Aeroflex Neu Limited
(Formerly as Sah Polymers Ltd.)
CIN: L24201RJ1992PLC006657

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

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Aeroflex Neu

August 03, 2026
ANL/Stock Exchanges/2026-27

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 **Company Code No.: 543743**	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: AERONEU**

Sub: <u>Notice of the 34th Annual General Meeting.</u>

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 34th Annual General Meeting ("AGM") of the Company together with the Explanatory Statement, scheduled to be held on ***Tuesday, August 25, 2026, at 11.00 a.m. (IST)*** at the registered office of the Company situated at E-260- 261, Mewar Industrial Area, Madri, Udaipur- 313003.

Further, we wish to inform you that the Company has fixed ***Tuesday, August 18, 2026***, as the cut-off date for determining the eligibility of Members to exercise their voting rights through remote e-voting in respect of the businesses to be transacted at the AGM.

The remote e-voting facility will commence on ***Thursday, August 20, 2026, at 9.00 a.m. and will end on Monday, August 24, 2026, at 5.00 p.m.***

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from ***Wednesday, August 19, 2026, to Tuesday, August 25, 2026*** (both days inclusive) for the purpose of the 34th Annual General Meeting.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Aeroflex Neu Limited

Alka Premkumar Gupta
Digitally signed by Alka Premkumar Gupta
Date: 2026.08.03 12:29:18 +05'30'

Alka Premkumar Gupta
Company Secretary
M.No: A35442

Encl.: As above

Notice

NOTICE is hereby given that the **Thirty Fourth (34th) Annual General Meeting** ("AGM") of the shareholders of **Aeroflex Neu Limited (formerly known as Sah Polymers Limited)** will be held at the registered office of the Company situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003, on **Tuesday, 25th day of August, 2026, at 11:00 a.m.** (IST) to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt:**

   a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors' and the Auditors' thereon; and

   b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors' thereon.

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

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

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

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

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

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

SPECIAL BUSINESS:

3. **Approval of Material Related Party Transactions with Lion Houseware Private Limited**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable statutory provisions, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s), whether by way of an individual transaction or a series of transactions taken together, with Lion Houseware Private Limited ("LHPL"), a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the parties, for an aggregate value not exceeding ₹110,00,00,000 (Rupees One Hundred and Ten Crores Only) during the period commencing from 1 April 2026 and ending on 31 March 2029, towards purchase/acquisition of land, grant of loans, making of investments and such other transactions as may be permissible under applicable laws, provided that such transactions shall be undertaken on an arm's length basis and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including making necessary filings, applications, disclosures, submissions and representations before any statutory, regulatory, governmental or other authorities, as may be required or considered necessary for giving effect to this Resolution and for settling any questions, difficulties or doubts that may arise in connection with the aforesaid transaction(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as may be deemed necessary or expedient, to give effect to this Resolution.

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

4. **Approval of Material Related Party Transaction with Safe Polymer Private Limited**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable statutory provisions, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s), whether by way of an individual transaction or a series of transactions taken together, with Safe Polymer Private Limited ("SPPL"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the parties, for an aggregate amount not exceeding ₹130,00,00,000 (Rupees One Hundred and Thirty Crores Only) during the period commencing from 1 April 2026 and ending on 31 March 2029, towards purchase/acquisition of land, grant of loans, making of investments and such other transactions as may be permissible under applicable laws, provided that such transactions shall be entered into on an arm's length basis and in the ordinary course of business of the Company.

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as may be deemed necessary or expedient, to give effect to the aforesaid Resolution.

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

5. **Approval of Material Related Party Transaction with Mr. Asad Daud, Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable laws, statutory provisions and regulations, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s) with Mr. Asad Daud, a Related Party of the Company within the meaning of the applicable provisions of the Act and the SEBI Listing Regulations, for the acquisition of equity shares of Lion Houseware Private Limited, in one or more tranches, for an aggregate consideration not exceeding ₹75,00,00,000 (Rupees Seventy-Five Crore Only) during the period commencing from 1 April 2026 and ending on 31 March 2029, on such terms and conditions as may be mutually agreed between the parties and determined by the Board of Directors of the Company, provided that such transaction(s) shall be undertaken on an arm's length basis and in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to determine the timing, mode, quantum, consideration and other commercial terms of the aforesaid transaction(s), and to negotiate, finalise, execute, amend, modify, supplement, renew and/or terminate all agreements, deeds, documents, instruments and writings as may be necessary or expedient in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including making necessary filings, applications, disclosures, submissions and representations with or before the Stock Exchange(s), Registrar of Companies, Securities and Exchange Board of India and/or any other statutory, regulatory or governmental authority, as may be required or deemed necessary for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in connection with the aforesaid transaction(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as may be considered necessary or expedient for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things already done or undertaken by the Board or any person authorised by the Board in connection with the aforesaid transaction(s) and matters incidental thereto be and are hereby ratified, confirmed and approved in all respects."

