



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting ("Meeting") of the Members Aerpace Industries Limited (Formerly known as Supremex Shine Steels Limited) will be held on Thursday, 27th day of June 2024 at 3:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following **SPECIAL BUSINESS**:

1. Preferential Issue of Securities to certain investors other than Promoter group:

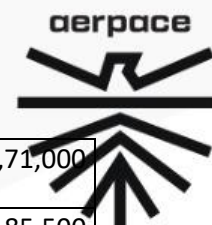
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Sections 23, 42, 62(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, each as amended (collectively, the "Companies Act") and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations, 2018"), the provisions of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the Members of the Company be and is hereby accorded to the Board of directors of the Company to create, issue, offer and allot by way of Preferential issue, for cash consideration, in one or more tranches, up to 1,33,85,739 (One Crore Thirty Three Lakhs Eighty Five Thousand Seven Hundred Thirty Nine Only) Equity Shares at a price of Rs.19.71 (Rupees Nineteen and Paise Seventy-One Only) per share of face value of Re.1/- (Rupee One) each ("Equity Shares") at a premium of Rs.18.71 (Rupees Eighteen and Paise Seventy-One Only) aggregating to Rs.26,38,32,916 (Twenty-Six Crore Thirty Eight Lakhs Thirty-Two Thousand Nine Hundred Sixteen Only) to the proposed allottees, in the manner as set out below, (each investor or proposed allottee hereinafter individually or collectively referred to as an "Investor" or the "Investors") on such other terms and conditions, as may be determined by the Board, in accordance with the provisions of SEBI ICDR Regulations and other applicable laws:

S.No	Name of Investor(s)	Nature of Securities	Category (Current & Proposed)	No. of Securities	Aggregate Consideration (INR)
1	Puneet Agrawal	Equity Shares	No-Promoter	1,00,000	19,71,000
2	Sunita Agarwal	Equity Shares	No-Promoter	1,00,000	19,71,000
3	Gothamchand A	Equity Shares	No-Promoter	1,50,000	29,56,500
4	Ranjana Kanda	Equity Shares	No-Promoter	1,25,000	24,63,750
5	Udit Aggarwal	Equity Shares	No-Promoter	1,00,000	19,71,000
6	Bosco Menzes	Equity Shares	No-Promoter	1,00,000	19,71,000
7	Niranjan Kesavan	Equity Shares	No-Promoter	51,000	10,05,210
8	Gurisha Gupta	Equity Shares	No-Promoter	51,000	10,05,210
9	Sneha Milan Rathod	Equity Shares	No-Promoter	67,000	13,20,570
10	Dharmesh Shah	Equity Shares	No-Promoter	1,75,000	34,49,250
11	Kumud Shah	Equity Shares	No-Promoter	55,000	10,84,050
12	Savita Jain	Equity Shares	No-Promoter	1,28,000	25,22,880
13	Roma Bhandari	Equity Shares	No-Promoter	1,28,000	25,22,880
14	Megha Jain	Equity Shares	No-Promoter	75,000	14,78,250
15	Ratanben R Jain	Equity Shares	No-Promoter	61,000	12,02,310
16	Divyesh Rach	Equity Shares	No-Promoter	51,000	10,05,210
17	Mahaveer Hemanthkumar Jain	Equity Shares	No-Promoter	51,000	10,05,210
18	Rajat Mukhija	Equity Shares	No-Promoter	51,000	10,05,210
19	Hemant Gadodia	Equity Shares	No-Promoter	2,50,000	49,27,500
20	Ritesh Khetan	Equity Shares	No-Promoter	50,000	9,85,500
21	Surinder Goel (HUF)	Equity Shares	No-Promoter	50,000	9,85,500
22	Madhu Rathi	Equity Shares	No-Promoter	1,00,000	19,71,000
23	Jinraj Enterprises LLP	Equity Shares	No-Promoter	50,000	9,85,500

