



Future Ready
Value Focused



Future Ready, Value Focused

Aeroflex Group, stands at the intersection of engineering precision and visionary enterprise - our journey is defined by a steadfast commitment to nurturing innovation while upholding the principles of sustainable value creation. Being future ready, value focused encapsulates our vision of being a future-forward industrial and investment platform powered by people, driven by innovation and working towards value creation.

AEL's core philosophy centers on investing in technology-driven and disruptive startups, positioning us at the forefront of India's dynamic entrepreneurial landscape, which ranks as the 3rd largest startup ecosystem globally. Our future ready approach has not only accelerated the growth of promising startups but also reinforced our leadership in fostering innovation. By actively supporting ventures across knowledge-based engineering & advanced manufacturing, tech-enabled utility & industrial services, financial services, strategic investments and M&A and international trade & strategic partnerships, we continue to play a pivotal role in shaping the future of India's innovation economy.

Yet, innovation at AEL is always balanced with prudence. Our value focused approach is evident in our strategic capital deployment

to build scalable, future-ready enterprises that generate robust cash flows and drive sustainable expansion. The strategic acquisition of M.R. Organisation in FY25 stands as a testament to this approach. As one of India's largest independent providers of aftermarket, replacement, and turnkey servicing solutions for air compressors, M.R. Organisation opens a new frontier of growth for AEL, enhancing our diversification and strengthening our financial resilience.

Diversification is not merely a strategy at AEL – it is our foundation. By curating a portfolio that spans knowledge-based engineering & advanced manufacturing, tech-enabled utility & industrial services, financial services, strategic investments and M&A, and startup investments & innovation initiatives, we ensure resilience against sector-specific cycles and foster a balanced growth trajectory.

Further, the expansion of one of our key businesses i.e., Aeroflex Industries, both organically through capacity expansion in metal bellows and inorganically through acquisition of Hyd Air, further exemplifies our commitment to strengthening our market position.

United in vision and diversified in action, AEL demonstrates how diverse minds and ventures can forge ideas and build dreams. As we look to the future, being future ready and value focused will remain our guiding compass, driving us to create enduring value and shape a prosperous tomorrow for all our stakeholders.

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Safe harbour statement

This document contains forward-looking statements regarding anticipated future events, and the financial and operational performance of Aeroflex Enterprises Limited ('AEL', 'Aeroflex Group', 'Aeroflex Enterprises' or 'the Company'). These statements are based on assumptions made by the Company and are subject to inherent risks and uncertainties. There is a possibility that these assumptions, forecasts, and other forward-looking statements may not materialise as anticipated, posing substantial risks.

Readers are cautioned against placing undue reliance on forward-looking statements, as various factors could lead to significant deviations between the assumptions and actual future outcomes or events. Accordingly, this document is accompanied by a disclaimer and is fully subject to the assumptions, qualifications, and risk factors detailed in the Management Discussion and Analysis section of the Company's Annual Report.





Future Ready Foundations: The AEL Group Advantage

At the heart of Aeroflex Group lies a commitment to pioneering investing in early-stage, disruptive and high-growth tech startups, while upholding strategic capital deployment to build scalable, future-ready enterprises. This section offers an in-depth look at the AEL Group's origins, ethos, and operational landscape. From our direct business operations to our diverse businesses and dynamic startup investments, each aspect of AEL's profile reflects our belief that innovation and value creation go hand in hand. Here, we set the stage for how our tech-driven mindset and value-centric approach have shaped a resilient, future-focused enterprise, laying the groundwork for all that follows in our journey.



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Unified by vision. Empowered by diversification.

Aeroflex Enterprises Limited (AEL) is a dynamic and diversified business group that has carved its niche as a strategic business incubator, fostering growth across a wide array of industries. With 4+ decades of operational excellence, Aeroflex Group operates at the intersection of tradition and innovation, blending the success of robust cash-flow-generating businesses with high-potential, cutting-edge, technology-driven startups.

It is engaged in various business activities such as engineering services, manufacturing, global commerce, fintech & lending, and cutting-edge investments, through its various businesses and at standalone level. Its broad spectrum of interests encompass manufacturing cutting-edge flexible flow solutions, tech-enabled last-mile utility & industrial services, sustainable & innovative bulk packaging, fintech & lending, strategic investments and startup investments in technology-driven, disruptive startups.