6. **Approval of Material Related Party Transaction with Mrs. Shehnaz D. Ali, a Relative of a Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4), Regulation 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable laws, statutory provisions and regulations, if any, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into material related party transaction(s) with Mrs. Shehnaz D. Ali, a Related Party of the Company within the meaning of the applicable provisions of the Act and the SEBI Listing Regulations, for the acquisition of equity shares of Lion Houseware Private Limited, in one or more tranches, for an aggregate consideration not exceeding ₹75,00,00,000 (Rupees Seventy-Five Crore Only) during the period commencing from 1 April 2026 and ending on 31 March 2029, on such terms and conditions as may be mutually agreed between the parties and determined by the Board of Directors of the Company, provided that such transaction(s) shall be undertaken on an arm's length basis and in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to determine the timing, mode, quantum, consideration and other commercial terms of the aforesaid transaction(s), and to negotiate, finalise, execute, amend, modify, supplement, renew and/or terminate all agreements, deeds, documents, instruments and writings as may be necessary or expedient in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including making necessary filings, applications, disclosures, submissions and representations with or before the Stock Exchange(s), Registrar of Companies, Securities and Exchange Board of India and/or any other statutory, regulatory or governmental authority, as may be required or deemed necessary for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in connection with the aforesaid transaction(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as may be considered necessary or expedient for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things already done or undertaken by the Board or any person authorised by the Board in connection with the aforesaid transaction(s) and matters incidental thereto be and are hereby ratified, confirmed and approved in all respects."

7. MODIFYING THE OBJECTS OF THE PREFERENTIAL ISSUE AS STATED IN THE EGM NOTICE DATED MAY 14, 2025 AND ALTERATION FOR UTILIZATION THEREOF.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to vary, alter, modify and/or revise the objects of the preferential issue of 72,00,000 warrants convertible into Equity shares for an aggregate amount of up to ₹ 64,80,00,000/- (Rupees Sixty-Four Crore Eighty Lakh Only) as stated in the Notice of Extra-Ordinary General Meeting (EGM) dated May 14, 2025 along with explanatory statement annexed thereto and approved by the members in the EGM held on June 6, 2025 in the manner as follows:

Existing Object of the Issue	Objects after the proposed amendment
To Construct, build, operate, establish, develop, acquire, purchase of land for, and invest in, Plug and Play Office complex, AI Park, IT Park, residential and industrial complexes through self, subsidiary(ies) or in joint collaboration.	To construct, build, operate, establish, develop, acquire, purchase land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality-related businesses, whether directly or through subsidiary(ies) or in joint collaborations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) be and is hereby authorised to undertake all such acts, deeds, matters and things, execute all such documents, writings and instruments, and do all such acts as may be necessary, desirable or expedient to give effect to this Resolution, including filing of requisite forms, intimations and disclosures with the Registrar of Companies, Stock Exchanges, SEBI and other regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel(s), officer(s) or authorised representative(s) of the Company, as may be considered necessary or expedient, to give effect to this Resolution.

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

8. **Appointment of Mr. Arpit Kalani (DIN: 09734386) as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and other applicable statutory provisions, regulations, circulars and notifications issued thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Secretarial Standard-2 on General Meetings and other applicable laws, rules, regulations, circulars and notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Arpit Kalani (DIN: 09734386), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company with effect from July 15, 2026 under Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from July 15, 2026 up to July 14, 2031 (both days inclusive).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of Member of the Board of the Company and/ or the Company Secretary be and are hereby severally authorized to do all such other acts, deeds, matters and things, including filing of necessary forms, returns and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities, as may be required, and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient for giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

9. **Appointment of Mr. Tapan Tanmay Kothari (DIN: 11798942) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and other applicable statutory provisions, regulations, circulars and notifications issued thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Secretarial Standard-2 on General Meetings and other applicable laws, rules, regulations, circulars and notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Tapan Tanmay Kothari (DIN: 11798942), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company with effect from July 15, 2026 under Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from July 15, 2026 up to July 14, 2031 (both days inclusive).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of Member of the Board of the Company and/or the Company Secretary be and are hereby severally authorized to do all such other acts.

