ISSUANCE OF WARRANTS ON PREFERENTIAL BASIS

The Board of Directors of the Company ("Board"), at its meeting held on July 09, 2026, subject to the approval of the Members and such other regulatory/statutory approvals as may be required, approved the issue and allotment of upto 1,50,00,000 Convertible Warrants on a preferential basis, at an issue price of ₹32.55 per security (including premium of ₹31.55 per security), aggregating up to ₹ 48,82,50,000, in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder and the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time.

The proposed preferential issue is intended to strengthen the Company's capital base and augment its long-term financial resources. The funds proposed to be raised through the preferential issue are primarily intended to meet the Company's **working capital requirements**, support business expansion,



fund operational requirements, improve financial flexibility, and for other general corporate purposes, in accordance with the applicable laws.

The Board believes that the proposed capital infusion will enable the Company to maintain adequate liquidity, enhance its operational capabilities, support future business growth, and improve its overall financial position. The proposed issue is expected to facilitate timely availability of funds without increasing the Company's debt burden and will contribute towards achieving the Company's strategic and operational objectives.

The preferential issue shall be made in compliance with the applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, and other applicable laws, rules, regulations and guidelines, including any statutory modification(s) or re-enactment(s) thereof.

The detailed disclosures as required under Chapter V of the SEBI ICDR Regulations, including the objects of the issue, maximum number and type of securities proposed to be issued, issue price, relevant date, identity of the proposed allottee, percentage of post-issue shareholding, change in control, pre and post issue shareholding pattern, lock-in requirements, valuation report, certificate from the Practicing Company Secretary confirming compliance with the SEBI ICDR Regulations, and other prescribed disclosures, are set out in the accompanying Notice.

Accordingly, the Board recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company and/or to the extent that any of them may be proposed as an allottee under the preferential issue, if applicable.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to ₹ 48,82,50,000 (Rupees Forty-Eight Crore Eighty-Two Lakhs and Fifty Thousand only) by way of issue and allotment of up to 1,50,00,000 (One Crore Fifty Lakh) Warrants, each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹1/- each ("Warrants") at a price of ₹ 32.55/- per Equity Share ("Warrant Exercise Price") each payable in cash which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the Promoters/Promoter Group of the Company (hereinafter referred to as "Proposed Allottee"/ "Warrant Holders"), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in terms of the provisions of Section 42 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Section 62(1)(c) of the Act read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations and BSE Circular No.



20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue are set out below:

i. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors at its meeting held on Thursday, July 09, 2026 subject to the approval of the Members and such other approvals as may be required, has approved the issuance and allotment of up to 1,50,00,000 (One Crore Fifty Lakh) Warrants each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹1/- each ("Warrants") at a price of ₹ 32.55/- per Equity Share ("Warrant Exercise Price") each, for an aggregate amount of up to ₹ 48,82,50,000 (Rupees Forty-Eight Crore Eighty -Two Lakh Fifty Thousand only),

Sr. No.	Name of the Proposed Allottee(s)	Name of Ultimate Beneficial Owner of the Proposed Allottee(s)
1.	N.K. Family Private Trust	Prabodhkumar Tulsidas Kampani & Nayna Prabodhkumar Kampani

(hereinafter referred to as "Proposed Allottee" / "Warrant Holder"), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine in the manner detailed hereafter.

ii. Objects of the Issue:

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

Sr. No.	Particulars	Total estimated amount to be funded from proceeds	Tentative timeline for utilisation of issue proceeds from the date of receipt of funds
1.	Working Capital Requirements	48,82,50,000	The Company proposes to utilise the 25% of the issue consideration received at the time of allotment of the Warrants towards the stated objects of the issue within 6 to 9 months from the date of receipt of such funds. The balance 75% of the issue consideration, which shall be received upon exercise and conversion of the Warrants into Equity Shares, as and when received from the Warrant holders, is proposed to be utilised within 9 to 12 months from the date of receipt of such funds, depending upon the Company's business requirements and the implementation schedule of the proposed utilization.



Total	48,82,50,000	
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iii. Relevant Date:

The “Relevant Date” as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Warrants to be issued is fixed as Thursday, July 09, 2026, being 30 (thirty) days prior to the date of approval of shareholders through Postal Ballot.

iv. Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited (“BSE”). In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Equity Shares are frequently traded on BSE.

Accordingly, for the purpose of determining the floor price of the Warrants proposed to be issued on preferential basis, the trading volumes of the Equity Share on BSE during the relevant period has been considered.

The Relevant Date for determining the floor price of the Warrants in accordance with SEBI ICDR Regulations is July 09, 2026,. The Articles of Association of the Company permits issuance of securities, including warrants, on a preferential basis and do not prescribe any specific methodology for determining the issue price of such securities.

Further, since the proposed allottee(s), upon conversion of the Warrants, will hold more than 5% of the post-issue fully diluted equity share capital of the Company, the Company has obtained a Valuation Report from Mr. Rohit Khandelwal, Chartered Accountant & Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13235) in accordance with Regulation 166A of the SEBI ICDR Regulations. The Valuation Report has also been placed before and considered by the Audit Committee.