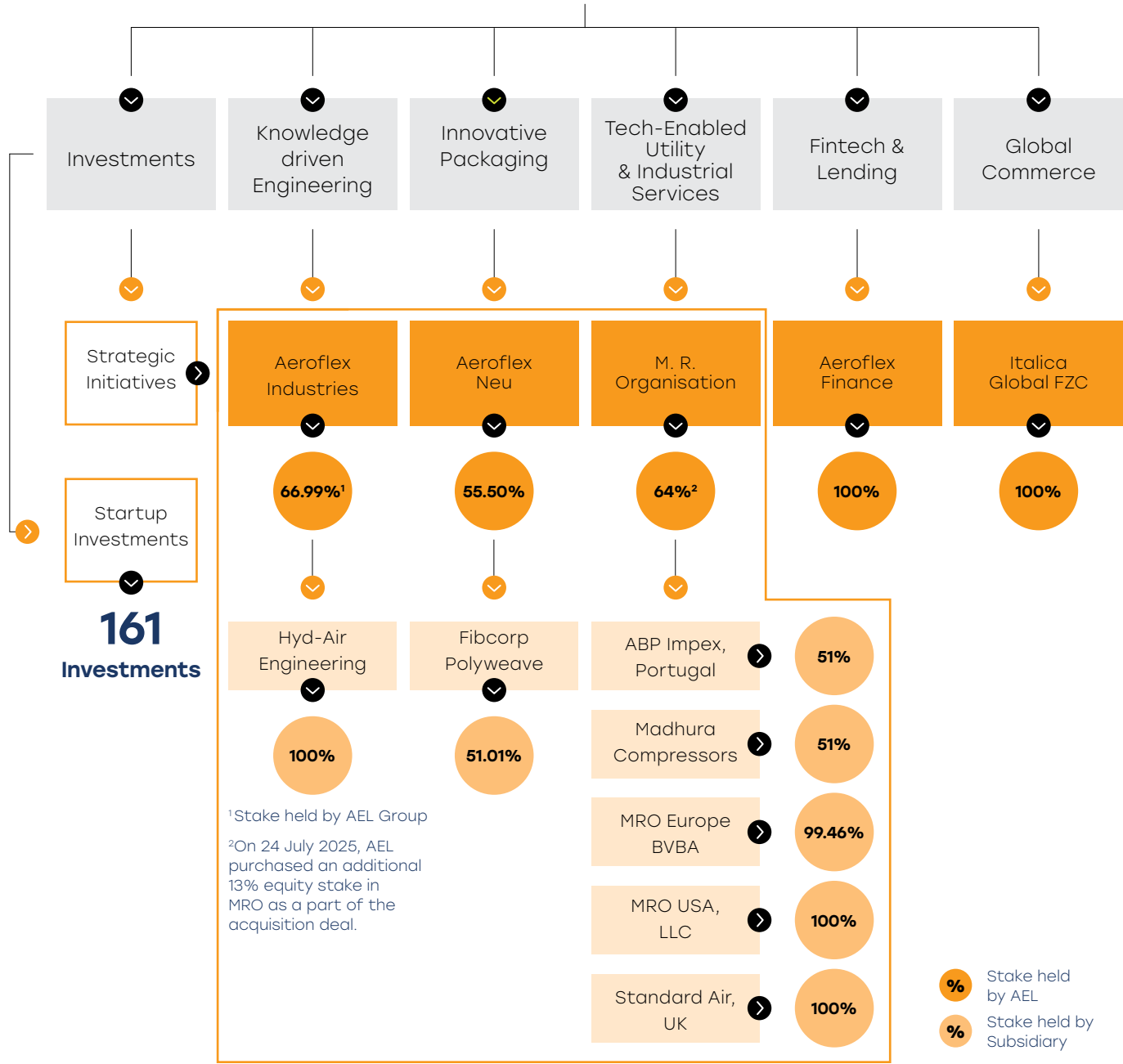
Aeroflex Group has evolved into a distinctive and strategic enterprise, creating value across diverse portfolios, seizing emerging opportunities, and embracing new possibilities with agility and foresight.

Listed on BSE since 1985 and on the NSE from November 2022, Aeroflex Enterprises stands as a model of trust, transparency, value creation, and ethical business practices.



