December 23, 2025

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400001 **Company Code No.: 543972**	To, The Listing Department. National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051 **Trading Symbol: AEROFLEX**

Subject: Intimation regarding Extra-Ordinary General Meeting of Aeroflex Industries Limited & remote e-voting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that an Extra-Ordinary General Meeting ("EOGM") of the Members of the Company will be held on **Thursday, January 15, 2026, at 11.00 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. The venue deemed for the EOGM shall be the Registered Office of the Company.

We are submitting herewith Notice of EOGM along with explanatory statement.

The Notice is also available on the website of the Company at www.aeroflexindia.com.

We would further like to inform that the Company has fixed **Thursday, January 08, 2026** as the **cut-off** date for ascertaining the names of the members who will be entitled to cast their votes electronically in respect of the business to be transacted as per the Notice of the EGM and to attend the EGM. You are requested to take the same on your record.

The remote e-voting shall commence from Monday, January 12, 2026 at 09:00 A.M. IST and ends on Wednesday, January 14, 2026 at 05.00 P.M. IST.

Thanking you,

Yours faithfully,

FOR AEROFLEX INDUSTRIES LIMITED

Ruthu John Parampogi Digitally signed by Ruthu John Parampogi Date: 2025.12.23 15:06:16 +05'30'

Ruthu Parampogi
Company Secretary & Compliance Officer
M. No:. A60982

Aeroflex Industries Limited
Business Office & Factory
Plot No: 41 & 42/13, 14, 18, Village: Chal, Near Taloja M.I.D.C.,
Post: Ghot Camp, Tal: Panvel, Dist: Raigad,
Maharashtra - 410 208 India
Phone: +91 22 6146 7100 (100 Lines), Fax: +91 22 6146 7136
Email: info@aeroflexindia.com, Website: www.aeroflexindia.com
CIN: L24110MH1993PLC074576

Govt. of India Recognised Export House

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

OF

AEROFLEX INDUSTRIES LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

Notice is hereby given that the Extra-ordinary General Meeting ('EOGM') of the Members of Aeroflex Industries Limited (the "Company") will be held on **Thursday, January 15, 2026 at 11: 00 A.M.** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, in compliance with the applicable provisions of the **Companies Act, 2013** and the rules made thereunder, to transact the following business:

Special Business:

Item No. 1

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

ISSUANCE OF EQUITY SHARES TO NON-PROMOTERS ON A PREFERENTIAL ALLOTMENT BASIS:

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the Foreign Exchange Management Act, 1999, ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI (SAST) Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the equity shares of the Company having face value of Re. 2/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars p clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents or permissions as may be necessary or required from Applicable Regulatory Authorities and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents or permissions, which are acceptable to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, issue, offer and allot up to **30,10,398 (Thirty Lakhs Ten Thousand Three Hundred and Ninety Eight) Equity Shares of face value Rs. 2/- each at a price of Rs. 182.70 per Equity Share (which includes a premium of Rs. 180.70 per Equity Share) ("Issue Price"), aggregating upto Rs. 54,99,99,714.60 (Rupees Fifty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Seven Hundred Fourteen Rupees and Sixty Paisa only)** to the following persons for cash consideration by way of a preferential issue on a private placement basis (hereinafter referred to as **"Proposed Allottee(s)** and on such terms and conditions as may be determined by the Board in accordance with the applicable laws:

Sr. No.	**Name of the Proposed Allottee(s)**	**Number of equity shares proposed to be issued**	**Category**
1	Mr. Ashish Rameshchandra Kacholia	4,10,509	Non-Promoter
2	M/s. Bengal Finance and Investment Private Limited	4,10,509	Non-Promoter
3	Mr. Sanjay Babulal Surana	8,21,018	Non-Promoter
4	Mr. Vaibhav Jayantilal Shah (on behalf of R K Investments, Partnership firm)	8,21,018	Non-Promoter
5	M/s. Madhu Silica Private Limited	2,73,672	Non-Promoter
6	Mr. Nareshkumar Mahasukhlal Mehta	2,73,672	Non-Promoter
	Total	**30,10,398**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for the purpose of determination of the issue price is December 16, 2025, being the date, which is 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date").

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

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed on the Stock Exchanges, subject to receipt of necessary regulatory permissions and approvals, as the case may be.
b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
c) The Equity Shares to be allotted shall be locked in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.
d) The pre-preferential allotment shareholding of the **Proposed Allottee(s**), if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the respective **Proposed Allottee(s)**.
f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to issue to the **Proposed Allottee(s)**, a private placement offer letter in Form No. PAS-4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and

Allotment of Securities) Rules, 2014, to subscribe to the aforesaid equity shares by way of preferential allotment on a private placement basis.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to file the requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the credit of equity shares to the respective dematerialized securities account of the **Proposed Allottee(s)**.