Accordingly, in terms of Regulations 164(1) read with Regulation 166A of the SEBI ICDR Regulations, the issue price of the Warrants shall not be less than the higher of the following:

A. The price which is higher of the following, as per Regulation 164(1):

- 90 (ninety) trading days’ volume weighted average price of the Equity Shares of the Company quoted on BSE preceding the Relevant Date i.e., Rs. 27.45/- (Rupees Twenty-Seven and Forty-Five Paise Only) per Equity Share;
- 10 (ten) trading days’ volume weighted average prices of Equity Shares of the Company quoted on BSE preceding the Relevant Date i.e., Rs. 32.53/- (Rupees Thirty-Two and Fifty-Three Paise Only) per Equity Share;

B. The price determined by an Independent Registered Valuer, as per Regulation 166A:

The value of equity shares determined by Mr. Rohit Khandelwal, Chartered Accountant & Registered Valuer (IBBI Reg. No. IBBI/RV/03/2020/13235), in accordance with Regulations 164 and 166A and other applicable provisions of the SEBI ICDR Regulations, vide the Valuation

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Report dated Thursday, July 09, 2026 ("Valuation Report") is Rs. 32.54 (Rupees Thirty-Two and Fifty-Four Paise Only) per Equity Share.

The Valuation Report is available for inspection by the Members and is also hosted on the website of the Company at <https://www.aerpace.com/notice.html>.

Accordingly, in accordance with the applicable provisions of the SEBI ICDR Regulations, the floor price shall be Rs. 32.54/- (Rupees Thirty-Two and Fifty-Four Paise Only), being higher of the above A or B. The pricing of the Warrants which can be exercised in order to subscribe to equivalent number of Equity Shares of face value of Re. 1/- (Rupee One Only) each is Rs. 32.55/- (Rupees Thirty-Two and Fifty-Five Only) per Warrant which is not lower than the floor price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the right of conversion of Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

v. Method of determination of price as per the Articles of Association of the Company

The Articles of Association of the Company do not prescribe any specific methodology for determination of the floor price or issue price of securities proposed to be issued on a preferential basis. Accordingly, the provisions relating to determination of price under the Articles of Association are not applicable.

In view of the above, in accordance with the provision of Chapter V of SEBI ICDR Regulation, the Board of Directors has approved the issue of Convertible Warrants on a preferential basis at an issue price of ₹32.55/- (Rupees Thirty-Two and Fifty-Five Paise Only) per Warrant, each Warrant being convertible into one Equity Share of face value of Re. 1/- each, at a premium of ₹31.55/- per Warrant, which is not less than the floor price determined in accordance with Regulations 164 and 166A of the SEBI ICDR Regulations.

vi. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an aggregate amount of up to ₹ 48,82,50,000 (Rupees Forty-Eight Crore Eighty-Two Lakh Fifty Thousand only) for cash by way of Preferential Issue of 1,50,00,000 (One Crore Fifty Lakh) Warrants each convertible in 1 (one) Equity Share of Face Value of Re1/- each at ₹ 32.55/- (Rupees Thirty-Two and Fifty Five Paise Only) including premium of ₹ 31.55/- per share.

vii. The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is made to the category belonging to the Promoter Group as mentioned herein.

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

No allotment on preferential basis has been made by the Company during the period from April 01, 2026 till the date of this Notice.

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ix. Total amount which the Company intends to raise by the issue and maximum number of securities to be issued:

The resolution set out in the accompanying Notice authorises the Board to raise funds aggregating up to ₹48,82,50,000 (Rupees Forty-Eight Crore Eighty-Two Lakhs Fifty-Two Thousand only) by way of issue of up to 1,50,00,000 (One Crore Fifty Lakhs Lakh) warrants, each convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each ("Warrants") at a price of ₹ 32.55/- per Equity Share ("Warrant Exercise Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months.

An amount of ₹ 12,20,62,500 (Rupees Twelve Crore Twenty Lakhs Sixty-Two Thousand Five Hundred only), which is equivalent to 25% of the Warrant Exercise Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payments of balance 75% of the Warrant Exercise Price i.e. ₹36,61,87,500 (Rupees Thirty-Six Crore Sixty-One Lakhs Eighty-Seven Thousand Five Hundred only), at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

The conversion of the Warrants into equity shares shall be carried out in compliance with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including the requirements relating to disclosures and other compliances, as may be applicable from time to time upon such conversion.

x. The price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than cash, shall be determined on the basis of valuation report of a registered valuer:

The issue of Warrants shall be made only for cash consideration. Accordingly, the issue price of the Warrants is not required to be determined on the basis of a valuation report of Registered Valuer under the pricing provisions of the SEBI ICDR Regulations and has been determined in accordance with Regulation 164 thereof.

Further, since the proposed allottee(s), upon conversion of the Warrants, will hold more than 5% of the post-issue fully diluted equity share capital of the Company, the Company has obtained a Valuation Report from Mr. Rohit Khandelwal, Chartered Accountant & Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13235) in accordance with Regulation 166A of the SEBI ICDR Regulations.

xi. Intent of the promoters, directors, key managerial personnel or senior management personnel of the Company to subscribe to the offer:

The Proposed Allottee, namely, N.K. Family Private Trust, belonging to Promoter Group category of the Company, will subscribe to the offer.

Except, N.K. Family Private Trust, promoter group of the Company, who will be subscribing to Warrants in the preferential issue, none of the other promoters/promoter group, directors or key

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managerial personnel or senior management personnel of the Company intend to apply/ subscribe to any of the Warrants.

xii. Name and address of valuer who performed valuation:

The price for the Preferential Issue of the Warrants has been determined taking into account the valuation report dated July 09, 2026, issued by Mr. Rohit Khandelwal, Independent Registered Valuer (IBBI Reg. No. IBBI/RV/03/2020/13235), and having office at SPARK HOUSE, 51, Scheme number 53, Vijay Nagar, Near Medanta Hospital, Indore (M.P.) ("Valuer"), in accordance with Regulation 166A of the SEBI ICDR Regulations, that was duly approved by the Audit Committee of the Board on July 09, 2026.