Diverse portfolio of excellence

AEL's diversified business interests encompass:



- + **Knowledge-Based Engineering & Advanced Manufacturing:**
A global leader in flexible metal flow solutions for high-performance applications
- + **Tech-Enabled Utility & Industrial Services:**
Delivering last-mile solutions through a suite of products and services in predictive maintenance and industrial diagnostics via tech-enabled platforms
- + **Innovative Packaging:**
Excellence in manufacturing sustainable & innovative bulk packaging solutions

- + **Startup Investments:**
Investing in early-stage tech, sector agnostic, disruptive high growth and ESG-aligned startups. Backing innovative founders solving tomorrow's challenges today
- + **Financial Services:**
Focused on structured finance, SME lending, enabled by digital underwriting and risk frameworks
- + **International Trade & Strategic Partnerships:**
Driving global connectivity through intelligent sourcing, industrial trade, and cross border investments

Aeroflex Group Profile (contd.)

Connecting continents.
Impacting industries.

With offices strategically located in the USA, UK, Belgium, Portugal & UAE, Aeroflex Group has a robust presence across the Middle East, Europe, Asia, Africa, and the Americas. Its sales touch points in over 100+ countries amplify its influence and enable the delivery of innovative, cost-effective, and sustainable solutions globally.

FY25 at a glance

- Aeroflex Industries: Growth and Acquisition:** Aeroflex Industries delivered strong organic growth in flexible flow solutions and further expanded its capacity and marked its entry into new domains like Metal Bellows
- Acquisition of M.R. Organisation:** AEL expanded its footprint in engineering services by strategically acquiring M.R. Organisation, a leading Indian Company specializing in aftermarket, replacement, and turnkey service solutions for air compressors
- Aeroflex Neu (formerly Sah Polymers): BRC Certification and Grade A Ranking:** Aeroflex Neu demonstrated excellence in industrial packaging by earning BRC certification for food and pharmaceutical standards, along with a Grade A ranking for compliance with Global Standards for Packaging Material Issue 6
- Enhanced startup investments:** AEL reinforced its role as a strategic incubator for high-growth ventures, expanding its portfolio to include 161 startups

Driving India's growth story

Aligned with the vision of #MakeInIndia, Aeroflex Group actively invests in businesses that resonate with India's aspirations for innovation and self-reliance. Partnering with relentless entrepreneurs, the Company nurtures talent and ideas, contributing to individual success and the nation's economic progress.

A strategic edge

AEL's distinctive business model strikes a perfect equilibrium between:

- + Robust cash-flow generating businesses:** Core operations in manufacturing, engineering services, lending, and global commerce
- + High-growth startups:** Investments in technology-driven and disruptive businesses

This balance positions AEL uniquely to leverage existing strengths while exploring new opportunities, ensuring sustained growth and value creation.

Empowered by expertise

Aeroflex Group is driven by a team of seasoned professionals dedicated to operational excellence. Supported by a highly qualified and experienced Board of Directors, AEL's leadership exemplifies a perfect blend of strategy, business acumen and technology. This collective expertise ensures the success of its ventures, making Aeroflex Group a preferred partner in growth.

Nurturing entrepreneurial excellence

Aeroflex Group collaborates with visionary entrepreneurs driven to make a global impact. By offering strategic guidance, comprehensive support, and essential resources, the Company empowers these trailblazers to stay on course and achieve unparalleled success in their entrepreneurial journey.

Innovating beyond boundaries

AEL's journey is defined by its commitment to innovation, ethical practices, and stakeholder value creation. As it looks ahead, the Company aims to continually diversify its portfolio, drive global adoption of sustainable practices, and support ventures that shape the future of industries worldwide.

Vision

To provide world-class products and services that transform lives.

Mission

To be the best in the eyes of our customers, employees and stakeholders.



AEL at a glance

- Group Turnover of **₹ 606.09 cr**
- Invested in **161 startups**
- Group market capitalisation of **₹ 3,188 cr**
- 12** subsidiaries & stepdown subsidiaries
- 6** business verticals
- A committed workforce of **1,700+ people**
- Investments spread across **35+ diverse sectors**
- Presence across **USA, UK, Belgium, Portugal & UAE** through foreign subsidiaries

Note - Cumulative MCAP as on March 31, 2025 for Aeroflex Enterprises, Aeroflex Industries, and Aeroflex Neu (formerly Sah Polymers)

Diversified Business Portfolio

Diverse operations. Unified purpose.

