aerpace

AERPACE INDUSTRIES LIMITED

15TH ANNUAL REPORT 2025-2026

BOARD OF DIRECTORS:

Mr. Prem Singh Rawat	Chairman, Non-Executive Director
Mr. Anand Manoj Shah	Managing Director & Chief Financial Officer *(Re-designated as Managing Director & Chief Financial Officer w.e.f. May 12, 2026)*
Mr. Sanjay Ram Takale	Non-Executive Director
Mr. Milan Shah Bhupendra	Non-Executive Director *(Managing Director upto May 10, 2026 and re-designated as Non- Executive Non - Independent Director w.e.f. May 12, 2026)*
Mr. Ravi Cheddilal Soni	Executive Director
Mrs. Darshana Avadhoot Sawant	Non- Executive Independent Director *(Resigned w.e.f. April 14, 2026)*
Mr. Virendra Singh Verma	Non- Executive Independent Director *(Resigned w.e.f. June 9, 2026)*
Mrs. Akanksha Sunny Bilaney	Non- Executive Independent Director
Mrs. Anshu Shukla Pandey	Non- Executive Independent Director *(Appointed w.e.f. July 10, 2026)*

CHIEF FINANCIAL OFFICER

Mr. Anand Manoj Shah

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Neha Mankame
(Resigned on 28.02.2026)

Ms. Prachi Parag Kela
(Appointed on 11.05.2026)

STATUTORY AUDITORS

M/s. Ramanand & Associates, Chartered Accountants
(Firm Registration Number 117776W)

INTERNAL AUDITORS

M/s. Rohit Gondhiya & Associates, Chartered Accountants
(Firm Registration No. 133649W)

SECRETARIAL AUDITORS

M/s. Jain Preeti & Company, Practising Company Secretaries
(Firm Registration No.: 14964) *(Resigned on 5th May, 2026)*

M/s. Pravesh Palod & Associates, Practicing Company Secretary
(Peer Review Firm Registration No: 7406/2025)
(Appointed in Casual Vacancy on 11.05.2025)

BANKERS	ICICI Bank Limited
REGISTERED OFFICE	A/1005, 10th Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093
REGISTRAR & SHARE TRANSFER AGENT	**Purva Sharegistry (India) Private Limited** 9 Shiv Shakti Industrial Estate, J R Boricha Marg. Opp. Lodha Excelus, Lower Parel (East), Mumbai - 4000 011.
CIN	L74110MH2011PLC214373
WEBSITE	www.aerpace.com

Dear Members,

Invitation to attend the 15th Annual General Meeting ("15th AGM") on Wednesday, September 30, 2026.

You are cordially invited to attend the 15th AGM of the Company to be held on Wednesday, September 30, 2026 at 03:30 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The Notice convening the Annual General Meeting ("AGM") is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1.	Link for live webcast of the AGM and for participation through VC/OAVM	www.evotingindia.com
2.	Link for remote e-voting	www.evotingindia.com
3.	Username and password for VC	Members may attend the AGM through VC by accessing the link www.evotingindia.com by using their remote e-voting credentials. Please refer the instructions in Notes to this Notice for further information.
4.	Helpline number for VC participation and e-voting	E-mail: helpdesk.evoting@cdslindia.com Contact No.: 1800 21 09911
5.	Cut-off date for e-voting	Wednesday, September 23, 2026
6.	Time period for remote e-voting	Commences at 09.00 a.m. (IST) on Saturday, September 26, 2026 and ends at 05.00 p.m. (IST) on Tuesday, September 29, 2026
7.	Last date for publishing results of the e-voting	On or before Friday, October 02, 2026
8.	Registrar and Share Transfer Agent contact details	Purva Sharegistry (India) Private Limited 9 Shiv Shakti Industrial Estate, J R Boricha Marg. Opp. Lodha Excelus, Lower Parel (East), Mumbai - 4000 011. E-mail Id: support@purvashare.com Web Site: www.purvashare.com Contact No: 022-2301 6761/8261
9.	Contact details	Email id: info@aerpace.com Tel no: 022 69245000