The said report is available on the Company's website and can be accessed at: www.aerpace.com.

xiii. Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

xiv. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163(1)(f) of the SEBI ICDR Regulations.

Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Name of Ultimate Beneficial Owner of the Proposed Allottee(s)	Pre issue shareholding of the Proposed Allottee(s)		Post issue shareholding of the Proposed Allottee(s) (*)	
			Number of shares	%	Number of shares	%
N.K. Family Private Trust	Promoter Group	Prabodhkumar Tulsidas Kampani & Nayna Prabodhkumar Kampani	10,000	0.01	1,50,10,000	8.89
TOTAL			10,000	0.01	1,50,10,000	8.89

*The post issue shareholding pattern in the above table has been prepared with shareholding as on July 09, 2026, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted the corresponding Equity Shares upon conversion of such Warrants.



In the event for any reason, the Proposed Allottee do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

xv. The percentage of the post-preferential issue that may be held by the Proposed Allottee(s):

Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Pre issue shareholding of the Proposed Allottee(s)		Post issue shareholding of the Proposed Allottee(s) (*)	
		Number shares	%	Number shares	%
N.K. Family Private Trust	Promoter Group	10,000	0.01	1,50,10,000	8.89
TOTAL		10,000	0.01	1,50,10,000	8.89

*The post issue shareholding pattern in the above table has been prepared with shareholding as on July 09, 2026, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted the corresponding Equity Shares upon conversion of such Warrants.

In the event for any reason, the Proposed Allottee do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

xvi. The change in control, if any, in the Company consequent to the preferential issue:

At present, the Promoter and Promoter Group of the Company hold 6,96,15,904 Equity Shares, constituting 45.24% of the existing paid-up equity share capital of the Company (43.36% on a fully diluted basis). Upon allotment of the Warrants and assuming full conversion thereof into Equity Shares, the shareholding of the Promoter and Promoter Group will increase to 8,46,15,904 Equity Shares, constituting 50.11% of the post-issue paid-up equity share capital of the Company (48.20% on a fully diluted basis).

There will be no change in the control or composition of the Board of Directors of the Company consequent to the said preferential issue.

The proposed preferential issue will not attract any obligation to make an open offer for the acquisition of shares of the Company under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"). However, the said allotment will result in a change in the shareholding of the Promoter and Promoter Group, along with persons acting in concert ("PAC"), exceeding 2% of the total shareholding/voting rights of the Company. Accordingly, disclosures under Regulation 29(2) of the SEBI SAST Regulations shall be triggered and made in the prescribed manner and within the stipulated timelines.



xvii. Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:

As mentioned above, the Proposed Allottee belong to Promoter Group of the Company and the status of which will continue as Promoter Group post the preferential issue.

xviii. Shareholding Pattern before and after the Preferential Issue (assuming the conversion of Equity Warrants, if allotted, into Equity Shares) is as below:

Sr. No.	Category of shareholder	Pre-Preferential Issue (as on July 08, 2026)		Post Preferential Issue	
		No. of equity shares	% of holding	No. of equity shares	% of holding
(A)	Promoters' and promoter group holding	6,96,15,904	45.25	8,46,15,904	50.11
1.	Indian promoters/promoter group	6,96,15,904	45.25	8,46,15,904	50.11
(a)	Individuals/ HUF	6,89,87,945	44.84	6,89,87,945	40.86
(b)	Body Corporate	6,07,959	0.40	6,07,959	0.36
(c)	Trust(s)	20,000	0.01	1,50,20,000	8.90
	Sub-total	6,96,15,904	45.25	8,46,15,904	50.11
2.	Foreign Promoters	-	-	-	-
	Bodies Corporates	-	-	-	-
	Sub-total	-	-	-	-
	Sub Total (A)	-	-	-	-
(B)	Non- Promoters Shareholding (Public)	-	-	-	-
1.	Government of India (B) (1)	-	-	-	-
2.	Institutions (B) (2)	-	-	-	-
(a)	Foreign Portfolio Investors	-	-	-	-
(b)	Mutual Funds / Financial Institutions/ Banks / AIF	-	-	-	-
(c)	Foreign Investors	-	-	-	-
(d)	Others	-	-	-	-
	Sub-Total Institutions (B) (2)	-	-	-	-
3.	Non-Institution (B) (3)	-	-	-	-
(a)	Individual	7,56,45,225	49.17	7,56,45,225	44.80



(b)	Corporate Bodies (Including Overseas Corporate Bodies)	-	-	-	
(c)	Non-Resident Indian (NRI)	9,23,829	0.60	9,23,829	0.55
(d)	Body Corporates (Including Limited Liability Partnerships)	28,89,102	1.87	28,89,102	1.71
(e)	Clearing Members	5,16,267	0.34	5,16,267	0.31
(f)	Trust	-	-	-	-
(g)	Others	42,67,655	2.77	42,67,655	2.53
	Sub-total Non-Institutions (B) (3)	8,42,42,078	54.75	8,42,42,078	49.89
	Total Non-Promoters Shareholding (Public) (B) = (B) (1) + (B) (2) + (B) (3)	8,42,42,078	54.75	8,42,42,078	49.89
	TOTAL (A) + (B)	15,38,57,982	100	16,88,57,982	100

*The post issue shareholding pattern in the above table has been prepared with shareholding as on July 9, 2026, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted the corresponding Equity Shares upon conversion of such Warrants.