24	RPV Holdings Private Limited	Equity Shares	No-Promoter	50,000	9,85,500
25	Credenza Clearwater Capital Partner	Equity Shares	No-Promoter	50,000	9,85,500
26	Pankaj Kedia	Equity Shares	No-Promoter	50,000	9,85,500
27	Raghav Choudhury	Equity Shares	No-Promoter	52,000	10,24,920
28	Rakesh Laroia	Equity Shares	No-Promoter	5,20,000	1,02,49,200
29	Amit Agarwal	Equity Shares	No-Promoter	1,28,000	25,22,880
30	Abhishek Agarwal	Equity Shares	No-Promoter	1,00,000	19,71,000
31	Tarini Arora	Equity Shares	No-Promoter	1,30,000	25,62,300
32	Heman Modi	Equity Shares	No-Promoter	50,735	9,99,987
33	Himanshu Shah	Equity Shares	No-Promoter	5,07,356	99,99,987
34	Kamal Visaria	Equity Shares	No-Promoter	5,07,356	99,99,987
35	Kunal Kothari	Equity Shares	No-Promoter	76,103	14,99,990
36	Ranganathan Ramachandaran	Equity Shares	No-Promoter	50,735	9,99,987
37	Shankar Sharma	Equity Shares	No-Promoter	5,07,356	99,99,987
38	Deepshikha Arora	Equity Shares	No-Promoter	2,02,942	39,99,987
39	Jyotsna Mehta	Equity Shares	No-Promoter	1,52,207	30,00,000
40	Manavi Mehta	Equity Shares	No-Promoter	1,01,471	19,99,993
41	Adarsh Bhalotia	Equity Shares	No-Promoter	1,26,839	24,99,997
42	Lalit Kumar Bhalotia	Equity Shares	No-Promoter	1,26,839	24,99,997
43	Shlok Rathod	Equity Shares	No-Promoter	50,735	9,99,987
44	Kamlesh Shah	Equity Shares	No-Promoter	1,01,471	19,99,993
45	Alok Omprakash Nag	Equity Shares	No-Promoter	2,53,678	49,99,993
46	Punamchand Amrutlal Gandhi	Equity Shares	No-Promoter	2,53,678	49,99,993
47	Paramhans Kumar Gaund	Equity Shares	No-Promoter	86,250	16,99,988

48	JD Seals	Equity Shares	No-Promoter	1,67,427	32,99,986
49	Sanjay Takale	Equity Shares	No-Promoter	24,11,765	4,75,35,888
50	Khushboo Bhagat (Aditya Agarwal)	Equity Shares	No-Promoter	86,250	16,99,988
51	Parin Vithlani	Equity Shares	No-Promoter	82,051	16,17,225
52	Mishal Vithlani	Equity Shares	No-Promoter	1,52,207	30,00,000
53	Sumaniya Nayabha Rajabha	Equity Shares	No-Promoter	1,01,471	19,99,993
54	Vishal Sharad Shah	Equity Shares	No-Promoter	98,934	19,49,989
55	Algorithmics Advisor and Investor LLP	Equity Shares	No-Promoter	2,02,942	39,99,987
56	Pratik Prakash Shah	Equity Shares	No-Promoter	50,735	9,99,987
57	Priyanka Koria	Equity Shares	No-Promoter	1,01,471	19,99,993
58	Bhupendra Jasvantlal Jariwala	Equity Shares	No-Promoter	50,735	9,99,987
59	Ashok K Shah	Equity Shares	No-Promoter	5,00,000	98,55,000
60	Hasmukh Shah	Equity Shares	No-Promoter	3,00,000	59,13,000
61	Viral Ashok Shah	Equity Shares	No-Promoter	2,50,000	49,27,500
62	Keyur Kenia	Equity Shares	No-Promoter	1,00,000	19,71,000
63	Kishor Lalji Shah	Equity Shares	No-Promoter	1,25,000	24,63,750
64	Samir Sanghvi	Equity Shares	No-Promoter	1,25,000	24,63,750
65	Nehal Sanghvi	Equity Shares	No-Promoter	1,25,000	24,63,750
66	Chandresh Haria	Equity Shares	No-Promoter	1,00,000	19,71,000
67	Kaushal A Gandhi	Equity Shares	No-Promoter	2,50,000	49,27,500
68	Kinjal Gandhi	Equity Shares	No-Promoter	2,50,000	49,27,500
69	Nihir Chandrakant Shah	Equity Shares	No-Promoter	5,00,000	98,55,000
70	Saurabh N Shah	Equity Shares	No-Promoter	5,00,000	98,55,000
71	Kamlesh Doshi	Equity Shares	No-Promoter	1,00,000	19,71,000