Yours Truly,

Prachi Parag Kela
Company Secretary and Compliance Officer

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting ("**AGM**") of the Members of Aerpace Industries Limited ("**Company**") is scheduled to be held on Wednesday, 30th September, 2026 at 03:30 P.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

1. **Adoption of Financial Statement (Standalone & Consolidated) for the financial year ended March 31, 2026:**

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

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

2. **Re-Appointment of Mr. Sanjay Ram Takale (DIN: 07111445) who retires by rotation and being eligible, offer himself for re-appointment.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, (hereinafter referred to as "Act") and all other applicable provisions of the Act read with the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Sanjay Ram Takale (DIN: 07111445), who retires by rotation at this 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."

3. **Re-Appointment of Mr. Prem Singh Rawat (DIN: 01423453) who retires by rotation and being eligible, offer himself for re-appointment.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, (hereinafter referred to as "Act") and all other applicable provisions of the Act read with the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Prem Singh Rawat (DIN: 01423453), who retires by rotation at this 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:

4. **Appointment of M/s. Dipti Nagori & Associates (Peer Review Firm Registration Number: 1902/2022), Practicing Company Secretaries as a Secretarial Auditor of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, M/s. Dipti Nagori & Associates (Peer Review Firm Registration Number: 1902/2022), Practising Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

5. **Approval for payment of remuneration to Mr. Prem Singh Rawat (DIN: 01423453), Non-Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the rules made thereunder, Regulations 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), 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 the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded (i) to approve and ratify the payment of remuneration to Mr. Prem Singh Rawat, Chairman and Non-Executive Director of the Company, for the financial year 2025–26, up to a maximum amount of ₹24,00,000 (Rupees Twenty Four Lakhs only), already paid and/or payable to him during the said financial year; and (ii) to approve the payment of remuneration to Mr. Prem Singh Rawat for the financial year 2026–27, up to a maximum amount of ₹40,00,000 (Rupees Forty Lakh only), notwithstanding the absence or inadequacy of profits of the Company during the respective financial years and notwithstanding that the remuneration paid or payable to him exceeds or may exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company during the respective financial year;

RESOLVED FURTHER THAT the aforesaid remuneration shall be exclusive of the sitting fees payable to Mr. Prem Singh Rawat for attending meetings of the Board of Directors and its Committees and the reimbursement of expenses incurred by him in connection with the performance of his duties, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine, revise and approve the actual amount and manner of payment of remuneration to Mr. Prem Singh Rawat within the aforesaid annual ceiling of ₹40,00,000 for each financial year, based on the recommendation of the Nomination and Remuneration Committee and subject to compliance with the applicable provisions of the Act, Schedule V thereto and the SEBI Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors
For Aerpace Industries Limited

Prachi Parag Kela
Company Secretary & Compliance Officer
Membership No.: A-67897

Date: August 11, 2026
Place: Mumbai

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

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts concerning the business with respect to Item No. 4 & 5 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and disclosure requirements in terms of Secretarial Standard on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ("**AGM**") is furnished as "**Annexure A**" to this Notice.

2. The Ministry of Corporate Affairs ("**MCA**"), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), has permitted the holding of the AGM through Video Conferencing ("**VC**") or through Other Audio Visual Means ("**OAVM**"), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India ("**SEBI**"), vide Regulations 36(1) and 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report to members who have registered their email address(es) with the Company or with any depository and the requirement to send proxy forms where AGM is held though electronic mode.

   In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 15th AGM of the Company is being held through VC/OAVM on **Wednesday, September 30, 2026, at 03:30 p.m.** (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at A/1005, 10th Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

SINCE THIS AGM IS BEING HELD PURSUANT TO THE FRAMEWORK PROVIDED IN THE MCA CIRCULARS READ WITH THE ACT AND THE SEBI LISTING REGULATIONS, THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. Members can join the AGM in VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of Central Depository Services Limited ("CDSL") at www.evotingindia.com.