The shareholding pattern of the Company post issue of the allotment, including the impact of the assumed conversion of the outstanding Equity Warrants into Equity Shares, exercise of vested ESOPs and conversion of other outstanding convertible securities, wherever applicable, is provided in **Annexure E** forming part of this Notice.

In the event for any reason, the Proposed Allottee do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

It is further assumed that shareholding of the Company in all other categories will remain unchanged.

xix. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

N.K. Family Private Trust, Promoter Group, are subscribing to Convertible Warrants aggregating upto ₹48,82,50,0000. None of the other Promoter or Directors of the Company are making any subscription/ contribution as part of this preferential issue or separately in furtherance of objects.

xx. Principal terms of assets charged as securities: Not Applicable

xxi. Material terms of raising such securities: The same has been disclosed in the concerned shareholders resolution.



- xxii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable, as the proposed allotment shall be made for cash consideration.
- xxiii. Undertaking:**
- The Company hereby undertakes that:
- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
 - b) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
 - c) Neither the Proposed Allottee(s), the beneficial owners of Proposed Allottee, the Company, its Directors or Promoters have been declared as wilful defaulter or a fugitive economic offender or a fraudulent borrower.
 - d) The Proposed Allottee(s) have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date.
- xxiv. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so**
- a) Since the Equity Shares of the Company have been listed on the Stock Exchange for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of SEBI ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.
 - b) However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid.
- xxv. Listing:** The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects.
- xxvi. Lock-in period:** The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.



- xxvii. **Dues toward SEBI, Stock Exchange(s) or Depositories:** There are no outstanding dues payable by the Company to the SEBI, Stock Exchanges or Depositories as on the date.
- xxviii. **Beneficial interest of every Promoter, Director and KMPs to the extent of 2% or more in N.K. Family Private Trust:**

Name of the Proposed Allottee(s)	Category of the Proposed Allottee(s)	Name of Ultimate Beneficial Owner of the Proposed Allottee(s)	Pre issue shareholding of the Proposed Allottee(s)		Post issue shareholding of the Proposed Allottee(s) (*)	
			Number of shares	%	Number of shares	%
N.K. Family Private Trust	Promoter Group	Prabodhkumar Tulsidas Kampani & Nayna Prabodhkumar Kampani	10,000	0.01	1,50,10,000	8.89
TOTAL			10,000	0.01	1,50,10,000	8.89

Save as disclosed above, no other Promoter, Director or KMP has a beneficial interest of 2% or more in the Trust.

xxix. Practicing Company Secretary's Certificate:

A certificate from Ms. Dipti Nagori, Practicing Company Secretary, (CoP No.: 9917), has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations and the same shall be available on the website of the Company and the same shall be made available for inspection by the Shareholders at the Registered Office of the Company at A/1005, 10th Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093 between 11:00 A.M. and 5:00 P.M. on all working days between Monday to Friday from the date of dispatch of the Postal Ballot Notice till the date of closing of e-voting of Postal Ballot.

The certificate can be accessed at www.aerpace.com and shall be placed in the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 9, except Mr. Milan Shah Bhupendra, and Mr. Anand Manoj Shah, Promoters of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.



xxx. Recommendations and voting pattern of the independent directors of the Company:

The requirement relating to the recommendation from the Committee of the Independent Directors under the applicable provisions of Chapter V of the SEBI ICDR Regulations is not applicable to the proposed preferential issue, as the proposed allotment of Warrants and the consequent allotment of Equity Shares upon conversion thereof will not result in a change in control of the Company.

By order of the Board of Directors
For **Aerpace Industries Limited**

Sd/-

Anand Manoj Shah
Managing Director & CFO
DIN: 11709310

Date: **July 09, 2026**

Place: Mumbai

REGISTERED OFFICE:

CIN: L74110MH2011PLC214373

A/1005, 10th Floor, A Wing, Kanakia Wall Street,

Andheri Kurla Road, Andheri (East), Mumbai-400093

Website: www.aerpace.com

Email: info@erpace.com



Annexure 1

Details of Directors seeking Appointment/Re-appointment

(Pursuant to the Listing Regulations and Secretarial Standard-2 on “General Meetings”)

Particulars	Ms. Anshu Shukla Pandey	Mr. Anand Manoj Shah
Director Identification Number (DIN)	11809932	11709310
Date of Birth	February 24, 1966 (60 years)	June 6, 1975 (51 years)
Date of first Appointment	July 10, 2026	May 12, 2026
Current Term of appointment	5 years commencing from July 10, 2026 till July 9, 2031 (both days inclusive)	3 years commencing from May 12, 2026 to May 11, 2029.
Experience in specific areas	She is seasoned tax administration and public policy professional with over 31 years of distinguished experience in the Indian Revenue Service (IRS). She has expertise in tax administration, compliance management, international taxation, transfer pricing, governance and institutional reforms.	He possesses rich experience in business administration and management functions and has consistently demonstrated strong leadership capabilities in overseeing financial operations, optimizing resources, and implementing effective business strategies.
Brief profile	Ms. Anshu Shukla Pandey is a seasoned tax administration and public policy professional with over 31 years of distinguished experience in the Indian Revenue Service (IRS). She retired as Principal Commissioner of Income Tax and has held several senior leadership positions in the Income Tax Department, with expertise in tax administration, compliance management, international taxation, transfer pricing, governance and institutional reforms. She is presently associated with the International Monetary Fund (IMF) as a Short-Term Tax Administration Expert and is a Certified TADAT Assessor, providing technical assistance on tax administration reforms,	Mr. Anand Manoj Shah is a seasoned business leader with over 31 years of extensive industry experience in leading accounts and finance functions. Over the course of his professional journey, he has developed strong expertise in financial planning, budgeting, taxation, compliance management, corporate finance, and strategic decision-making. His deep understanding of financial and operational functions has enabled him to effectively contribute towards sustainable business growth and organizational development.