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

Dated: 15-07-2026
Place: Udaipur

By order of the Board of Directors
Aeroflex Neu Limited

Alka Premkumar Gupta
Company Secretary
M. No.: A35442

Notes:

1. Pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL").
2. The Company has provided the facility to its Members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The detailed process and instructions for remote e-voting are provided in the subsequent pages of this Notice. The remote e-voting facility is in addition to the e-voting conducted during the AGM.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 19 August 2026 to Tuesday, 25 August 2026 (both days inclusive).
4. The notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this AGM Notice will also be available on the Company's website at www.aeroflexneu.com websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
5. Pursuant to the provision of the act, Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   The proxy instrument in order to be effective should be duly completed and signed and be received by the company not later than 48 hours before the meeting. A proxy forms submitted on behalf of the companies, societies etc. Must be supported by an appropriate resolution / authority, as applicable.
6. The registers of directors & key managerial Personnel along with their shareholdings, maintained under section 170 of the Companies Act, 2013 and the Registers of contracts & arrangements in which directors are interested maintained under section 189 of the act, and any other documents to transact the business referred in the notice will be available for inspection by the member of the company during the meeting.
7. Corporate members who intend to send their authorized representatives to attend the Meeting on their behalf and cast their votes are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA of the Company as on the cut-off date i.e. Tuesday, August 18, 2026 shall only be entitled to avail the remote e-voting facility as well as voting in the AGM.
9. The notice has been accompanied by proxy Form, Attendance Slip and Road Map.
10. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms a part of this notice.
11. Members/Proxies/Authorized Representative are requested to fill their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No and the same will be counted for the purpose of reckoning the quorum of the meeting under section 103 of the Companies Act, 2013.
12. The Board of Directors has appointed Mr. Ashok Modi (M No. 074488), Proprietor of A Modi & Co., Chartered Accountants as the Scrutinizer to scrutinize the voting during the AGM and remote e- voting process in a fair and transparent manner.
13. The Chairman shall at the AGM, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer, by use of polling for all those members are present at the AGM but have not cast their votes through remote e-voting facility.

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

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

16. SEBI, vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31 July 2023 (updated as on 28 December 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in the Indian securities market.

    Members are requested to first lodge their grievances with the Company or its Registrar and Share Transfer Agent. In case the grievance is not satisfactorily resolved, Members may escalate the same through the SEBI SCORES platform. Thereafter, if the Member is not satisfied with the outcome, the dispute may be referred to the ODR Portal at https://smartodr.in/login.

    The said facility is also accessible through the Company's website at https://aeroflexneu.com/investor-relations/ under the section "Online Dispute Resolution (ODR)".

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

18. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING

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

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

(i) The voting period begins on Thursday, August 20, 2026 at 09:00 a.m. and ends on Monday, August 24, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of August 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual hareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 & My Easi New (Token) 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 with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

ii) Click on "Shareholders" Module.

iii) Now enter your User ID;

   a. For CDSL: 16 digits beneficiary ID

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.

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

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

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

vi) If you are a first-time user follow the steps given below:

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

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

viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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

c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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

e. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement

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

Item Nos. 03 to 06:

Effective April 1, 2022, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, prior approval of the members by way of an ordinary resolution is mandatory for all material related party transactions and for any subsequent material modifications, as defined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis. A transaction with a related party shall be deemed material if, whether entered into individually or together with previous transactions during a financial year, directly or through subsidiary(ies), the value exceeds the materiality threshold prescribed under the SEBI Listing Regulations as follows:

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

The Company proposes to enter into certain related party transactions, as detailed below, on mutually agreed terms and conditions. The aggregate value of such transactions is expected to exceed the materiality thresholds prescribed under the SEBI Listing Regulations. Accordingly, in compliance with the said Regulations, prior approval of the Members is being sought for all such arrangements/ transactions proposed to be undertaken by the Company. These transactions shall be carried out in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under SEBI, vide Master Circular No. SEBI/ HO/CFD/PoD2/P/CIR/2026/14 dated 30 January 2026 read with the SEBI Circular dated October 13, 2025, SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("RPT Industry Standards"), has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

Pursuant to the aforesaid SEBI Circular, the Minimum Information relating to the proposed material RPT(s), in respect of item Nos. 3, 4, 5 & 6, are provided as under:

Sr no	Particulars of the information	Details			
A(1)	**Basic details of the related party**				
1	Name of the related party	Lion Houseware Private Limited (LHPL)	Safe Polymer Private Limited (SPPL)	Mr. Asad Daud	Mrs. Shehnaz D. Ali
2	Country of incorporation of the related party	India	India	Not Applicable	

Sr no	Particulars of the information	Details			
3	Nature of business of the related party	The Company is engaged in diversified businesses spanning real estate, construction, infrastructure, property management, IT/ Data Centers, and logistics facilities. It also undertakes manufacturing and trading of construction materials and smart devices, along with consultancy, facility management, and collaborative ventures in India and abroad.	The Company manufactures and processes diverse packaging materials using wood, paper, polymers, metals, glass, jute, and other materials. It also trades in containers, cartons, boxes, bottles, foils, crates, and allied packaging accessories and consumables.	Not Applicable	
A(2)	**Relationship and ownership of the related party**				
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Entity controlled by Mr. Asad Daud (Non-Executive Director of the Company) and his relatives		Non-Executive Director of the Company	Relative of Mr. Asad Daud, Non-Executive Director of the Company
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil			
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA			
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Nil			

Sr no	Particulars of the information	Details			
A(3)	**Details of previous transactions with the related party**	NA			
A(4)	**Amount of the proposed transactions**				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Upto ₹ 110 Crores (Rupees One Hundred and Ten Crores Only)	Upto ₹ 130 Crores (Rupees One Hundred and Thirty Crores only)	Upto ₹ 75 Crores (Rupees Seventy-Five Crore Only)	Upto ₹ 75 Crores (Rupees Seventy-Five Crore Only)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT	Yes			
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial yea	85.16%	100.65%	58.07%	58.07%
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)	Not Applicable			
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 availavle	Not Applicable			

Sr no	Particulars of the information	Details			
6	**Financial performance of the related party for the immediately preceding financial year (FY 2025-26) (Standalone) (in actual)**				
	Turnover (In Rs.)	-	-	NA	
	Net Worth (In Rs.)	53,39,396	(1,10,79,963)		
	Net Profits (In Rs.)	6,838	10,489		
A(5)	**Basic details of the proposed transaction**				
1	Specific type of the proposed transaction	Purchase/acquisition of land, loans/ financial assistance, investments and related transactions.		Acquisition of equity shares of Lion Houseware Private Limited ("LHPL")	
2	Details of the proposed transaction	The proposed transactions with LHPL cover land acquisition, financial assistance, investments, and related dealings for development of office complexes, AI/IT parks, data centers, residential, industrial, and hospitality projects. All transactions will be undertaken on an arm's length basis, in the ordinary course of business, and subject to applicable laws.	The proposed transactions with SPPL include land acquisition, financial assistance, investments, and related dealings for development of office complexes, AI/IT parks, data centers, residential, industrial, and hospitality projects. All transactions will be undertaken on an arm's length basis, in the ordinary course of business, and subject to applicable laws.	The Company proposes to acquire equity shares of Lion Houseware Private Limited ("LHPL") from Mr. Asad Daud, a Related Party, for an amount not exceeding ₹75 crore. The acquisition is a strategic investment aligned with long term growth objectives, to be undertaken on arm's length terms and subject to applicable laws and approvals.	The Company proposes to acquire equity shares of Lion Houseware Private Limited ("LHPL") from Mrs. Shehnaz D. Ali, a Related Party, for an amount not exceeding ₹75 crore. The acquisition is a strategic investment aligned with long-term growth objectives, to be undertaken on arm's length terms and subject to applicable laws and approvals.
3	Applicable terms, including covenants, tenure, interest rate and repayment schedule, tenure, whether secured or unsecured; if secured, the nature of security; and	The loan proposed to be extended to the related party shall carry interest at the rate of 12% and shall be repayable on demand, with a tenure of three (3) years from the date of disbursement, unless repaid earlier, and shall be extended on an unsecured basis.		Not Applicable	
4	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Development of Plug & Play Office Complexes, AI Parks, IT Parks, Data Centers, residential/industrial projects and other infrastructure developments.		Not Applicable	