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a certified copy of this resolution be issued under the signature of any of Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon."

By Order of Board of Directors,
For Aeroflex Industries Limited

Sd/-
Ruthu Parampogi
(Company Secretary & Compliance Officer)

Place: Mumbai
Date: 18.12.2025

Registered Office:
Aeroflex Industries Limited,
Plot No. 41,42/13,42/14 & 42/18
Near Taloja MIDC, Village Chal,
Behind IGPL, Panvel, Navi Mumbai,
Raigarh, Panvel, Maharashtra - 410208

CIN: L27509MH1993PLC074576
Tel. No. 91-22-61467100
Website: www.aeroflexindia.com
Email: corporate@aeroflexindia.com

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Notes :

1. In compliance with the applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/0 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 03/2025, dated September 22, 2025 (collectively referred to as 'MCA Circulars')and the Securities and Exchange Board of India (SEBI) Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 , January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, circular dated October 3, 2024 ('SEBI Circulars') and all other relevant circulars issued from time to time by MCA and SEBI, the Extra-Ordinary General Meeting of the Members of Aeroflex Industries Limited ("the Company") will be held on Thursday, January 15, 2026, at 11:00 A.M. ("IST") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility provided by the Central Depository Services Limited ('CDSL') to transact the business as set out in the Notice convening the EOGM.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the **"Act"),** setting out all material facts relating to the resolution for Item No. 1 in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EOGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE EOGM VENUE ARE NOT ANNEXED TO THIS NOTICE.** However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the CDSL e-voting website at www.evotingindia.com.

5. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EOGM.

7. In accordance with the applicable MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and subsequent circulars issued in this regard, the latest being No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, the EOGM Notice along will be sent through e-mail, to those members whose e-mail addresses are registered with the Company. The Notice can also be accessed from the websites of the company i.e www.aeroflexindia.com, the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

8. The Board of Directors of the Company, at its meeting held on December 18, 2025, appointed Dr. S.K. Jain (FCS:1473) Proprietor of S.K. Jain & Co., Practicing Company Secretary who in the opinion of the Board is a duly qualified person, as the Scrutinizer who will scrutinize the voting's process fairly and transparently. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.

9. The Results shall be declared within 48 Hours from the conclusion of the EOGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website https://www.aeroflexindia.com/ and on the website of CDSL www.evotingindia.com. The same shall also be communicated to BSE and National Stock Exchange of India Limited, where the shares of the Company are listed.

10. As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, , General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2024, dated September 19, 2024 **(the "MCA Circulars")** and SEBI Circular No. SEBI/HO/CFD/PoD-

2/P/CIR/2023/4 dated January 5, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024, pursuant to Section 101 of the Act read with relevant rules made thereunder, Notice of EOGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.

11. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, and April 13, 2020, respectively by the Ministry of Corporate Affairs (MCA), the company is pleased to offer e-voting facility to its Members holding Equity Shares as on **Thursday, January 08, 2026** being the cut-off date, to exercise their right to vote electronically on the above resolution.

    This facility is arranged by CDSL. The instructions for e-voting are given in this Notice. E-voting will commence on **Monday, January 12, 2026**, at **9:00 a.m.** and ends on **Wednesday**, **January 14, 2026 at 5:00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter.

12. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in India (in the Marathi language).

13. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, between 10:00 a.m. (IST) to 04:00 p.m. (IST) up to the date of the meeting till the conclusion of the meeting.

14. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Thursday, January 08, 2026**, only shall be entitled to avail of the facility of e-voting.

15. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.

16. In case of any queries regarding the Notice, the Members may write to corporate@aeroflexindia.com to receive an email response.

17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / MUFG Intime India Private Limited (Formerly Known as Link intime India Private Limited).

18. In compliance with Regulation 44 of SEBI LODR Regulations, Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide its Members, facility to exercise their right to vote on resolution proposed to be considered at the EOGM by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EOGM (“remote e-voting”) will be provided CDSL.

1. THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on **Monday January 12, 2026 at 9:00 a.m. and ends on Wednesday January 14, 2026 at 5:00 p.m**. During this period shareholders’ of the Company, holding shares as on the cut-off date i.e., **Thursday, January 08, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ MUFG Intime India Private Limited (formerly Link Intime India Private Limited) as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-

	Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **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 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

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

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

	For other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two sequence number sent by Company/RTA or Contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (5)

7) After entering these details appropriately, click on "SUBMIT" tab.
8) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolution of any other company on which they are

eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.

9) Click on the EVSN of "AEROFLEX INDUSTRIES LIMITED" on which you choose to vote.
10) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the respective Resolution and option NO implies that you dissent to the Resolution.
11) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
12) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wishes to confirm your vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify his vote.
13) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
14) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
15) If the demat account holder has forgotten the changed password, then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

ii. Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate@aeroflexindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

(i) The procedure for attending meeting & e-Voting on the day of the EOGM same as the instructions mentioned above for Remote e-voting.

(ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

(iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.

(iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

(v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Eight days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id).

The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **Eight days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

(viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(ix) Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.

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

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

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

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

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

The Board of Directors of the Company, at its meeting held on December 18, 2025, subject to approval of the members and such other approvals as may be required from regulatory authorities, approved the proposal to raise funds by way of issue and allotment of upto 30,10,398 Equity Shares of face value Rs. 2/- each at a price of Rs. 182.70 per Equity Share (which includes a premium of Rs. 180.70 per Equity Share) ("Issue Price"), aggregating upto Rs. 54,99,99,714.60 (Rupees Fifty-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Seven Hundred Fourteen Rupees and Sixty Paisa only) on a preferential basis to Persons **(the Proposed Allottees)** in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, the SEBI ICDR Regulations, SEBI LODR Regulations, and other applicable laws.

1. **Objects of the Preferential Issue:**

The proceeds of the Preferential Issue are proposed to be utilized for:

Sr. No.	Object of the Issue	Amount (Rs. in Lakhs)
1	Long-term working capital	4,152.50
2	General Corporate Purpose	1,202.50
3	Preferential Issue Expense	145.00
	Total	**5,500.00**

2. **Maximum number of specified securities to be issued**

The Company shall issue **30,10,398** Equity Shares.

3. **Relevant date**

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations is **Tuesday, December 16, 2025** *(i.e., 30 days prior to the date of EOGM).*

4. **Pricing of the Preferential Issue**

The Equity Shares of the Company are listed at the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The issue of equity shares to the Non-Promoters will be at Rs. 182.70 per Equity Share (including a premium of Rs. 180.70) which is higher than the calculated price in accordance with the Regulation 164 of the SEBI (ICDR) Regulations. (Being frequently traded shares).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares on preferential basis shall be at Rs. 182.70 each.

5. **Basis for Preferential Allotment**

The issue is being made to the proposed allottee(s), who have expressed interest in subscribing to the Equity Shares and have agreed to bring in the required funds.

6. **Intent of the Promoters/Directors/Key Managerial Personnel or senior management of the issuer to subscribe to the offer**

None of the Promoters and the Promoter Group, Directors, Key Management Personnel or Senior management of the Company intend to subscribe to the offer of Equity Shares of the Company.

7. **Lock-in Period**

The Equity Shares to be allotted will be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of equity shares as specified under Regulation 167(6) of the SEBI ICDR Regulations.

8. **Listing**

The Equity Shares proposed to be allotted shall be listed on BSE Limited and National Stock Exchange of India Limited, subject to the receipt of necessary regulatory approvals.

9. Shareholding Pattern before and after the preferential issue

The Shareholding Pattern (SHP) giving the present position and also considering full allotment of Equity Shares, as per Resolution of the Notice is given below: SHP as on 12.12.2025:

Sr. No	Category	Pre-Issue		Post Issue	
		No. of Shares	**(%) of Holding**	**No. of Share**	**(%) of holding**
(A)	**Shareholding of Promoter and Promoter Group**				
1	**Indian**				
A	Individuals/ Hindu Undivided Family	-	-	-	-
B	Bodies Corporate	7,91,81,833	61.23	7,91,81,833	**59.84**
C	Financial Institutions/ Banks	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	**7,91,81,833**	**61.23**	**7,91,81,833**	**59.84**
2	**Foreign**				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	74,54,830	5.76	74,54,830	5.63
C	Institutions	-	-	-	-
D	Any Other (specify)	-	-	-	-
	Sub Total(A)(2)	**74,54,830**	**5.76**	**74,54,830**	**5.63**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**8,66,36,663**	**66.99**	**8,66,36,663**	**65.47**
(B)	**Public shareholding**				

1	**Institutions (Domestic)**				
A	Mutual Funds/ UTI	28,59,923	2.21	28,59,923	2.16
B	Insurance Companies	2,18,000	0.17	2,18,000	0.16
C	Alternate Investment Funds	12,26,408	0.95	12,26,408	0.93
D	NBFCs registered with RBI	12,500	0.01	12,500	0.01
	Sub Total(B)(1)	**43,16,831**	**3.34**	**43,16,831**	**3.26**
2	**Institutions (Foreign)**				
A	Foreign Portfolio Investors Category I	3,58,063	0.28	3,58,063	0.27
B	Foreign Portfolio Investors Category II	10,725	0.01	10,725	0.01
	Sub Total(B)(2)	**3,68,788**	**0.29**	**3,68,788**	**0.28**
3	**Central Government/ State Government(s)/ President of India**				
A	Central Government / President of India	-	-	-	-
B	State Government / Governor	-	-	-	-
C	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
	Sub Total B3	-	-	-	-
4	**Non-Institutions**				
A	Associate companies / Subsidiaries	-	-	-	-
B	Bodies Corporate	49,89,752	3.86	56,73,933	4.29
C	Non-Resident Indians (NRIs)	13,87,202	1.07	13,87,202	1.05
D	Foreign Companies	1,000	0.00	1,000	0.00