	compliance risk management and audit modernisation across various jurisdictions. Her extensive experience in governance, public policy, regulatory compliance and institutional capacity building is expected to add significant value to the deliberations of the Board.	
Qualifications	Ms. Pandey holds a Master's Degree in International Development and Public Policy from Duke University, USA, along with qualifications in Law, Physics and Education.	Mr. Shah holds a Bachelor's Degree in Commerce.
Directorships held in Other Companies	Nil	Nil
Resignation as a Director from Listed Entities in the past three years	Nil	Nil
Committee position held in other companies	Nil	Nil
Shareholding in the Company (No. of Shares)	Nil	2,90,70,566
Disclosure between Director Inter se	Ms. Pandey is not related to any of the Directors of the Company.	Mr. Shah is not related to any of the Directors of the Company.
No. of meetings of the Board held/ attended during the year	Nil	02/02
Remuneration last drawn	-	Rs. 3,00,000 per month
Remuneration proposed	She will not be entitled to any remuneration, except for the sitting fees for the meetings she attends.	As per the explanatory note statement given above.
As per the explanatory note given above.	-	The managerial remuneration proposed to be paid is justified in view of the profile, knowledge, skills and responsibilities handled by Mr. Shah to handle the size and complexity of the business, the diversified product portfolio and competitive environment in which the Company operates. The remuneration is commensurate with the remuneration package of similar senior-

		level appointees in other companies and thus comparable to the industry standards.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	NA	Besides the remuneration proposed to be paid to Mr. Shah and his shareholding as Promoter/ Promoter Group in the Company, he does not have any other pecuniary relationship with the Company.
III. Other Information	-	
Reasons of loss or inadequate profits	-	The Company has loss in the financial year 2025-26.
Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.	-	The Company has been making necessary efforts to improve its performance and is aggressively pursuing and implementing various strategies.
Expected increase in productivity and profits in measurable terms	-	The Company anticipates that the overall economy and consumer sentiments will revive in near future. The productivity, performance and profitability of the Company will gradually improve in the coming years owing to the persistent efforts and aggressive strategies adopted by the Company.
Disclosures	-	The information and disclosures of the remuneration package of the managerial personnel are disclosed in the Notice



Annexure A

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE SUBSIDIARY COMPANY AND ITS RELATED PARTIES AS RECOMMENDED BY THE AUDIT COMMITTEE AND BOARD OF DIRECTORS SUBJECT TO THE APPROVAL OF MEMBERS

Transaction(s) between Subsidiary Company and Aerpace Consultancy Private Limited

Sr. No.	Particulars	Details
I	<u>Basic details of the related party</u>	
	1. Name of the related party	Aerpace Consultancy Private Limited
	2. Country of incorporation of the related party	India
	3. Nature of business of the related party	Aerpace Consultancy engaged in consultancy, advisory, technical, and management services across sectors including artificial intelligence, aviation, defence, robotics, automotive, renewable energy, hydrogen technology, battery systems, chemicals, and advanced materials.
II	<u>Relationship and ownership of the related party</u>	
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: 1. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 2. 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). 3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which</i>	Entity under common control of the promoter.

	<i>the listed entity/Subsidiary/ related party has control</i> <i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	
III	<u>Details of previous transactions with the related party</u>	
	1. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	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.	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 three financial year.	NIL
IV	<u>Amount of the proposed transaction(s)</u>	
	1. Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	INR 100,00,00,000/-
	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	The proposed transaction represents 4681.94% of AIL's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	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)	NIL
	5. Value of the proposed transactions as a	The proposed transaction

	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.	represents 57,971.01% of Aerpace Consultancy Private Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	6. Financial performance of the related party (on Standalone basis) for the immediately preceding financial year:	
	Turnover	INR 17.25 Lakhs
	Net worth	INR (2844.96) Lakhs
	Net Profit	INR (1342.84) Lakhs
V	Basic details of the proposed transaction	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing
2.	Details of each type of the proposed transaction	Unsecured Loan
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 100,00,00,000/- is the aggregate value of loan availed in tranches as and when required.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Subsidiary Company proposes to raise funds for expanding its business operations and working capital requirements. In this regard, the Subsidiary Company intends to avail unsecured loans from its related party(ies), as banks and financial institutions generally extend loans against security. Accordingly, borrowing from related parties is considered to be a cost-effective and flexible source of funding for the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Ravi Soni, being a Director of Company, are interested in the proposed transaction.