72	Dhanesh N Shah HUF	Equity Shares	No-Promoter	1,00,000	19,71,000
73	Manoj Financial Services Pvt. Ltd.	Equity Shares	No-Promoter	50,000	9,85,500
74	Yashasvi finvest private limited	Equity Shares	No-Promoter	50,000	9,85,500
75	Rachana Parekh	Equity Shares	No-Promoter	50,000	9,85,500
76	Amiya K Kamdar	Equity Shares	No-Promoter	50,000	9,85,500

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of equity shares in accordance with the SEBI ICDR Regulations shall be 28th May 2024 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue and allotment of the aforesaid Equity Shares to the Proposed Allottees shall be subject to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- i. the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Equity Shares, shall be 28th May, 2024 which is a date 30 days prior to the date of the Extra-ordinary General Meeting. The proposed allottee(s) of Equity Shares shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Re.1/- (Rupee One) each (“Equity Shares”) at a premium of Rs.18.71 (Rupees Eighteen and Paise Seventy-One Only) each of the Company against each share.
- ii. the Subscription Shares shall be allotted in dematerialized form.
- iii. the Subscription Shares shall be subject to lock-in for such period as prescribed under the SEBI ICDR Regulations and any additional lock-in conditions/minimum holding conditions as may be specified in the respective securities subscription agreements;
- iv. the Subscription Shares shall be listed and traded on the Stock Exchanges subject to the receipt of applicable regulatory approvals;
- v. the Subscription Shares shall be fully paid-up at the time of allotment;
- vi. the Subscription Shares shall rank pari passu with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the memorandum of association and the articles of association of the Company, the terms of the respective securities subscription agreements and applicable law.
- vii. the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the RBI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the equity shares as aforesaid.



RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares, on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

2. Appointment of Mr. Ravi Soni (DIN: 02151813) as an Executive 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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Ravi Soni (DIN: 02151813), who was appointed as an Additional Director in the capacity of an Executive Director of the Company by the Board of Directors at their Meeting held on 14th May 2024, be and is hereby appointed as Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution."

3. Continuation of directorship of Virendra Singh Verma (DIN: 07843461) as a Non-Executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in furtherance of the ordinary resolution passed by the Members through Postal Ballot Notice dated 4th May 2022 and pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and all applicable provision(s) of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for continuation of holding of directorship of Mr. Virendra Singh Verma (DIN: 07843461) Non-Executive Independent Director of the Company who will attain the age of 75 (Seventy Five) years on 2nd January 2025, the date occurring, during his present term of 5 years i.e. until 3rd May 2027 and his office shall not be liable to retire by rotation.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

4. To approve material related party transaction limits with Aerpace Supercars Private Limited

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

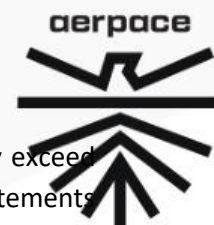
“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) to enter into agreement(s) / contract(s) / arrangement(s) / transaction(s) with Aerpace Supercars Private Limited, a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed 1,000 crores or 10 (ten) percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2024-25, relating to sale, supply of any goods or services, payment of commission, or any other transaction/s, for an amount not exceeding in the aggregate of Rs. 20.00 Crores (Rupees Twenty Crores), on such terms and conditions as may be mutually agreed between the Company and Aerpace Supercars Private Limited, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s) / contract(s) / arrangement(s) / transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

5. To approve material related party transaction limits with Aerpace Robotics Private Limited

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) to enter into agreement(s) / contract(s) / arrangement(s) / transaction(s) with Aerpace Robotics Private Limited, a Related Party as defined under the Companies



Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed 1,000 crores or 10 (ten) percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2024-25, relating to sale, supply of any goods or services, payment of commission, or any other transaction/s, for an amount not exceeding in the aggregate of Rs. 20.00 Crores (Rupees Twenty Crores), on such terms and conditions as may be mutually agreed between the Company and Aerpace Robotics Private Limited, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

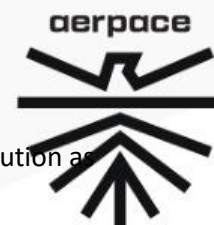
RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s) / contract(s) / arrangement(s) / transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto."

