



Commitment to Excellence

July 05, 2024

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
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**Sub: Voting results – 30<sup>th</sup> Annual General Meeting of the Members of Aeroflex Industries Limited Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

The 30<sup>th</sup> Annual General Meeting of the Company was held today, 05<sup>th</sup> July 2024, at 11:00 a.m. through Video Conferencing/ Other Audio-Visual Means.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed the Voting Results as **Annexure A** in the prescribed format as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions passed at the 30<sup>th</sup> AGM of the Company along with the Scrutinizer's Report dated 05<sup>th</sup> July 2024.

The said resolutions have been approved by Members with requisite majority.

Kindly take the above document on your record.

Thanking You,

Yours Faithfully

**For Aeroflex Industries Limited**

**Kinjal Shah**  
**Company Secretary & Compliance Officer**  
**Mem No: A58678**

**Encl.: As above**

**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: U24110MH1993PLC074576



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**Annexure A**

**VOTING RESULTS**

*[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>Company Name</b>	AEROFLEX INDUSTRIES LIMITED
<b>Date of the AGM</b>	Friday, 5 <sup>th</sup> July, 2024
<b>Total number of Shareholders on cut-off date:</b>	93641
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Not Applicable (Meeting was held through VC/OAVM)
<b>No. of shareholders attended the meeting in the meeting through VC/OAVM:</b>	
Promoters and Promoter Group:	2
Public:	42

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### **Resolution No. 1**

To receive, consider and adopt:

- a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2024 together with the Report of the Auditors thereon.

<b>Resolution required:</b>			<b>ORDINARY RESOLUTION</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>NO</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>52,57,650</b>	<b>66.48</b>	<b>52,57,650</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3,47,75,553	12,15,835	3.50	12,15,160	675	99.94	0.06
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,835</b>	<b>3.50</b>	<b>12,15,160</b>	<b>675</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,31,10,148</b>	<b>72</b>	<b>9,31,09,473</b>	<b>675</b>	<b>100</b>	<b>0</b>

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**Resolution No. 2-**

To declare final dividend on Equity Shares for the financial year ended March 31, 2024.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>52,57,650</b>	<b>66.48</b>	<b>52,57,650</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,805	3.50	12,10,991	4,814	99.60	0.40
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,805</b>	<b>3.50</b>	<b>12,10,991</b>	<b>4,814</b>	<b>99.60</b>	<b>0.40</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,31,10,118</b>	<b>72</b>	<b>9,31,05,304</b>	<b>4,814</b>	<b>99.99</b>	<b>0.01</b>

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### **Resolution No. 3**

To appoint a Director in place of Mr. Mustafa Abid Kachwala (DIN: 03124453), who retires by rotation and being eligible, offered himself for re-appointment as a Director.

<b>Resolution required:</b>		<b>ORDINARY RESOLUTION</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>NO</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)] *100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>52,57,650</b>	<b>66.48</b>	<b>52,57,650</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3,47,75,553	12,15,815	3.50	12,12,272	3,543	99.71	0.29
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,12,272</b>	<b>3,543</b>	<b>99.71</b>	<b>0.29</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,31,10,128</b>	<b>72</b>	<b>9,31,06,585</b>	<b>3,543</b>	<b>100</b>	<b>0</b>

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### **Resolution No. 4**

To re-appoint Mr. Ramesh Chandra Soni (DIN: 00049497) as an Independent Director of the Company for the second term of Five years.

<b>Resolution required:</b>			<b>SPECIAL RESOLUTION</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>NO</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3,47,75,553	12,15,815	3.50	12,11,642	4,173	99.66	0.34
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,11,642</b>	<b>4,173</b>	<b>99.66</b>	<b>0.34</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,48,305</b>	<b>49,56,823</b>	<b>94.66</b>	<b>5.34</b>

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## Resolution No.5

To approve Aeroflex Industries Limited Employee Stock Options Plan 2024 (“ESOP 2024”) for employees of the Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,815	3.50	12,09,080	6,735	99.45	0.55
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,09,080</b>	<b>6,735</b>	<b>99.45</b>	<b>0.55</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,45,743</b>	<b>49,59,385</b>	<b>94.66</b>	<b>5.34</b>

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### **Resolution No. 6**

To consider and approve Aeroflex Industries Limited Employee Stock Options Plan 2024 (ESOP 2024) for the Employees of existing and future Subsidiary Company/ies.