Sr no	Particulars of the information	Details			
5	Tenure of the proposed transaction (tenure in number of years or months to be specified	For a period of three financial years, commencing from April 1, 2026 and ending on March 31, 2029			
6	Whether transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable			
7	Value of the proposed transaction	i. Purchase and/or acquisition of land: Upto ₹35 Crores (Rupees Thirty-Five Crores Only) ii. Financial and other related transactions: Upto ₹75 Crores (Rupees Seventy-Five Crores Only)	i. Purchase and/ or acquisition of land: Upto ₹50 Crores (Rupees Fifty Crores Only) ii. Financial and other related transactions: Upto ₹80 Crores (Rupees Eighty Crores Only)	Upto ₹75 Crores (Indian Rupees Seventy-Five Crores only)	Upto ₹75 Crores (Indian Rupees Seventy-Five Crores only)
8	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Lion Houseware Private Limited (“LHPL”) holds substantial land assets that offer strategic and commercial benefits to the Company. The proposed transaction will facilitate land acquisition and expansion initiatives aligned with the Company’s long term growth objectives.	Safe Polymer Private Limited(“SPPL”) holds substantial land assets that offer strategic and commercial benefits to the Company. The proposed transaction will facilitate land acquisition and expansion initiatives aligned with the Company’s long term growth objectives.	The Company proposes to acquire shares of Lion Houseware Private Limited (“LHPL”) as a strategic investment aligned with its long-term growth objectives. The transaction will be undertaken at fair value on arm’s length terms, subject to requisite approvals, and is considered in the best interests of the Company and its stakeholders.	
9	A summary of the information provided by the management of the listed entity to the audit committee	The Audit Committee has been provided with all relevant details of the proposed Related Party Transactions, including rationale, terms, pricing methodology, and justification, confirming compliance with SEBI Listing Regulations and other applicable requirements.			
10	Details of the promoter(s)/director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	Mr. Asad Daud, Non-Executive Director			

Sr no	Particulars of the information	Details
11	copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
12	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Save and except Mr. Asad Daud, who is deemed to be interested in the respective resolutions, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 3 to 6 of the Notice. The Board, based on the recommendation of the Audit Committee and considering the rationale, benefits and terms of the proposed transactions, is of the opinion that the same are in the best interests of the Company and accordingly recommends the Ordinary Resolutions set out at Item Nos. 3 to 6 for approval by the Members.

Item No 07.

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

The Company had proposed to utilise the proceeds of the Preferential Issue towards business expansion, working capital requirements, issue-related expenses and general corporate purposes. Out of the total proceeds, an amount of ₹4,000 lakhs was earmarked towards the object of constructing, building, operating, establishing, developing, acquiring, purchasing land for, and investing in Plug and Play Office Complexes, AI Parks, IT Parks, residential and industrial complexes through self, subsidiary(ies) or joint collaboration.

The Company is now seeking approval of the Members for modification in the aforesaid object of utilisation of proceeds to expand the scope of permitted activities and enable the Company to undertake additional strategic opportunities, including development and investment in Data Centers, hospitality infrastructure including hotels and resorts, and other related businesses, either directly or through subsidiary(ies), joint ventures, associates or strategic collaborations.

The proposed modification does not involve any increase in the amount of proceeds raised or any change in the other objects approved by the Members. The proposed variation is intended to provide flexibility in deployment of funds and align utilisation of proceeds with the Company's evolving business strategy and long-term growth objectives.

Rationale for Change in Object of the Issue

The Members of the Company at the Extra Ordinary General Meeting held on June 6, 2025, had approved the issuance of fully convertible warrants on a preferential basis to Promoter and Non-Promoter persons/entities. in accordance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws.