6. To approve material related party transaction limits with Aerpace Communications Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) to enter into agreement(s) / contract(s) / arrangement(s) / transaction(s) with Aerpace Communications Private Limited, a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed 1,000 crores or 10 (ten) percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2024-25, relating to sale, supply of any goods or services, payment of commission, or any other transaction/s, for an amount not exceeding in the aggregate of Rs. 20.00 Crores (Rupees Twenty Crores), on such terms and conditions as may be mutually agreed between the Company and Aerpace Communications Private Limited, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s) / contract(s) / arrangement(s) / transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an



ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

7. To approve material related party transaction limits with Mr. Anand Shah Chief Financial Officer 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) to pay remuneration (excluding reimbursement of expenses, if any) of Rs.50 Lakhs per annum, the value of which either singly or all taken together may exceed 1,000 crores or 10 (ten) percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2024-25, on such terms and conditions as may be mutually agreed between the Company and Mr. Anand Shah.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board be and are hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s) / contract(s) / arrangement(s) / transaction(s) and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

**By order of the Board of Directors
For Aerpace Industries Limited
(Formerly Known as Supremex Shine Steels Limited)**

**Ms.Neha Mankame
Company Secretary & Compliance Officer**

Date: 28th May 2024
Place: Mumbai
CIN: L74110MH2011PLC214373

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



Notes:

1. The Extra Ordinary General Meeting (“EOGM”) is held in compliance with the MCA General Circular dated 28th December 2022 read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 (collectively referred to as “SEBI Circulars”) permitted the holding of the EOGM through VC / OAVM, without the physical presence of the Members at a common venue.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Purva Share registry (India) Private Limited (Purva”) 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 venue voting on the date of the EOGM will be provided by Purva.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM 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 EOGM Notice is also available on the website of Purva (agency for providing the Remote e-Voting facility) i.e. <https://evoting.purvashare.com>.
7. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

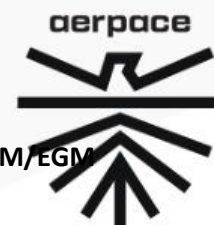


8. Since the EOGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

1. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, and January 15, 2021 the Notice of EOGM, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Purva Shareregistry Private Limited or the Depository Participant(s). The Notice EOGM shall be available on the websites of the Company viz., www.aerpace.com and of the Stock Exchange where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, Purva (agency for providing the Remote e-Voting facility) i.e. <https://evoting.purvashare.com>.

2. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended hereinafter referred to as 'Listing Regulations' and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, details of Directors who are proposed to be appointed, forms a part of notice.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. All documents referred to in the notice are open for inspection at the registered office of the Company during office hours.
5. The Board of Directors has appointed Mr. Swapnil Pande, Proprietor, M/s. SCP & Co. (ACS: 44893/C.P. No.: 21962), as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.aerpace.com) and on the e-Voting website of Purva i.e. <https://evoting.purvashare.com> immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 27th June 2024 subject to receipt of the requisite number of votes in favour of the Resolutions.
9. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e. day, 20th June 2024.



THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

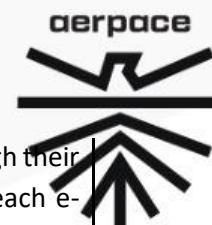
- (i) The voting period begins on 24th June 2024 9:00 A.M. and ends on 26th June 2024 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th June 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva 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.

- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method



Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) 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	<ol style="list-style-type: none">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.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is



	<p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

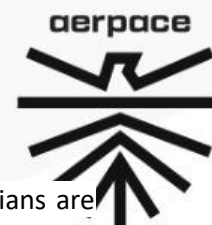
- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID



- 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● 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. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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.
- (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 EVENT NO. 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/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (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.

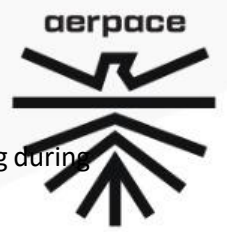


(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@aerpace.com , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at the time of EOGM.
8. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then



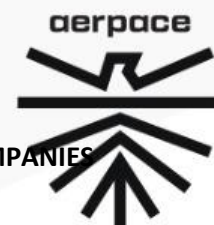
the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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 **Company/RTA email id.**
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 attending EOGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-49700138.



TATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 1

To augment the funding requirements of the Company for working and capital expenditure requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on Tuesday, 28th May 2024 accorded its approval for raising funds through issuance of up to 1,33,85,739 (One Crore Thirty Three Lakhs Eighty Five Thousand Seven Hundred Thirty Nine Only) Equity Shares to the proposed allottees as set out below, being specified persons other than promoter group (“proposed allottees”) on a preferential basis subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Tuesday, 28th May 2024 has approve issue, offer and allot by way of Preferential Allotment up to 1,33,85,739 (One Crore Thirty Three Lakhs Eighty Five Thousand Seven Hundred Thirty Nine Only) Equity Shares at a price of Rs.19.71 (Rupees Nineteen and Paise Seventy-One Only) per share of face value of Re.1/- (Rupee One) each (“Equity Shares”) at a premium of Rs.18.71 (Rupees Eighteen and Paise Seventy-One Only) aggregating to Rs.26,38,32,916 (Twenty-Six Crore Thirty Eight Lakhs Thirty-Two Thousand Nine Hundred Sixteen Only) only to the proposed allottees mentioned in item no 1.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, Equity Shares, by way of preferential allotment to the proposed allottees.

The Equity Shares issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares shall rank Pari-passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are as follows:



1. The objects of the issue:

The objects of the issue of Equity Shares are to meet the Company's Working Capital requirements, repayment of outstanding loans, Capital expenditure, general corporate purposes and such other purpose as the Board may decide.

2. Maximum number of specified securities to be issued:

The Board intends to offer, issue and allot up to 1,33,85,739 (One Crore Thirty-Three Lakhs Eighty-Five Thousand Seven Hundred Thirty-Nine Only) equity shares on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws.

3. The price or price bandat/within which the allotment is proposed:

The price of the Equity Shares proposed to be issued and allotted is fixed at Rs.19.71(Rupees Nineteen and Paise Seventy-One Only) per equity share, not less than the price determined in terms of Regulation 164 read with Regulation 166A of the SEBI (ICDR) Regulations and taking into account the Valuation Report from independent registered valuer.

4. Basis on which the price of the Preferential Issue has been arrived at:

- i. As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Mr. Nitish Chaturvedi IBBI Registered Valuer Securities being an Independent Registered Valuer Registration No: IBBI/RV/03/2020/12916 vide Valuation Report dated 28th May 2024. Accordingly, the Fair Value of Equity Shares is Rs.19.69/- each. This certificate is also placed on the website of the company i.e. www.aerpace.com under the investor tab.
- ii. The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall not be less than higher of the following:
 - The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date: Rs.12.71
 - The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date: Rs. 19.69

Also, the Articles of Association of the Company do not prescribe any method of determination of floor price in case of preferential issue.

Accordingly, price per equity shares of Rs.19.71(Rupees Nineteen and Paise Seventy-One Only) per share has been calculated and determined basis the above. The price per equity shares is not lower than the floor price determined in accordance with the SEBI (ICDR) Regulations.

5. Relevant date with reference to which the price has been arrived at:



The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 28th May 2024, being the date 30 days prior to 27th June 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares are made to Specified Person other than Promoter category.

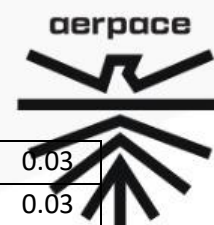
7. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer: Not Applicable

8. Proposed time frame within which the issue shall be completed:

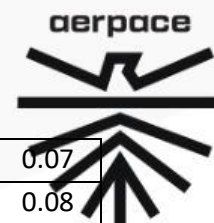
As required under the SEBI (ICDR) Regulations, the allotment of the Equity Shares on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the equity shares shall be completed within 15 days from the date of receipt of such approval or permission.

9. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S.No	Name of Investor(s)	No. of Securities	% of Post Preferential Offer
1	Puneet Agrawal	1,00,000	0.07
2	Sunita Agarwal	1,00,000	0.07
3	Gothamchand A	1,50,000	0.10
4	Ranjana Kanda	1,25,000	0.08
5	Udit Aggarwal	1,00,000	0.07
6	Bosco Menzes	1,00,000	0.07
7	Niranjan Kesavan	51,000	0.03
8	Gurisha Gupta	51,000	0.03
9	Sneha Milan Rathod	67,000	0.04
10	Dharmesh Shah	1,75,000	0.12
11	Kumud Shah	55,000	0.04
12	Savita Jain	1,28,000	0.09
13	Roma Bhandari	1,28,000	0.09
14	Megha Jain	75,000	0.05
15	Ratanben R Jain	61,000	0.04
16	Divyesh Rach	51,000	0.03
17	Mahaveer Hemanthkumar Jain	51,000	0.03
18	Rajat Mukhija	51,000	0.03
19	Hemant Gadodia	2,50,000	0.17