	<i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	
8.	A copy of the valuation or other external party report, if any	NA
9.	Other information relevant for decision making.	NA
10.	Material covenants of the proposed transaction	The proposed borrowing is unsecured and shall be governed by the terms of the borrowing agreement. The material terms of the proposed transaction, including the borrowing amount, tenure, interest rate, repayment terms and other customary conditions, are set out in the respective columns above. There are no additional material restrictive covenants proposed in relation to the transaction.
11.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%
12.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NIL
13.	Maturity / due date	March 31, 2030
14.	Repayment schedule & terms	36 Months from the date of advance of loan
15.	Whether secured or unsecured	Unsecured
16.	If secured, the nature of security & security coverage ratio	NA
17.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Principle Business Activity



Annexure B

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES AS RECOMMENDED BY THE AUDIT COMMITTEE AND BOARD OF DIRECTORS SUBJECT TO THE APPROVAL OF MEMBERS

Transaction(s) between Aerpace Industries Limited and Aerpace Robotics Private Limited

Sr. No.	Particulars	Details
I	<u>Basic details of the related party</u>	
	1. Name of the related party	Aerpace Robotics Private Limited
	2. Country of incorporation of the related party	India
	3. Nature of business of the related party	Aerpace Robotic Private Limited engaged in Professional, Scientific and Technical activities. The Entity designs and develops eco-friendly, all-electric, unmanned, vertical take-off and landing (eVTOL) systems intended for intercity and interstate travel
II	<u>Relationship and ownership of the related party</u>	
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: 1. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 2. 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). 3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean</i>	Entity under common control of the promoter.

	shareholding held through any person, over which the listed entity/Subsidiary/ related party has control While calculating indirect shareholding, shareholding held by relatives shall also be considered.																												
III	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. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (Rs. in lakhs)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Inter-corporate deposit</td><td>1607.88</td></tr> <tr> <td>2.</td><td>Interest paid</td><td>(9.58)</td></tr> <tr> <td>3.</td><td>Inter-corporate deposit</td><td>8.75</td></tr> <tr> <td>4.</td><td>Loan Amount received</td><td>844.44</td></tr> <tr> <td>5.</td><td>Loan</td><td>2617.13</td></tr> <tr> <td>6.</td><td>Loan Repaid</td><td>115</td></tr> <tr> <td>7.</td><td>Interest paid</td><td>86.12</td></tr> <tr> <td>8.</td><td>Interest received</td><td>11.90</td></tr> </tbody> </table> 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. 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 three financial year.	S. No.	Nature of Transactions	FY 2025-2026 (Rs. in lakhs)	1.	Inter-corporate deposit	1607.88	2.	Interest paid	(9.58)	3.	Inter-corporate deposit	8.75	4.	Loan Amount received	844.44	5.	Loan	2617.13	6.	Loan Repaid	115	7.	Interest paid	86.12	8.	Interest received	11.90	INR 48,79,40,000 NIL NIL
S. No.	Nature of Transactions	FY 2025-2026 (Rs. in lakhs)																											
1.	Inter-corporate deposit	1607.88																											
2.	Interest paid	(9.58)																											
3.	Inter-corporate deposit	8.75																											
4.	Loan Amount received	844.44																											
5.	Loan	2617.13																											
6.	Loan Repaid	115																											
7.	Interest paid	86.12																											
8.	Interest received	11.90																											
IV	Amount of the proposed transaction(s)																												
	1. Amount of the proposed transactions being	INR 100,00,00,000/-																											

	placed for approval in the meeting of the Audit Committee/shareholders.	
	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	The proposed transaction represents 4681.94% of AIL's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	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)	NIL
	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.	NIL
	6. Financial performance of the related party (on Standalone basis) for the immediately preceding financial year:	
	Turnover	NIL
	Net worth	INR 3899.4 Lakhs
	Net Profit	INR 170.54 Lakhs
V	<u>Basic details of the proposed transaction</u>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing
2.	Details of each type of the proposed transaction	Unsecured Loan
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 100,00,00,000/- is the aggregate value of loan availed in tranches as and when required.
6.	Justification as to why the RPTs proposed to be	The Company proposes to raise

	entered into are in the interest of the listed entity	funds for expanding its business operations and working capital requirements. In this regard, the Company intends to avail unsecured loans from its related party(ies), as banks and financial institutions generally extend loans against security. Accordingly, borrowing from related parties is considered to be a cost-effective and flexible source of funding for the Company. It is further clarified that the proposed transactions do not constitute a new arrangement. The transactions between Aerpace Industries Limited and Aerpace Robotics Private Limited have already been approved by the members at the Extra-Ordinary General Meeting held on December 24, 2025, for a period up to December 24, 2026. In view of the continuing nature of these arrangements and the ongoing business requirements of the Company, approval of the members is being sought for the continuation of such related party transactions for a further period of one (1) year from the date of approval of the members.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has</i>	Mr. Anand Manoj Shah being a Promoter of the Company and Mr. Milan Shah Bhupendra being Director and Promoter of Company, are interested in the proposed transaction.