Aeroflex Group exemplifies the essence of a diversified conglomerate, where multiple businesses operate in synergy to achieve a shared vision of growth, innovation, and excellence. It is not just a Company but a network of businesses across industries, blending expertise across diverse domains to create a cohesive and dynamic ecosystem.

Each business operates autonomously, leveraging its unique strengths to cater to specialised markets, while collectively aligning with AEL's overarching strategy. This seamless integration of verticals ensures that Aeroflex Group consistently delivers value to stakeholders, setting benchmarks in quality, operational efficiency, and financial growth.

By building an integrated ecosystem across its verticals and expanding into high-potential sectors, Aeroflex Group is leveraging deep domain expertise to scale rapidly and sustainably.

Functions as a business incubator

Aeroflex Group is distinguished not only as a diversified conglomerate but also as a dynamic business incubator fostering innovation and excellence. Its network of 12 subsidiaries and step-down subsidiaries operates as strategically aligned entities, each strengthening a resilient and integrated organizational framework.

Spanning sectors including manufacturing, engineering services, global commerce, fintech & lending, these businesses are united by a shared vision and purpose. This strategic cohesion enables Aeroflex Group to leverage collective strengths, ensuring adaptability and agility in responding to market challenges and opportunities.

By aligning values and objectives across its portfolio, Aeroflex Group delivers a unified growth narrative – where every business contributes to the group's overall success.



Driving value through strategic corporate actions

Aeroflex Group has established a strong legacy of growth & value creation through strategic acquisitions, IPOs, and corporate consolidations. These strategic corporate actions have streamlined the organization's structure, reinforced its leadership position within the industry, and consistently created long-term value for shareholders.

Key milestones

FY25

Acquisition of M.R. Organisation & Acquisition of Hyd-Air Engineering

FY24

IPO of Aeroflex Industries, marking its growth into public markets

FY23

IPO of Aeroflex Neu



Value of strategic corporate actions

- + Unlocking New Growth Opportunities:** Enables entry into new markets, foster innovation, and position the Company to capitalize on emerging business frontiers.
- + Operational Efficiency:** Streamlined processes and optimized resource allocation, professionally and independently run to reduce redundancies and enhance productivity.
- + Enhanced Financial Strength:** Integrated financial systems and disciplined capital management maximize shareholder returns and support sustainable growth.
- + Improved Cash Management:** Efficient cash flow management ensures the availability of funds for high-impact strategic initiatives.

Diversified Business Portfolio (contd.)

Key businesses driving AEL's vision

Knowledge-based engineering & advanced manufacturing:



Segment

Knowledge-based engineering

Headquarters

Navi Mumbai, India

Stake in Aeroflex Industries (%)

66.99

AEROFLEX INDUSTRIES LIMITED

Commitment to Excellence

(Note - Includes indirect holding)

Aeroflex Industries

Aeroflex Industries embodies AEL's commitment to precision and innovation in engineering. As a leader in flexible flow solutions, Aeroflex manufactures a wide range of flexible flow products ranging from braided hoses to EGR tubes and expansion bellows.

Tech-enabled utility & industrial services



Segment

Engineering services

Headquarters

Ahmedabad, India

Stake in M.R. Organisation (%)*

64

M.R. ORGANISATION LTD.

MANUFACTURER, EXPORTER, IMPORTER & SUPPLIER OF AIR / GAS COMPRESSOR ACCESSORIES

*As of 24th July 2025

M.R. Organisation

M.R. Organisation, the newest addition to Aeroflex Enterprises' portfolio, holds the distinction as India's largest multi-brand independent provider of aftermarket, replacement, and turnkey servicing solutions for air compressors. Its ISO-certified operations ensure unmatched quality and reliability.

- + **Technological edge:** ISO 9001:2015 certified by TÜV NORD Germany, Aeroflex integrates advanced technologies and stringent quality standards
- + **Global impact:** With a strong presence in domestic and international markets, it continues to expand its footprint

- + **Extensive offerings:** MRO boasts an inventory of over 60,000 aftermarket parts and kits for air, gas, and vacuum compressors, covering 35+ global brands
- + **Global reach:** Exporting to 75 countries across 6 continents, supported by a network of 70 multi-brand experts across 29 Indian states
- + **Innovative solutions:** By re-engineering machine parts, MRO delivers cost advantages, ensuring operational efficiency and customer satisfaction

Innovative packaging



Segment

Innovative packaging

Headquarters

Udaipur, India

Stake in Aeroflex Neu (%)

55.50

Aeroflex Neu

Aeroflex Neu (Formerly Sah Polymers Limited)

With a legacy of over 3 decades, Aeroflex Neu is a leader in bulk packaging and polymer solutions. Its products include PP woven bags, FIBCs, and BOPP laminated bags, serving customers with innovation and sustainable packaging solutions.