20	Ritesh Khetan	50,000	0.03
21	Surinder Goel (HUF)	50,000	0.03
22	Madhu Rathi	1,00,000	0.07
23	Jinraj Enterprises LLP	50,000	0.03
24	RPV Holdings Private Limited	50,000	0.03
25	Credenza Clearwater Capital Partner	50,000	0.03
26	Pankaj Kedia	50,000	0.03
27	Raghav Choudhury	52,000	0.03
28	Rakesh Laroia	5,20,000	0.35
29	Amit Agarwal	1,28,000	0.09
30	Abhishek Agarwal	1,00,000	0.07
31	Tarini Arora	1,30,000	0.09
32	Heman Modi	50,735	0.03
33	Himanshu Shah	5,07,356	0.34
34	Kamal Visaria	5,07,356	0.34
35	Kunal Kothari	76,103	0.05
36	Ranganathan Ramachandaran	50,735	0.03
37	Shankar Sharma	5,07,356	0.34
38	Deepshikha Arora	2,02,942	0.14
39	Jyotsna Mehta	1,52,207	0.10
40	Manavi Mehta	1,01,471	0.07
41	Adarsh Bhalotia	1,26,839	0.08
42	Lalit Kumar Bhalotia	1,26,839	0.08
43	Shlok Rathod	50,735	0.03
44	Kamlesh Shah	1,01,471	0.07
45	Alok Omprakash Nag	2,53,678	0.17
46	Punamchand Amrutlal Gandhi	2,53,678	0.17
47	Paramhans Kumar Gaund	86,250	0.06
48	JD Seals	1,67,427	0.11
49	Sanjay Takale	24,11,765	1.61
50	Khushboo Bhagat (Aditya Agarwal)	86,250	0.06
51	Parin Vithlani	82,051	0.05
52	Mishal Vithlani	1,52,207	0.10
53	Sumaniya Nayabha Rajabha	1,01,471	0.07
54	Vishal Sharad Shah	98,934	0.07
55	Algorithmics Advisor and Investor LLP	2,02,942	0.14
56	Pratik Prakash Shah	50,735	0.03
57	Priyanka Korla	1,01,471	0.07
58	Bhupendra Jasvantlal Jariwala	50,735	0.03
59	Ashok K Shah	5,00,000	0.33
60	Hasmukh Shah	3,00,000	0.20
61	Viral Ashok Shah	2,50,000	0.17



62	Keyur Kenia	1,00,000	0.07
63	Kishor Lalji Shah	1,25,000	0.08
64	Samir Sanghvi	1,25,000	0.08
65	Nehal Sanghvi	1,25,000	0.08
66	Chandresh Haria	1,00,000	0.07
67	Kaushal A Gandhi	2,50,000	0.17
68	Kinjal Gandhi	2,50,000	0.17
69	Nihir Chandrakant Shah	5,00,000	0.33
70	Saurabh N Shah	5,00,000	0.33
71	Kamlesh Doshi	1,00,000	0.07
72	Dhanesh N Shah HUF	1,00,000	0.07
73	Manoj Financial Services Pvt. Ltd.	50,000	0.03
74	Yashasvi finvest private limited	50,000	0.03
75	Rachana Parekh	50,000	0.03
76	Amiya K Kamdar	50,000	0.03

10. The change in control if any in the company that would occur consequent to the preferential offer.

The proposed Preferential Allotment of Equity shares will not result in any change in the management and control of the Company.

11. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

13. Disclosure pursuant to the pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre issue		Issue of Equity Shares	Post issue #	
		shares	%		shares	%
A	Promoters holding					
1	Indian					
	-Individuals	6,80,15,279	49.77	-	6,80,15,279	45.32
	-Body Corporate	13,00,000	0.95	-	13,00,000	0.87
2	Foreign	-	-	-	-	-
	Sub-total (A)	6,93,15,279	50.72	-	6,93,15,279	46.19