5. **Institutional investors/corporate Members**: Institutional Investors/ Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) who are intending to appoint their authorised representatives pursuant to Sections 113 of the Act, as the case may be, to attend the AGM and vote through remote e-Voting, are requested to send their certified copy of the Board Resolution / Authority Letter:

   - to the Scrutinizer by e-mail cspalodpravesh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com or

   - upload by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-Voting" tab in their login

6. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS2) issued by the ICSI and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by CDSL.

8. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.aerpace.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

10. In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., **Wednesday, September 23, 2026**, will be entitled to vote at the Meeting.

11. **Dispatch of Annual Report**: In accordance with the aforesaid MCA Circulars and the SEBI Listing Regulations, the Notice of the AGM along with the 15th Annual Report are being sent ONLY through

electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ("RTA")/ Depositories/ Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available, to those shareholder(s) who have not so registered their e-mail addresses. The Company shall send physical copy of the Annual Report to those Members who request for the same at info@aerpace.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 15th AGM along with the Annual Report is also available on the website of the Company at www.aerpace.com and on BSE Limited at www.bseindia.com and the website of CDSL at www.evotingindia.com.

12. **Registrar and Transfer Agent**

The Registrar and Transfer Agent of the Company is **Purva Sharegistry (India) Private Limited**. The e-mail address of the RTA is support@purvashare.com.

13. **Nomination facility**: As per the provisions of Section 72 of the Act, read with SEBI Master Circular dated February 6, 2026 issued to RTA, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at www.aerpace.com. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at support@purvashare.com in case the shares are held in physical form, quoting their folio no(s).

14. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Members may please note that listed companies are mandated to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5 (for transmission), the format of which is available on the Company's website at www.aerpace.com. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request at investor.helpdesk@in.mpms.mufg.com for any assistance relating to the shares of the Company.

15. **Details of Members**:Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA/Company in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self- attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. **Consolidation for physical Members**: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

18. **Special window for re-lodgement of physical share transfer requests:** Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the RTA for assistance in this regard.

19. **Simplification of Procedure for Issuance of Duplicate Share Certificates** The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

    - Value Up to ₹10,000: Undertaking on plain paper (no notarisation required)
    - Value Above ₹10,000 and up to ₹10 lakh: Single Affidavit-cum-Indemnity Bond
    - Value Above ₹10 lakh: Affidavit-cum-Indemnity Bond along with FIR/ Police Complaint and Newspaper Advertisement.

    Further, Letter of Confirmation ("LOC") will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat account by the Company/ RTA, subject to due diligence. Members are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the Members to DP for dematerialisation within 120 days from the date of issuance of LOC.

20. Members desiring inspection of statutory registers and other relevant documents of the Company may send their request in writing to the Company at info@aerpace.com upto the date of the AGM. All the documents referred to in this Notice will also be available for inspection at the Company's registered office by the members from the date of circulation of this Notice up to the date of AGM.

21. **Dispute Resolution**: SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/ Company directly and/ or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the "Quick Links" section available at the bottom of the Company's website.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE 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 Saturday, 26th September, 2026 (09:00 A.M.) and ends on Tuesday, 29th September, 2026 (05:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 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.

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &

	voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You

	will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider 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 in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

2) Click on “Shareholders” module.

3) Now enter your 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.

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

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

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

	For 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.

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

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Aerpace Industries Limited on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required mandatory 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; info@aerpace.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

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

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

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@aerpace.com. The same will be replied by the company suitably.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@aerpace.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

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

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

Prachi Parag Kela
Company Secretary & Compliance Officer
Membership No.: A-67897

Date: August 11, 2026
Place: Mumbai
REGISTERED OFFICE:
A/1005, 10th Floor, A Wing, Kanakia Wall Street,
Andheri Kurla Road, Andheri (East), Mumbai-400093
CIN: L74110MH2011PLC214373

Website: www.aerpace.com
Email: info@aerpace.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice:

Item: 4

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors. The Board of Directors, at its meeting held on August 11, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of M/s. Dipti Nagori & Associates (Peer Review Firm Registration Number: 1902/2022), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2029-30 to the financial year 2030-31, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Ms. Dipti Nagori, is a qualified Company Secretary having more than 15 years of experience in the field of corporate laws, secretarial compliances, corporate governance, SEBI regulations, FEMA matters, due diligence and audit assignments. She possesses extensive expertise in providing secretarial and regulatory advisory services to listed and unlisted entities. Ms. Dipti Nagori has consented to her appointment as Secretarial Auditor, if appointed, and has confirmed that she has subjected himself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, Ms. Dipti Nagori has confirmed that she is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2026-27 is Rs. 1,00,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company. In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members

Item: 5

In accordance with Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders by way of a Special Resolution is required to be obtained every year where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company.