The proceeds of the Preferential Issue were proposed to be utilised towards the objects as disclosed in the Notice of the said Extra-Ordinary General Meeting. The object-wise utilisation of the proceeds approved by the Members was as under:

Sr. No	Purpose and Objects of the Offer	Amt (Rs in Lakhs)
1	To Construct, build, operate, establish, develop, acquire, purchase of land for, and invest in, Plug and Play Office complex, AI Park, IT Park, residential and industrial complexes through self, subsidiary(ies) or in joint collaboration	4,000
2	Long-term working capital requirements	1,200
3	Preferential Issue expenses	25
4	General Corporate Purpose	1,255
Total		**6,480**

Considering the evolving business environment, emerging opportunities and the Company's revised strategic priorities, the Board of Directors proposes to modify the first object of utilisation of proceeds amounting to **₹4,000 lakhs** to enable the Company to undertake a wider range of strategic initiatives and business opportunities.

The proposed modification is intended to provide greater operational flexibility to the Company in deploying the unutilised funds towards sectors that offer significant growth potential and are expected to contribute towards sustainable business growth and long-term value creation.

The Board believes that investments in **Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, hospitality infrastructure including hotels and resorts, and other related developments** are aligned with the Company's strategic vision and future business objectives. The proposed modification will also enable the Company to undertake such activities either directly or through subsidiaries, joint ventures, associates or strategic collaborations.

The proposed variation does not involve any change in the total amount of funds raised through the Preferential Issue. The modification is limited to the scope of the first object of utilisation of proceeds and is intended to facilitate optimum deployment of capital towards identified business opportunities.

The details of the proposed modification in objects of the Preferential Issue are as under:

Particulars	Existing
Original Object	To construct, build, operate, establish, develop, acquire, purchase land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, residential and industrial complexes through self, subsidiary(ies) or in joint collaboration
Revised Object	To construct, build, operate, establish, develop, acquire, purchase of land for, and invest in Plug and Play Office Complexes, AI Parks, IT Parks, Data Centers, residential and industrial complexes, including hotels, resorts and other hospitality-related businesses, whether directly or through subsidiary(ies) or in joint collaborations.
Amount Originally Proposed to be Utilised	₹4,000 Lakhs
Amount utilized up to the date of Notice	**Nil**
Unutilised Amount Available for Revised Object	₹4,000 Lakhs
Other Objects	Long-term working capital requirements, Preferential Issue expenses and General Corporate Purpose remain unchanged.
Justification for Variation/ Change	To align utilisation of proceeds with emerging business opportunities and long-term growth objectives of the Company.
Expected Benefits	Diversification of business activities, enhanced growth prospects, optimum deployment of capital and creation of long-term shareholder value.

The proposed modification in the objects of the Preferential Issue is being undertaken pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), which requires approval of shareholders by way of a Special Resolution for modification in the objects of an issue.

Statement of the Audit Committee

The Audit Committee of the Company, at its meeting held on **July 15, 2026,** reviewed the proposed modification in the utilisation of proceeds of the Preferential Issue and recommended the same for approval of the Members in accordance with Regulation 32(7A) of the SEBI LODR Regulations.

The Audit Committee noted that the proposed modification would enable the Company to deploy the unutilised proceeds towards strategic opportunities aligned with the Company's business objectives and would not be prejudicial to the interests of the shareholders.

Board Recommendation

The Board of Directors, after considering the recommendation of the Audit Committee and the rationale for the proposed modification, is of the opinion that the proposed modification in objects is in the interest of the Company and its shareholders.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

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

Item No. 8 & 9

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") of the Company, at its meeting held on July 15, 2026, appointed Mr. Arpit Kalani (DIN: 09734386) and Mr. Tapan Tanmay Kothari (DIN: 11798942) as an Additional Directors designated as Non-Executive Independent Directors of the Company with effect from July 15, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company.

In terms of Section 161 of the Act, both Mr. Arpit Kalani and Mr. Tapan Tanmay Kothari hold office up to the date of the ensuing Annual General Meeting ("AGM") and are eligible for appointment as Independent Directors of the Company.