- + **Supported by Fibcorp Polyweave:** Aeroflex Neu benefits from its subsidiary Fibcorp's operational expertise, solidifying its market position
- + **Strategic Milestone:** The IPO in FY23 marked a transformative phase followed by capacity expansion and growth, further strengthening its role in Aeroflex Enterprises' ecosystem

Financial services



Segment

FinTech & Lending

Headquarters

Mumbai, India

Stake in Aeroflex Finance (%)

100

AEROFLEX FINANCE

Aeroflex Finance

Aeroflex Finance, a wholly owned subsidiary, operates as a Type-II NBFC under the Reserve Bank of India. Focussed on empowering MSMEs and individuals, it provides tailored financial solutions.

- + **Tech-driven lending:** Partnerships with technology platforms like LenDen Club and FinAGG enable efficient loan origination and management
- + **Catalyst for growth:** Offers customised loan products for working capital and expansion needs, fostering MSME development

International trade & strategic partnerships



Segment

Global Commerce

Headquarters

UAE

Stake in Italica Global FZC (%)

100

Italica Global FZC

Based in the UAE, Italica Global FZC is Aeroflex Group's hub for global commerce and general trading. This wholly owned subsidiary also manages foreign startup investments, amplifying AEL's global presence.

- + **Strategic role:** Facilitates access to global markets and supports international investments.

Startup investments

Empowering startups. Transitioning industries.

Aeroflex Group has strategically positioned itself as a vital enabler in India’s burgeoning startup ecosystem. Through a robust investment strategy & framework, professional due diligence capabilities, and a forward-looking vision, AEL fosters entrepreneurship, cultivates innovation, and accelerates growth across diverse industries. The Company’s approach is rooted in supporting early-stage ventures, leveraging structured processes and a skilled team of professionals to deliver operational expertise and dedicated support throughout its diverse startup portfolio.

AEL’s investments create an ecosystem where innovation flourishes, startups excel, and growth becomes a defining characteristic of success. With a sector-agnostic approach, AEL’s portfolio spans 35+ industries and includes investments in 161 startups as of FY25.

FY25 Highlights

161	9	1
Total Investments	Follow on Investments & Drawdowns	Partial Exit
6	4	3
New Investments	Write-offs	Full Exits

Investment Philosophy

AEL invests in asset-light, India-focused startups with significant scale-up potential and strong unit economics. The Company seeks out highly competent, driven entrepreneurs who deliver “must-have” products and services with clear paths to scale and exit. Sustainable competitive advantages, regulatory resilience, and “exit ability” are key criteria guiding every investment decision.

Investment Process

1. Deal Sourcing Opportunities are sourced through AEL’s extensive network, intermediaries, and direct applications via the ‘Get Funded’ platform, which welcomes pitches from founders across sectors.	4. Investment Committee Approval After thorough evaluation, the Investment Committee reviews findings and approves the deal.
2. Preliminary Evaluation The team reviews business models, market trends, and financials, followed by management discussions and field visits.	5. Execution Upon approval, documentation is finalized, funds are disbursed, and equity ownership is established.
3. Detailed Due Diligence In-depth research, competitive landscaping, financial modeling, and risk assessment are conducted by a dedicated team of analysts.	6. Portfolio Management AEL maintains active engagement with portfolio companies, providing strategic guidance, operational support, and assistance with fundraising rounds.

A Thriving Portfolio

AEL’s diverse portfolio reflects its sector-agnostic investment approach, spanning high-growth industries. Some of the key investments include Pandorum, ePlane, Eduvanz, LenDen Club, Agnikul, and Chargezone, alongside partnerships with leading VC funds such as India Quotient Fund, 100 Unicorns, Artha Venture Fund, and Beams FinTech Fund. These collaborations amplify AEL’s reach, enabling participation in a broad spectrum of disruptive innovations.