Mr. Prem Singh Rawat, Chairman and Non-Executive Director of the Company, has made significant contributions to the growth and development of the Company through his strategic guidance, experience and increased involvement in the affairs of the Company. Considering his contribution, increased responsibilities and time devoted to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has:

1. approved and recommended the ratification of remuneration paid and/or payable to Mr. Prem Singh Rawat for the financial year 2025–26, up to a maximum amount of ₹24,00,000 (Rupees Twenty-Four Lakh only) already paid and/or payable to him during the said financial year; and

2. approved and recommended the payment of remuneration to Mr. Prem Singh Rawat for the financial year 2026–27, up to a maximum amount of ₹40,00,000 (Rupees Forty Lakh only).

The remuneration paid or payable to Mr. Prem Singh Rawat exceeds or may exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company during the respective financial year. Accordingly, the approval of the Members is being sought by way of a Special Resolution pursuant to Regulation 17(6)(ca) of the Listing Regulations.

The Company has incurred losses and/or has inadequate profits during the relevant financial years. Accordingly, the aforesaid remuneration shall be paid as minimum remuneration in accordance with Sections 197 and 198 read with Section II of Part II of Schedule V to the Companies Act, 2013 and other applicable provisions thereof, subject to compliance with the conditions and limits prescribed thereunder.

The aforesaid annual ceiling of ₹40,00,000 represents the maximum remuneration that may be paid to Mr. Prem Singh Rawat during each of the financial years 2025–26 and 2026–27. The actual remuneration payable shall be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, within the said ceiling and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

Mr. Prem Singh Rawat and his relatives are concerned or interested, financially or otherwise, in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

For Aerpace Industries Limited

Prachi Parag Kela
Company Secretary & Compliance Officer
Membership No.: A-67897

Date: August 11, 2026
Place: Mumbai

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

ANNEXURE-A

ANNEXURE A TO EXPLANATORY STATEMENT FOR ITEM 5
(Schedule V Part II)

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

<table>
<tr><td>Particulars</td><td>Mr. Prem Singh Rawat</td></tr>
<tr><td>I. General Information</td><td></td></tr>
<tr><td>Nature of Industry</td><td>The Company is engaged in the business of generation, transmission, distribution and supply of electricity through conventional and renewable energy sources, including solar, wind and green hydrogen projects. To undertake construction, operation, maintenance and allied activities relating to power and energy infrastructure.</td></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td>The Company is currently in the project implementation and research & development phase of its solar business and is in the process of establishing its manufacturing facility. The commissioning of the factory is expected to be completed during FY 2026-27, following which commercial production and revenue generation from the solar business are expected to commence.</td></tr>
<tr><td>In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>Financial Performance based on given indicators</td><td>Rs. In Lacs
<table>
<tr><th>PARTICULARS</th><th>YEAR ENDED 31.03.2026</th><th>YEAR ENDED 31.03.2025</th><th>YEAR ENDED 31.03.2024</th></tr>
<tr><td>Total Income</td><td>403.96</td><td>302.06</td><td>150.83</td></tr>
<tr><td>Profit / (Loss) Before Interest, Depreciation, Exceptional items & tax</td><td>(1012.37)</td><td>(382.12)</td><td>(98.64)</td></tr>
<tr><td>Less: Interest and Finance Cost</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Less: Depreciation & Amortisation</td><td>210.19</td><td>113.57</td><td>30.60</td></tr>
<tr><td>Add Exceptional Items</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Profit before Taxation</td><td>(1222.55)</td><td>(495.69)</td><td>(129.24)</td></tr>
<tr><td>Less: Provision</td><td></td><td></td><td></td></tr>
</table></td></tr>
</table>