	<i>control.</i>	
8.	A copy of the valuation or other external party report, if any	NA
9.	Other information relevant for decision making.	NA
10.	Material covenants of the proposed transaction	The proposed borrowing is unsecured and shall be governed by the terms of the borrowing agreement. The material terms of the proposed transaction, including the borrowing amount, tenure, interest rate, repayment terms and other customary conditions, are set out in the respective columns above. There are no additional material restrictive covenants proposed in relation to the transaction.
11.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%
12.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NIL
13.	Maturity / due date	March 31, 2030
14.	Repayment schedule & terms	5 years from the date of advance of loan
15.	Whether secured or unsecured	Unsecured
16.	If secured, the nature of security & security coverage ratio	NA
17.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Principle Business Activity



Annexure C

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES AS RECOMMENDED BY THE AUDIT COMMITTEE AND BOARD OF DIRECTORS SUBJECT TO THE APPROVAL OF MEMBERS

Transaction(s) between Aerpace Industries Limited and Aerpace Supercars Private Limited

Sr. No.	Particulars	Details
I	<u>Basic details of the related party</u>	
	1. Name of the related party	Aerpace Supercars Private Limited
	2. Country of incorporation of the related party	India
	3. Nature of business of the related party	Aerpace Supercars Private Limited is engaged in the automotive and advanced mobility sector, with a focus on developing electric mobility and next-generation transportation technologies.
II	<u>Relationship and ownership of the related party</u>	
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: 1. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 2. 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). 3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control</i>	Subsidiary Company

	While calculating indirect shareholding, shareholding held by relatives shall also be considered.																									
III	Details of previous transactions with the related party																									
	4. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (Rs. in lakhs)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Technical Fees Income</td><td>213.60</td></tr> <tr> <td>2.</td><td>Inter-corporate deposit</td><td>604.91</td></tr> <tr> <td>3.</td><td>Loan Amount received</td><td>3.81</td></tr> <tr> <td>4.</td><td>Interest received</td><td>168.23</td></tr> <tr> <td>5.</td><td>Sale of goods or services</td><td>92.36</td></tr> <tr> <td>6.</td><td>Inter-corporate deposit</td><td>167.90</td></tr> <tr> <td>7.</td><td>Interest received</td><td>88.73</td></tr> </tbody> </table> 5. 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. 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 three financial year.	S. No.	Nature of Transactions	FY 2025-2026 (Rs. in lakhs)	1.	Technical Fees Income	213.60	2.	Inter-corporate deposit	604.91	3.	Loan Amount received	3.81	4.	Interest received	168.23	5.	Sale of goods or services	92.36	6.	Inter-corporate deposit	167.90	7.	Interest received	88.73	INR 13,39,54,000 NIL NIL
S. No.	Nature of Transactions	FY 2025-2026 (Rs. in lakhs)																								
1.	Technical Fees Income	213.60																								
2.	Inter-corporate deposit	604.91																								
3.	Loan Amount received	3.81																								
4.	Interest received	168.23																								
5.	Sale of goods or services	92.36																								
6.	Inter-corporate deposit	167.90																								
7.	Interest received	88.73																								
IV	Amount of the proposed transaction(s)																									
	1. Amount of the proposed transactions being	INR 105,00,00,000/-																								

	placed for approval in the meeting of the Audit Committee/shareholders.	
	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	The proposed transaction represents 4916.03% of AIL's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	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)	Nil
	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.	NIL
	6. Financial performance of the related party (on Standalone basis) for the immediately preceding financial year:	
	Turnover	<u>NIL</u>
	Net worth	INR 534.55 Lakhs
	Net Profit	NIL
V	<u>Basic details of the proposed transaction</u>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing
2.	Details of each type of the proposed transaction	Unsecured Loan of upto 100 cr. and Sharing of Human Resources by listed entity to Subsidiary for an amount not exceeding upto 5cr.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	INR 105,00,00,000/- is the aggregate value of loan availed in tranches as and when

	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	required.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company proposes to raise funds for expanding its business operations and working capital requirements. In this regard, the Company intends to avail unsecured loans from its related party(ies), as banks and financial institutions generally extend loans against security. Accordingly, borrowing from related parties is considered to be a cost-effective and flexible source of funding for the Company. It is further clarified that the proposed transactions do not constitute a new arrangement. The transactions between Aerpace Industries Limited and Aerpace Supercars Private Limited have already been approved by the members at the 14th Annual General Meeting held on August 11, 2025, for a period up to August 11, 2026. In view of the continuing nature of these arrangements and the ongoing business requirements of the Company, approval of the members is being sought for the continuation of such related party transactions for a further period of one (1) year from the date of approval of the members.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly	Mr. Milan Shah Bhupendra being a Director and Promoter of Company, are interested in



	or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	the proposed transaction.
8.	A copy of the valuation or other external party report, if any	NA
9.	Other information relevant for decision making.	NA
10.	Material covenants of the proposed transaction	The proposed borrowing is unsecured and shall be governed by the terms of the borrowing agreement. The material terms of the proposed transaction, including the borrowing amount, tenure, interest rate, repayment terms and other customary conditions, are set out in the respective columns above. There are no additional material restrictive covenants proposed in relation to the transaction.
11.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%
12.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NIL
13.	Maturity / due date	On Demand
14.	Repayment schedule & terms	On Demand
15.	Whether secured or unsecured	Unsecured
16.	If secured, the nature of security & security coverage ratio	NA
17.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Principle Business Activity



Annexure D

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES AS RECOMMENDED BY THE AUDIT COMMITTEE AND BOARD OF DIRECTORS SUBJECT TO THE APPROVAL OF MEMBERS

Transaction(s) between Aerpace Industries Limited and Aerpace Consultancy Private Limited

Sr. No.	Particulars	Details
I	<u>Basic details of the related party</u>	
	1. Name of the related party	Aerpace Consultancy Private Limited
	2. Country of incorporation of the related party	India
	3. Nature of business of the related party	Aerpace Consultancy engaged in consultancy, advisory, technical, and management services across sectors including artificial intelligence, aviation, defence, robotics, automotive, renewable energy, hydrogen technology, battery systems, chemicals, and advanced materials.
II	<u>Relationship and ownership of the related party</u>	
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: 4. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 5. 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). 6. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean</i>	Entity under common control of the promoter.