Key companies invested in

Key funds invested in

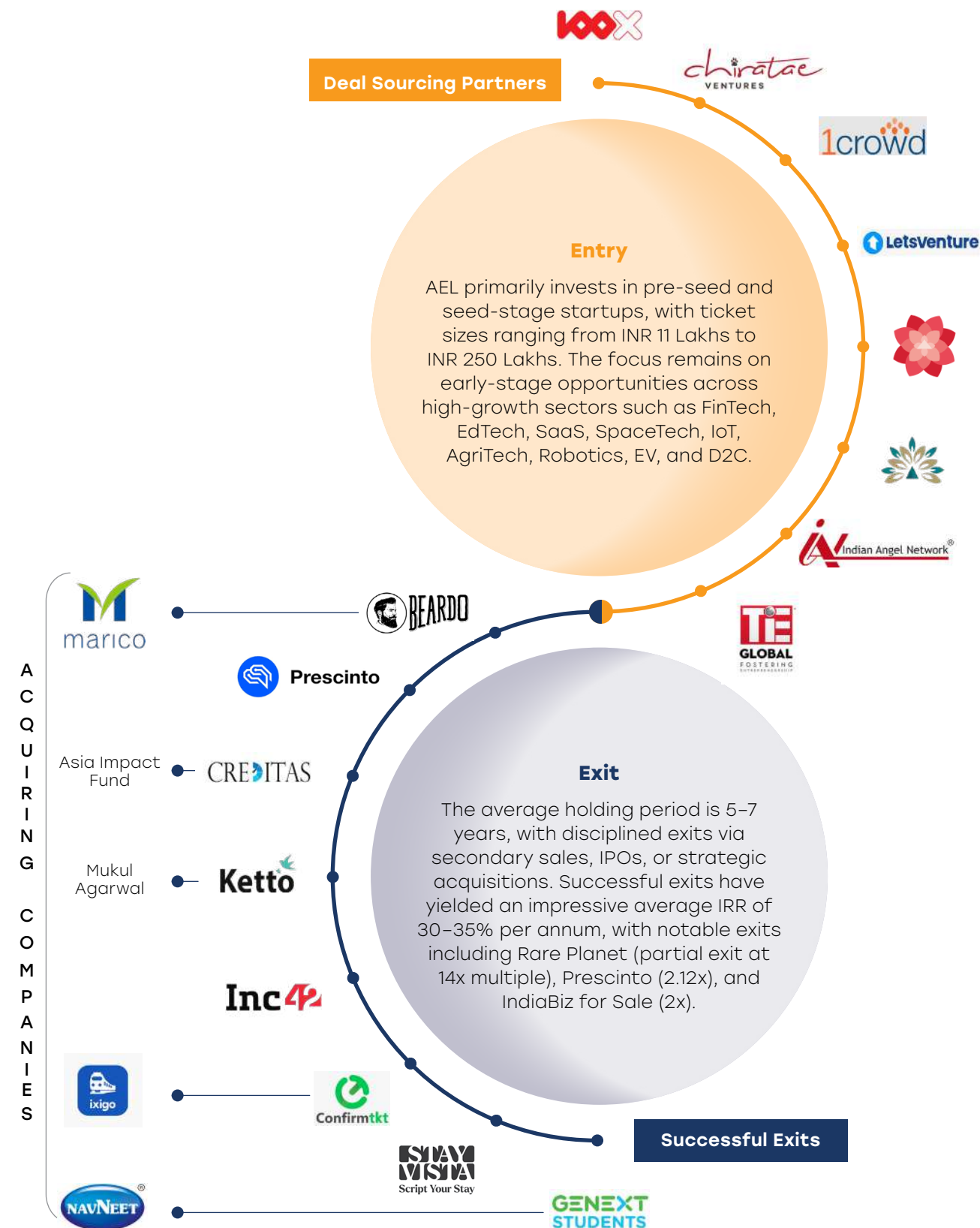
Sector Exposure (%)

Funds	26	Refurbishment	4
VC Funds	7	AR-VR	4
SaaS	4	Engineering	11
Deep Tech	4	Tech	7
Consumer	4	Holistic Wellness	4
Fin Tech	15	Hospitality	4
Logi-Tech	7		
Healthcare & Bio-Tech	4		

Data as of March 2025

Startup investments (contd.)