	for Taxation (incl. deferred tax)	(22.26)	(12.02)	0.11
	Profit / (Loss) after Taxation	**(1200.29)**	**(483.67)**	**(129.35)**
Foreign Investments and Collaborations	The Company has incorporated Aerpace General Trading LLC in the United Arab Emirates to undertake a similar line of business. However, the proposed investment in the said entity is yet to be made by the Company.			
II. Information about the appointee				
Background details	As per the explanatory statement			
Past Remuneration	Rs. 24,03,600 (Rs. Twenty-Four Lakhs Thirty-Six Hundred)			
Recognition or awards	He is originally a Two Wheelers Champion from 1987 to 2001 and he has won more than 75 Trophies. To name a few he has won Ashtavinayak Rally – Overall 1st, Sinhagad Hill climb – Overall 1st, Indore Motocross, Poona Motocross, Poona Dirt Track, Seizers Action Rally-Coimbatore, NASA Rally-Nasik, MASA Rally-Mumbai and many Dirt Track Races.			
Job Profile and suitability	As per the explanatory statement			
Remuneration proposed	As per item no. 5			
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	The managerial remuneration proposed to be paid is justified in view of the role, size, scale, complexity of the business and competitive environment in which the Company operates and is in line with the remuneration package of similar appointees in other companies and thus comparable to the industry standards.			
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any	No pecuniary relationship directly or indirectly with the Company other than remuneration paid / payable to him.			
III. Other Information				
Reasons of loss or inadequate profits	The Company is yet to commence its commercial operations and, accordingly, reported losses during the financial year.			
Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	The Company has been making necessary efforts to improve its performance and is aggressively pursuing and implementing various strategies.			
Expected increase in productivity and profits in measurable terms	The Company anticipates that the overall economy and consumer sentiments will revive in near future. The productivity, performance and profitability of the Company will gradually improve in the coming years owing to the persistent efforts and aggressive strategies adopted by the Company.			
IV. Disclosures	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Directors Report for the year ended March 31, 2026.			

Details of Directors seeking ~~Appointment/~~Re-appointment at the 15th Annual General Meeting of the Company. (In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015)

Name of Director	Mr. Sanjay Ram Takle	Mr. Prem Singh Rawat
DIN	07111445	01423453
Date of Birth	02-02-1968	12-10-1962
Age	58 years	63 years
Date of Appointment at Board Meeting	04-05-2022	02-09-2023
Expertise in specific functional areas/ skills and capabilities	He is a Commerce Graduation from BMCC and Law from Symbiosis. Originally a Two Wheelers Champion from 1987 to 2001 and he has won more than 75 Trophies. To name a few he has won Ashtavinayak Rally – Overall 1st, Sinhagad Hill climb – Overall 1st, Indore Motocross, Poona Motocross, Poona Dirt Track, Seizers Action Rally-Coimbatore, NASA Rally-Nasik, MASA Rally-Mumbai and many Dirt Track Races.	He is having thirty-five plus years of experience in Business and Strategy Management, Social Management, Industrial Relation Management, Sales, Marketing, Administration, Operation, Commercial Management. He is B.Com graduate from, Dayal Singh College, Delhi University in 1984 and did PG Diploma in Personnel Management and & Industrial Relation in 1986 (MBA).
Names of listed entities in which the person also holds the directorship	-	-
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	-	-
Shareholding in the Company	24,11,765 equity shares of Re. 1 each	-
Remuneration last drawn (including sitting fees, if any)	-	Rs. 24,03,600
Remuneration proposed to be paid	-	As per Explanatory Statement
Relationship with other Directors/Key Managerial Personnel	Not applicable	Not applicable
Number of meetings of the Board attended during the year (2025-26)	7 out of 7	7 out of 7

By order of the Board of Directors
For Aerpace Industries Limited

Prachi Parag Kela
Company Secretary & Compliance Officer
Membership No.: A-67897

Date: August 11, 2026
Place: Mumbai
REGISTERED OFFICE:
A/1005, 10th Floor, A Wing, Kanakia Wall Street,
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