<b>Resolution required:</b>		<b>SPECIAL RESOLUTION</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>NO</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)] *100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	3,47,75,553	12,15,815	3.50	12,06,702	9,113	99.25	0.75
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,06,702</b>	<b>9,113</b>	<b>99.25</b>	<b>0.75</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,43,365</b>	<b>49,61,763</b>	<b>94.65</b>	<b>5.35</b>

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**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman,  
30<sup>th</sup> Annual General Meeting of the  
**AEROFLEX INDUSTRIES LIMITED**  
Taloja MIDC, Village Chal,  
Behind IGPL, Panvel,  
Navi Mumbai, Maharashtra,  
India-410208.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2<sup>nd</sup> Floor, 227, P. D. Mello Road, Mumbai-400001 was appointed as Scrutinizer by the Board of Directors of **Aeroflex Industries Limited** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 30<sup>th</sup>



Annual General Meeting of the Shareholders of the Company held on Friday, 5th July, 2024, at 11:05 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for agenda items as per the Notice of AGM were transacted only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 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. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 all issued by the Ministry of Corporate, Government of India (the "MCA Circulars" and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular dated May 12, 2020 in relation to "Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, COVID -19 pandemic", Circular dated January 15, 2021 in relation to "Relaxation for compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Circular dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Circular dated October 07, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (collectively "SEBI Circulars"). The venue for the AGM was deemed as the Registered Office of the Company.



## 1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2023-24 was sent on 11<sup>th</sup> June, 2024 by e-mail to **92348** Shareholders who had registered their email- id's with Depositories/the Company, out of which 2763 emails were bounced back and 89585 e-mails were delivered. The Notice and Annual Report is also available on Company's website [www.aeroflexindia.com](http://www.aeroflexindia.com)

## 2. Newspaper Publication

The Company had published Notice in All India edition of "The Free Press Journal" (English Newspaper) & Navshakti (Marathi edition Newspaper) on June 12, 2024 in terms of MCA General Circular No. 20/2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 regarding holding of Annual General Meeting on Friday, July 5, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") means.

## 3. Cut-off Date

The Voting rights were reckoned as on **Friday, June 28, 2024** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

## 4. e-Voting

### i. Agency:

The Company has appointed Central Depository Services (India) Limited (CDSL) as the Agency for providing the e-Voting platform.

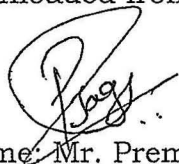


**ii. Remote-Voting:**

The remote e-Voting platform was open from Tuesday, July 02, 2024 at 9:00 a.m. and ends on Thursday, July 04, 2024 at 5:00 p.m. and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions and Special Resolutions, on the e-Voting platform provided by CDSL.

**5. Counting Process:**

- i. The Vote cast under remote e-Voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the CDSL e-Voting system.



Name: Mr. Prem Jage



Name: Ms. Ayushi Jain

- ii. Thereafter, the details of Equity Shareholders, who voted for or against was extracted from the list of Equity Shareholders who voted.
- iii. "For" or "Against" were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
- iv. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and voting at the Meeting on the Resolutions contained in the Notice of the AGM.



- v. My responsibility as Scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- vi. Based on the result made available to me, 156 Members have cast their votes through remote e-Voting and 2 Members have cast their votes during the meeting. The AGM was concluded at 11:48 a.m. and e-voting was closed at 12.03 p.m.
- vii. The combined result of remote E-voting and e-voting during the AGM is as under:



## VOTING RESULTS

*[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>Company Name</b>	AEROFLEX INDUSTRIES LIMITED
<b>Date of the AGM</b>	Friday, 5 <sup>th</sup> July, 2024
<b>Total number of Shareholders on cut-off date:</b>	93641
<b>No. of shareholders present in the meeting either in person or through proxy</b>	Not Applicable (Meeting was held through VC/OAVM)
<b>No. of shareholders attended the meeting in the meeting through VC/OAVM:</b>	
Promoters and Promoter Group:	2
Public:	42



## Resolution No. 1

To receive, consider and adopt:

- a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the year ended March 31, 2024 together with the Report of the Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	Total	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
Public-Institutions	E-Voting	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	Poll		0	0	0	0	0	0
	Total	79,08,154	52,57,650	66.48	52,57,650	0	100	0
Public-Non Institutions	E-Voting	3,47,75,553	12,15,835	3.50	12,15,160	675	99.94	0.06
	Poll		0	0	0	0	0	0
	Total	3,47,75,553	12,15,835	3.50	12,15,160	675	99.94	0.06
Total		12,93,20,370	9,31,10,148	72	9,31,09,473	675	100	0



**Resolution No. 2-**

To declare final dividend on Equity Shares for the financial year ended March 31, 2024.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [[2]/(1)] *100	(4)	(5)	(6)= [[4]/(2)] *100	(7)= [[5]/(2)]* 100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>52,57,650</b>	<b>66.48</b>	<b>52,57,650</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,805	3.50	12,10,991	4,814	99.60	0.40
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,805</b>	<b>3.50</b>	<b>12,10,991</b>	<b>4,814</b>	<b>99.60</b>	<b>0.40</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,31,10,118</b>	<b>72</b>	<b>9,31,05,304</b>	<b>4,814</b>	<b>99.99</b>	<b>0.01</b>