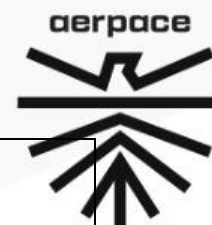
B	Non-Promoters holding					
	Body corporates	18,35,676	1.34	1,50,000	19,85,676	1.32
	Directors and relatives	-	-	24,11,765	24,11,765	1.61
	NRIs	4,94,450	0.36	710298	1204748	0.80
	LLP	8,45,000	0.62	2,52,942	10,97,942	0.73
	Indian public and others	6,41,82,928	46.96	98,60,734	74,043,662	49.35
	sub-total (B)	6,73,58,054	49.28	1,33,85,739	8,07,43,793	53.81
	Grand Total	136673333	100		150059073	100

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st March 2024.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

Sr.No	Name of the Proposed Allottee	Name of Ultimate Shareholder	No. of securities to be allotted
1	Jinraj Enterprises LLP	1. Rohan Lalit Jain 2. Nitaben Shah 3. Rajesh Jain 4. Ketan Shah 5. Ashwin Shah 6. Rachna Shah	50,000
2	Surinder Goel (HUF)	Surinder Goel	50,000
3	RPV Holdings Private Limited	Rahul Agarwal	50,000
4	Credenza Clearwater Capital Partner	Udaijeet Singh Kanwar	50,000
5	JD Seals	1. Tejinderkaur I Rajpal 2. Gurjitsingh Rajpal 3. Rajpal Harmeet Kaur 4. Kawaljeet Singh Rajpal	1,67,427
6	Algorithmics Advisor and Investor LLP	Bhavin Pravinchandra Gandhi	2,02,942
7	Manoj Financial Services Pvt. Ltd.	1. Shailesh Mehta 2. Indrajit Mehta 3. Chandrika Mehta	50,000
8	Yashasvi finvest private limited	1. Parimalbhajai	50,000



		Shvantbhai Modi 2. Jignabenp Arimaml Modi	
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15. Requirement as to re-computation of price:

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the Company is not required to re-compute the price of the equity shares.

16. The Current & proposed status of the proposed allottees(s) : All the Proposed Allottees are from Non-Promoter Category (Public Category)

17. Lock-in Period:

The equity shares allotted shall be subject to lock-in in accordance with Chapter V of the SEBI (ICDR) Regulations.

18. Certificate from a Practicing Company Secretary

A copy of the certificate from a Practicing Company Secretary, Swapnil Pande Proprietor of M/s SCP & Co having Membership No: 44893 certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations has been hosted on the website of the Company www.aerpace.com under the investor tab.

19. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

20. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018:

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

21. Other disclosures:

Save and except the Preferential Issue as proposed herein, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

None of the proposed allottees have sold or transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date.

The Company has no outstanding dues to the Board, the stock exchanges or the depositories.



The Board of Directors accordingly recommends the resolution in Item No.1 of the notice for your approval by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Item No 2:

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on 14th May 2024 had approved the appointment of Mr. Ravi Soni (DIN: 02151813) as an Additional Director in the capacity of Executive Director.

Mr. Ravi Soni is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration from Mr. Ravi Soni his consent to act as Director in Form DIR -2.

Mr. Ravi Soni is a seasoned professional with 23+ years of experience in engineering goods production, specializing in Hydraulics and Pneumatics. He holds a Bachelor's degree in Mechanical Engineering and a Master's degree in Production Technology. Currently, he leads sales in 20+ countries, including European nations, the Gulf, and Africa, demonstrating his proficiency in exports and international market expansion.

Relevant details relating to the appointment Mr. Ravi Soni as required by the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

The Board now seeks to confirm his appointment as an Executive Director and recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Ravi Soni in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, set out at Item No. 2 of the Notice.

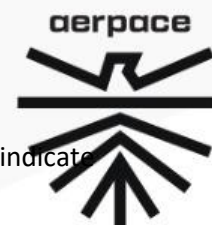
Item No 3:

Mr. Virendra Singh Verma (DIN: 07843461) was appointed as a Non-Executive Independent Director of the Company by the Members through the Postal Ballot Notice dated 4th May 2022 for a period of 5 years with effect from 4th May 2022 till 3rd May 2027. He will attain the age of 75 years on 2nd January 2025.

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requires every listed company to pass a Special Resolution for appointing or continuing the directorship of Non-Executive Director on their having attained the age of 75 years.