	shareholding held through any person, over which the listed entity/Subsidiary/ related party has control While calculating indirect shareholding, shareholding held by relatives shall also be considered.	
III	Details of previous transactions with the related party	
	7. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	NIL
	8. 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.	NIL
	9. 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 three financial year.	NIL
IV	Amount of the proposed transaction(s)	
	1. Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	INR 100,00,00,000/-
	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	The proposed transaction represents 4681.94% of AIL's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	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)	Nil

	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.	The proposed transaction represents 57,971.01% of Aerpace Consultancy Private Limited annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26
	6. Financial performance of the related party (on Standalone basis) for the immediately preceding financial year:	
	Turnover	INR 17.25 Lakhs
	Net worth	INR (2844.96) Lakhs
	Net Profit	INR (1342.84) Lakhs
V	<u>Basic details of the proposed transaction</u>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing
2.	Details of each type of the proposed transaction	Unsecured Loan
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 100,00,00,000/- is the aggregate value of loan availed in tranches as and when required.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company proposes to raise funds for expanding its business operations and working capital requirements. In this regard, the Company intends to avail unsecured loans from its related party(ies), as banks and financial institutions generally extend loans against security. Accordingly, borrowing from related parties is considered to be a cost-effective and flexible source of funding for the Company. It is further clarified that the proposed transactions do not constitute a new arrangement.

		The transactions between Aerpace Industries Limited and Aerpace Consultancy Private Limited have already been approved by the members at the 14th Annual General Meeting held on August 11, 2025, for a period up to August 11, 2026. In view of the continuing nature of these arrangements and the ongoing business requirements of the Company, approval of the members is being sought for the continuation of such related party transactions for a further period of one (1) year from the date of approval of the members.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	Mr. Milan Shah Bhupendra being a Promoter of the Company and Mr. Ravi Soni being a Director of the Company, are interested in the proposed transaction.
8.	A copy of the valuation or other external party report, if any	NA
9.	Other information relevant for decision making.	NA
10.	Material covenants of the proposed transaction	The proposed borrowing is unsecured and shall be governed by the terms of the borrowing agreement. The material terms of the proposed transaction, including the borrowing amount, tenure, interest rate, repayment terms and other customary conditions, are set out in the respective columns above. There are no additional material restrictive covenants proposed in relation to the



		transaction.
11.	Interest rate (in terms of numerical value or base rate and applicable spread)	9%
12.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NIL
13.	Maturity / due date	March 31, 2030
14.	Repayment schedule & terms	36 Months from the date of advance of loan
15.	Whether secured or unsecured	Unsecured
16.	If secured, the nature of security & security coverage ratio	NA
17.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Principle Business Activity



Annexure E

Pre- and Post-Issue Shareholding Pattern pursuant to the Preferential Issue (on a fully diluted basis):

Sr. No.	Category of shareholder	Pre-Preferential Issue		*Post Preferential Issue	
		No. of equity shares	% of holding	No. of equity shares	% of holding
(A)	Promoters' and promoter group holding	6,96,15,904	43.36	8,46,15,904	48.20
1.	Indian promoters/promoter group	6,96,15,904	43.36	8,46,15,904	48.20
(a)	Individuals/ HUF	6,89,87,945	42.97	6,89,87,945	39.30
(b)	Body Corporate	6,07,959	0.38	6,07,959	0.34
(c)	Trust	20,000	0.01	1,50,20,000	8.56
	Sub-total	6,96,15,904	43.36	8,46,15,904	48.20
2.	Foreign Promoters	-	-	-	-
	Bodies Corporates	-	-	-	-
	Sub-total	-	-	-	-
	Sub Total (A)	-	-	-	-
(B)	Non- Promoters Shareholding (Public)	-	-	-	-
1.	Government of India (B) (1)	-	-	-	-
2.	Institutions (B) (2)	-	-	-	-
(a)	Foreign Portfolio Investors	-	-	-	-
(b)	Mutual Funds / Financial Institutions / Banks / AIF	-	-	-	-
(c)	Foreign Investors	-	-	-	-
(d)	Others	-	-	-	-
	Sub-Total Institutions (B) (2)	-	-	-	-
3.	Non-Institution (B) (3)	-	-	-	-
(a)	Individual	^8,23,45,755	51.28	8,23,45,755	46.90
(b)	Corporate Bodies (Including Overseas Corporate Bodies)	-	-	-	-



(c)	Non-Resident Indian (NRI)	9,23,829	0.58	9,23,829	0.53
(d)	Body Corporates (Including Limited Liability Partnership)	28,89,102	1.80	28,89,102	1.65
(e)	Clearing Members	5,16,267	0.32	5,16,267	0.29
(f)	Trust	-	-	-	
(g)	Others	42,67,655	2.66	42,67,655	2.43
	Sub-total Non-Institutions (B) (3)	90,94,26,08	56.64	90,94,26,08	51.80
	Total Non-Promoters Shareholding (Public) (B) = (B) (1) + (B) (2) + (B) (3)	90,94,26,08	56.64	90,94,26,08	51.80
	TOTAL (A) + (B)	16,05,58,512	100	17,55,58,512	100

^ This includes 67,00,530 outstanding ESOPs granted to eligible employees as on date.

*assuming full conversion of all outstanding ESOPs, and full conversion of all warrants into equity shares