The Company has received all statutory disclosures/ declarations from Mr. Arpit Kalani (DIN: 09734386) and Mr. Tapan Tanmay Kothari (DIN: 11798942) including consent to act as an Independent Director, confirming that he is not disqualified under Section 164(2) of the Act and a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

The Board, based on the recommendation of the NRC, has evaluated the qualifications, skills, experience, integrity, expertise and proficiency of Mr. Arpit Kalani and Mr. Tapan Tanmay Kothari and is of the opinion that both possess the requisite knowledge, experience, professional competence and integrity required for discharging the duties and responsibilities of Independent Directors and would bring significant value to the Board and its deliberations.

The Board is satisfied that both the proposed appointees fulfil the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for their appointment as an Independent Directors of the Company and that they are independent of the management.

Considering their qualifications, experience and expertise, the Board considers it desirable and in the best interests of the Company to appoint Mr. Arpit Kalani (DIN: 09734386) and Mr. Tapan Tanmay Kothari (DIN: 11798942) as Non-Executive Independent Directors, not liable to retire by rotation, for a term of five (5) consecutive years commencing from July 15, 2026 and ending on July 14, 2031 (both days inclusive).

Brief profiles of the aforesaid Directors, nature of their expertise in specific functional areas, details of directorships and committee memberships in other companies and other information required under the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI Listing Regulations form part of the Annexure A to this Notice.

The draft letters of appointment of Mr. Arpit Kalani and Mr. Tapan Tanmay Kothari setting out the terms and conditions of their appointment as an Independent Directors shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Except, Mr. Arpit Kalani and Mr. Tapan Tanmay Kothari, respectively, and/or their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 and 9 of the accompanying Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 8 and 9 of the Notice for approval of the Members.

Annexure A

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

Name of the Director	Mr. Asad Daud (Non-Executive, Non-Independent Director)	Mr. Arpit Kalani (Non-Executive, Independent Director)	Mr. Tapan Tanmay Kothari (Non-Executive, Independent Director)
DIN	02491539	09734386	11798942
Date of Birth	03.08.1990	28.10.1990	10.07.1992
Age	35 Years	35 Years	33 Years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	03.04.2009	15.07.2026	15.07.2026
Brief Profile/ Resume	Mr. Asad Daud is associated with the Company in a leadership capacity since April 03, 2009. With extensive experience in the manufacturing sector, he has played a pivotal role in driving business development and operational expansion, both in domestic and international markets. His strategic vision and contributions have significantly strengthened the Company's growth trajectory.	Mr. Arpit Kalani is an Associate Company Secretary with expertise in secretarial practices, corporate compliances, and allied legal and regulatory matters. He possesses hands-on experience in managing statutory and regulatory compliances under the Companies Act and other applicable laws. He is proficient in various application software and has a sound understanding of accounting, finance, taxation, auditing, legal drafting, and corporate laws. His well-rounded skill set enables him to effectively support governance frameworks and ensure regulatory adherence across business operations.	Mr. Tapan Tanmay Kothari holds a Master of Business Administration (MBA) and Master of Commerce (M. Com), bringing with them a strong academic foundation in management, finance, and business operations. He possesses diversified professional experience across banking, administration, sales, and event management. He brings with him a blend of managerial, operational, and business development expertise.
Qualification	Mr. Asad Daud holds a Bachelor's Degree in Accounting and Finance from HR College, Mumbai, and a Master's Degree in Accounting and Finance from the London School of Economics, UK. He has further pursued executive education at IIM Bengaluru, ISB Hyderabad, and completed the "Leading in the Digital Era" programme at Harvard Business School, Boston.	Mr. Arpit Kalani is an Associate Company Secretary. He also holds a Bachelor's Degree of Commerce from Mohanlal Sukhadia University, Udaipur.	Mr. Tapan Tanmay Kothari holds a holds a Master of Business Administration (MBA) and Master of Commerce (M. Com)