Regulation 17(1A) of LODR reads as under:

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of Seventy-Five years unless a Special Resolution is passed to that



effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person”

Mr. Virendra Singh Verma aged 74 years and he has over 43 years of experience in the power sector in the field of Planning, thermal and Hydro power plant engineering, project monitoring, construction, supervision, operation monitoring, human resource development, grid operations, conservation and efficiency, low carbon growth strategy and other environmental issues. He started his career in the Central Power Engineering Service (CPES 1971 batch) in Central Electricity Authority (CEA) and was appointed as Member (Planning) in Central Electricity Authority in the year 2002. He was the Director General of Bureau of Energy Efficiency (BEE) for three years and Member (Hydro) in CEA for a year. Mr. V.S. Verma has merited a degree in Bachelor of Science from Agra University followed by BE Mechanical (Hons) and ME Mechanical (Hons) in Applied Thermal Sciences from IIT Roorkee. He is also trained under UNDP, with CEGB, UK and Gilbert Commonwealth of USA. Mr. Verma has also been on the Governing Council/Board of Directors of various institutions like CPRI, NPTI, CWET, DVC etc. He is now Professor adjunct for IIT Kanpur. Mr. Verma is a distinguished professor at Central Power Research Institute in Bangalore, India reviewing the research projects in the power sector and the issues relating to the power sector in the Power Sector. Mr. Verma is also a visiting professor at IIT Kanpur as Adjunct Faculty. Mr. Verma is advising Govt of Rajasthan for improving their Distribution System of electricity in general including generation and transmission.

The Board considers that his continued association shall benefit the Company immensely and therefore recommends the continuation of Mr. Virendra Singh Verma as the Non-Executive Independent Director of the Company by passing of the resolution as set out at Item No.3 of the accompanying Notice as a Special Resolution as it is in the interest of the Company.

Relevant details relating to the appointment Mr. Virendra Singh Verma as required by the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure - 1 to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Virendra Singh Verma in any way concerned or interested, financially or otherwise, in the proposed Ordinary Resolution, set out at Item No. 3 of the Notice.

Item 4 to 7:

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolutions) and prior approval of the members by an ordinary resolution in case certain related party transaction/s exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Aerpace Industries Ltd. (“Company”) in its ordinary course of business and on an arm’s length basis.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Company’s Policy on Related Party Transactions, provides that entering into material related party transactions which,



either individually or taken together with previous transaction(s) during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Aerpace Supercars Private Limited, Aerpace Robotics Private Limited & Aerpace Communications Private Limited a related party during the financial year 2024-25 is expected to exceed the materiality threshold as stated above.

Mr. Anand Manoj Shah is Chief Financial Officer of the Company. The remuneration amount decided by the Nomination & Remuneration Committee & by the board for the year 2024-25 is expected to exceed the materiality threshold as stated above.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Companies Act 2013, related parties as per listing regulation are not permitted to vote to approve there solution set out in item no.4 to 7 of this Notice whether the related Party is a related party to the aforesaid transaction or not.

The Board is of the opinion that the aforesaid Resolution set out at Item No. 4 to 7 of the accompanying Notice is in the best interest of the Company and its members and hence, commends the Resolution set out under Item No. 4 to 7 for approval by the Members of the Company.

Mr. Milan Shah, Mr. Hasmukh Gala, Mr. Anand Shah, Mrs. Kaushal Shah & Mrs. Amisha Shah are deemed to be concerned/ interested in the above transaction, save and except the above, none of the other Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in this resolution.

**By order of the Board of Directors
For Aerpace Industries Limited
(Formerly Known as Supremex Shine Steels Limited)**

**Ms.Neha Mankame
Company Secretary & Compliance Officer**

Date: 28th May 2024
Place: Mumbai
CIN: L74110MH2011PLC214373

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



Annexure 1

Additional information on Director(s) recommended for appointment or seeking continuation of present term as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Ravi Soni	Mr. Virendra Singh Verma
DIN	02151813	07843461
Date of Birth	10-06-1978	02-01-1950
Date of Appointment at Board Meeting	14-05-2024	04-05-2022
Expertise in specific functional areas/ skills and capabilities	23+ years of experience in engineering goods production, specializing in Hydraulics and Pneumatics. He holds a Bachelor's degree in Mechanical Engineering and a Master's degree in Production Technology.	Degree in Bachelor of Science from Agra University followed by BE Mechanical (Hons) and ME Mechanical (Hons) in Applied Thermal Sciences from IIT Roorkee.
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	-	-