E	Individuals				
	i. Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2,59,18,054	20.04	2,59,18,054	19.59
	ii. Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	40,82,172	3.16	55,87,371	4.22
E	Directors and their relatives (excluding Independent Directors and nominee Directors)	1,500	0	1,500	0.00
F	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
(e)	IEPF	-	-	-	-
(f)	Any other (Clearing Members, HUF, LLP, Trusts, Partnership Firm)	16,18,408	1.25	24,39,426	1.84
	Sub Total(B)(4)	**3,79,98,088**	**29.38**	**4,10,08,486**	**30.99**
	Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3) + (B)(4)	**4,26,83,707**	**33.01**	**4,56,94,105**	**34.53**
	GRAND TOTAL (A)+(B)	**12,93,20,370**	**100**	**13,23,30,768**	**100.00**

Notes:

1. *Pre-preferential allotment shareholding pattern has been prepared based on shareholding of the Company as on December 12, 2025.*
2. *Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.*
3. *Post-preferential allotment shareholding pattern is derived after considering the preferential allotment of Equity Shares.*

10. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) 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 (fifteen) days from the date of such approval(s) or permission(s).

11. 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 allottees

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial owner
1	Mr. Ashish Rameshchandra Kacholia	Mr. Ashish Rameshchandra Kacholia
2	M/s. Bengal Finance and Investment Private Limited	Mr. Suresh Kumar Agarwal
3	Mr. Sanjay Babulal Surana	Mr. Sanjay Babulal Surana
4	Mr. Vaibhav Jayantilal Shah (on behalf of R K Investments, Partnership firm)	Mr. Vaibhav Jayantilal Shah
5	M/s. Madhu Silica Private Limited	Mr. Darshak Rameshchandra Shah
6	Mr. Nareshkumar Mahasukhlal Mehta	Mr. Nareshkumar Mahasukhlal Mehta

12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr No.	Name of the Proposed Allottee	Category	Pre-Preferential Holding		Number of shares to be allotted	Post - Preferential Holding	
			Number of Shares	% of Shares		Number of Shares	% of Shares
1	Mr. Ashish Rameshchandra Kacholia	Non-promoter	25,98,080	2.01	4,10,509	30,08,589	2.27
2	M/s. Bengal Finance And Investment Private Limited	Non-promoter	23,15,935	1.79	4,10,509	27,26,444	2.06
3	Mr. Sanjay Babulal Surana	Non-promoter	0	0	8,21,018	8,21,018	0.62
4	Mr. Vaibhav Jayantilal Shah (on behalf of R K Investments, Partnership firm)	Non-promoter	0	0	8,21,018	8,21,018	0.62
5	M/s. Madhu Silica Private Limited	Non-promoter	0		2,73,672	2,73,672	0.21
6	Mr. Nareshkumar Mahasukhlal Mehta	Non-promoter	0	0	2,73,672	2,73,672	0.21
	Total				**30,10,398**		

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

13. Undertaking

The Company hereby undertakes that:

a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
b) As the Equity Shares have been listed for a period of more than 90 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) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
d) 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 equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the holder.

14. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

As mentioned above, the proposed allottees are non-promoter and such status will continue to remain the same post the Preferential Issue.

15. Practicing Company Secretary's Certificate

The certificate from M/s. T.F. Khatri & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting. This certificate is also placed on the website of the Company at https://www.aeroflexindia.com/wp-content/uploads/PCS-Certificate.pdf

16. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

17. Other Disclosures

a) The Company is in compliance with the conditions of continuous listing under SEBI LODR Regulations.
b) All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

c) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottee. None of the proposed allottees are Qualified Institutional Buyers (QIB).
d) Neither the Company nor its directors or promoters are categorized as wilful defaulters or fraudulent borrowers as per applicable SEBI guidelines. None of it's Director's or Promoter is a Fugitive Economic Offender as defined under the SEBI (ICDR) Regulations.
e) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
g) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
h) The Company has not made any preferential allotment of equity shares/convertible warrants during the year preceding the date of this notice.
i) As the amount for which the fund is being raised does not exceed Rs. 100 Crores, the Company has not appointed any Monitoring agency to monitor the use of proceeds raised through this preferential issue

18. Principal terms of assets charged as securities
Not Applicable

The Board recommends the passing of the resolution as a Special Resolution as set out in the accompanying Notice, in the best interest of the Company and its members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed resolution.

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

Sd/-
Ruthu Parampogi
Company Secretary

Place: Mumbai
Date: 18.12.2025

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