Name of the Director	Mr. Asad Daud (Non-Executive, Non-Independent Director)	Mr. Arpit Kalani (Non-Executive, Independent Director)	Mr. Tapan Tanmay Kothari (Non-Executive, Independent Director)
Nature of Expertise in specific functional areas	Mr. Asad Daud possesses expertise in finance, business strategy, and general management, with demonstrated leadership in aligning operational growth with long-term strategic objectives.	Mr Arpit Kalani possesses expertise in secretarial practices, corporate compliances, and allied legal and regulatory matters.	Mr. Tapan Tanmay Kothari possesses expertise in management, finance, and business operations.
disclosure of relationships between directors inter-se	Not related to any Director or Key Managerial Personnel of the Company	Not related with any director/KMP of the Company	Not related with any director/KMP of the Company
Terms and conditions of appointment/ reappointment & Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.	Refer Item No. 8 of the Notice and Explanatory Statement	Refer Item No. 9 of the Notice and Explanatory Statement
Details of remuneration paid during the financial year 2025-26	NIL	NIL	NIL
*Directorship held in other Public Companies (excluding foreign, private and Section 8 Company)	1.Aeroflex Industries Limited (Managing Director) 2.Aeroflex Enterprises Limited (Formerly known as SAT Industries Limited) (Director)	None	None
**Committee Membership/ Chairmanship in other Companies	1.Member of Stakeholders Relationship Committee of Aeroflex Enterprises Limited (Formerly known as SAT Industries Limited) 2.Member of Stakeholders Relationship Committee and Audit Committee of Aeroflex Industries Limited.	None	None
Name of listed companies from which Director has resigned in past three years	None	None	None

Name of the Director	Mr. Asad Daud (Non-Executive, Non-Independent Director)	Mr. Arpit Kalani (Non-Executive, Independent Director)	Mr. Tapan Tanmay Kothari (Non-Executive, Independent Director)
Shareholding as on March 31, 2026	NIL	NIL	NIL
No. of Board Meeting attended during the Financial Year 2025-26	11	Not Applicable	Not Applicable

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

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

ATTENDANCE SLIP

DP ID ______________________________

FOLIO NO/ CLIENT ID ______________________________

NO OF SHARES ______________________________

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

____

____

I/We hereby record my/our presence at the 34th Annual General Meeting of **Aeroflex Neu Limited (Formerly known as Sah Polymers Limited)** Scheduled on Tuesday, the 25th day of August, 2026 at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003

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

____

Signature of Member/ Proxy/ Authorized Representative

Form No. MGT-11

PROXY FORM

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

Name of the member(s):______________________________

Registered Address:______________________________

E-Mail ID:______________________________

Folio N o./ Client ID:______________________________

DP ID:______________________________

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

1) Name ______________________ Address ______________________

E-mail Id ______________________ Signature ______________________or failing him/her.

2) Name ______________________ Address ______________________

E-mail Id ______________________ Signature ______________________or failing him/her.

as my / our proxy, to attend and vote (on a poll) for me/ us and on my/ our behalf at the 34th Annual General Meeting of the Company, to be held on Tuesday, 25th day of August, 2026, at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sr. No.	**Resolution**	**Optional***	
		For	**Against**
	ORDINARY		
1.	To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors' and the Auditors' thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors' thereon. **(Ordinary Resolution)**		

Sr. No.	Resolution	Optional*	
		For	Against
2.	To re-appoint a Director in place of Mr. Asad Daud (DIN: 02491539), who retires by rotation and, being eligible, offers himself for re-appointment. **(Ordinary Resolution)**		
	SPECIAL		
3.	Approval of Material Related Party Transactions with Lion Houseware Private Limited **(Ordinary Resolution)**		
4.	Approval of Material Related Party Transaction with Safe Polymer Private Limited **(Ordinary Resolution)**		
5.	Approval of Material Related Party Transaction with Mr. Asad Daud, Director of the Company **(Ordinary Resolution)**		
6.	Approval of Material Related Party Transaction with Mrs. Shehnaz D. Ali, a Relative of a Director of the Company **(Ordinary Resolution)**		
7.	Modifying the Objects of the Preferential Issue as stated in the EGM Notice dated May 14, 2025 and alteration for utilization thereof **(Special Resolution)**		
8.	Appointment of Mr. Arpit Kalani (DIN: 09734386) as an Independent Director of the Company **(Special Resolution)**		
9.	Appointment of Mr. Tapan Tanmay Kothari (DIN: 11798942) as an Independent Director of the Company **(Special Resolution)**		

Affix revenue stamp of Re 1/-

Signed this____________ day of ______________2026

Signature of shareholder________________________

Signature of Proxyholder (s)_____________________

NOTES:

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

Route Map to the Venue of the 34th Annual General Meeting of

Aeroflex Neu Limited

(formerly known as Sah Polymers Limited)

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