### Resolution No. 3

To appoint a Director in place of Mr. Mustafa Abid Kachwala (DIN: 03124453), who retires by rotation and being eligible, offered himself for re-appointment as a Director.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	52,57,650	66.48	52,57,650	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>52,57,650</b>	<b>66.48</b>	<b>52,57,650</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,815	3.50	12,12,272	3,543	99.71	0.29
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,12,272</b>	<b>3,543</b>	<b>99.71</b>	<b>0.29</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,31,10,128</b>	<b>72</b>	<b>9,31,06,585</b>	<b>3,543</b>	<b>100</b>	<b>0</b>



**Resolution No. 4**

To re-appoint Mr. Ramesh Chandra Soni (DIN: 00049497) as an Independent Director of the Company for the second term of Five years.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,815	3.50	12,11,642	4,173	99.66	0.34
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,11,642</b>	<b>4,173</b>	<b>99.66</b>	<b>0.34</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,48,305</b>	<b>49,56,823</b>	<b>94.66</b>	<b>5.34</b>



## Resolution No.5

To approve Aeroflex Industries Limited Employee Stock Options Plan 2024  
 (“ESOP 2024”) for employees of the Company.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,815	3.50	12,09,080	6,735	99.45	0.55
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,09,080</b>	<b>6,735</b>	<b>99.45</b>	<b>0.55</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,45,743</b>	<b>49,59,385</b>	<b>94.66</b>	<b>5.34</b>



**Resolution No. 6**

To consider and approve Aeroflex Industries Limited Employee Stock Options Plan 2024 (ESOP 2024) for the Employees of existing and future Subsidiary Company/ies.

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	8,66,36,663	8,66,36,663	100	8,66,36,663	0	100	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>8,66,36,663</b>	<b>8,66,36,663</b>	<b>100</b>	<b>8,66,36,663</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	79,08,154	49,52,650	62.63	0	49,52,650	0	100
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>79,08,154</b>	<b>49,52,650</b>	<b>62.63</b>	<b>0</b>	<b>49,52,650</b>	<b>0</b>	<b>100</b>
Public-Non Institutions	E-Voting	3,47,75,553	12,15,815	3.50	12,06,702	9,113	99.25	0.75
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>3,47,75,553</b>	<b>12,15,815</b>	<b>3.50</b>	<b>12,06,702</b>	<b>9,113</b>	<b>99.25</b>	<b>0.75</b>
<b>Total</b>		<b>12,93,20,370</b>	<b>9,28,05,128</b>	<b>71.76</b>	<b>8,78,43,365</b>	<b>49,61,763</b>	<b>94.65</b>	<b>5.35</b>



**RESULT SUMMARY**

<b>SR. NO.</b>	<b>RESOLUTION</b>	<b>TYPE OF RESOLUTION</b>	<b>FAVOUR (%)</b>	<b>AGAINST (%)</b>
<b>1.</b>	a) To receive, consider and adopt: the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated Financial Statement of the Company for the year ended March 31, 2024 together with the Report of the Auditors thereon.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>
<b>2.</b>	To declare final dividend on Equity Shares for the financial year ended March 31, 2024.	<b>Ordinary Resolution</b>	<b>99.99</b>	<b>0.01</b>
<b>3.</b>	To appoint a director in place of Mr. Mustafa Abid Kachwala (DIN: 03124453), who retires by rotation and being eligible, offered himself for re-appointment as a Director.	<b>Ordinary Resolution</b>	<b>100</b>	<b>0</b>



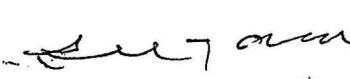
4.	To re-appoint Mr. Ramesh Chandra Soni (DIN: 00049497) as an Independent Director of the Company.	<b>Special Resolution</b>	<b>94.66</b>	<b>5.34</b>
5.	To approve Aeroflex Industries Limited Employee Stock Options Plan 2024 ("ESOP 2024") for employees of the Company.	<b>Special Resolution</b>	<b>94.66</b>	<b>5.34</b>
6.	To consider and approve Aeroflex Industries Limited Employee Stock Options Plan 2024 (ESOP 2024) for the Employees of existing and future Subsidiary Company/ies.	<b>Special Resolution</b>	<b>94.65</b>	<b>5.35</b>



All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

  
\_\_\_\_\_

Dr. S.K. Jain  
Practicing Company Secretary



  
\_\_\_\_\_

Asad Daud  
Chairman



Place: Mumbai

Date: 05/07/2024

UDIN: F001473F000680316