Entry & Exit Roadmap



Performance Metrics

30-35%

Gross IRR

<1%

Write-offs

161

Total Investments

35+

Sectors invested

Vision

To foster the spirit of entrepreneurship and provide fuel for the growth of young, innovative companies.

Founder Testimonials

"Aeroflex Enterprises approach has always been supportive yet non-intrusive, giving us the freedom to make decisions while being there with guidance whenever we needed it."

– Niharika Jain, Broomees

"One of the most important qualities for any early-stage investor is founder-friendliness. Aeroflex Enterprises stands out as one of the most supportive investors on our cap table, and we are truly delighted with our association."

– Manas Madhu, Beyond Snacks

"Aeroflex Enterprises has been a valuable partner in improving our offerings. Their expertise has helped us streamline our processes, while their business mentoring has provided practical, impactful guidance."

– Vivek Vatsal, Xetto

Innovative Initiatives

+ **Get Funded Platform:** AEL's 'Get Funded' initiative offers founders a seamless avenue to pitch ideas and secure funding, reinforcing the Company's commitment to empowering India's entrepreneurial talent.

+ **Ecosystem Engagement:** The Company actively participates in industry events, summits, and incubator platforms, connecting with emerging entrepreneurs and staying at the forefront of innovation.

Operational Support & Value Creation

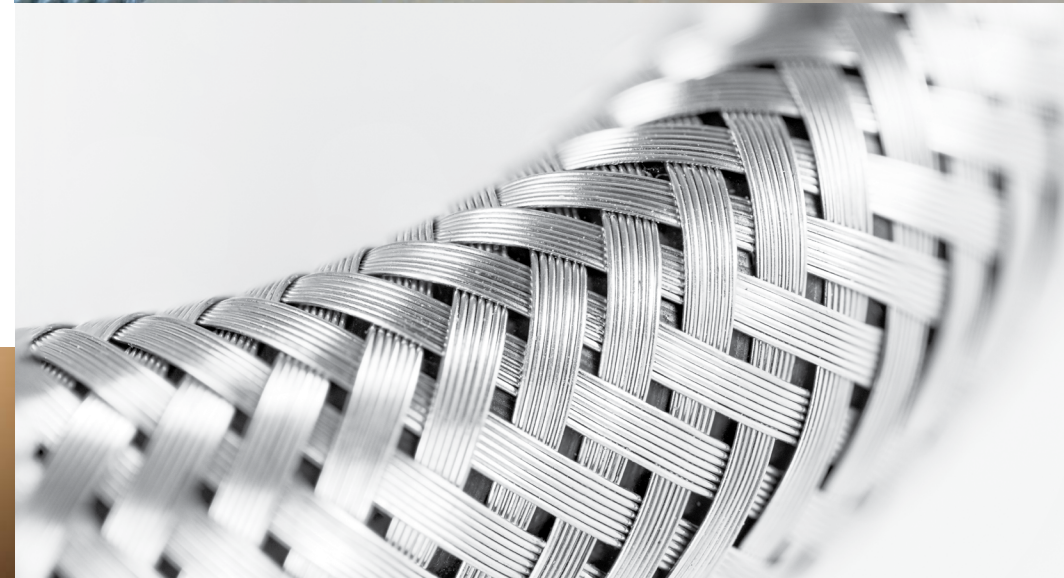
AEL's dedicated team provides strategic guidance, operational expertise, and access to industry networks, helping portfolio companies expand quickly and sustainably. Regular check-ins, business development support, and fundraising facilitation are integral to AEL's hands-on approach, ensuring startups have the resources and mentorship needed to scale.

Catalyst for India's Entrepreneurial Surge

India is now the world's 3rd-largest startup ecosystem, and AEL is a key contributor to this momentum. Its efforts align with national initiatives to nurture private investment and innovation, fueling the next generation of Indian entrepreneurship.

Value Focused Engines: Businesses Powering Growth

Our businesses are the engines that translate AEL's vision of being Future Ready, Value Focused into tangible results. In this section, we review the strategic milestones and operational highlights of our key businesses, including the transformative acquisition of M.R. Organisation and the continued expansion of Aeroflex Industries, Aeroflex Neu, and Aeroflex Finance. Each business embodies our dual focus: leveraging technology to disrupt markets while ensuring strong, sustainable value creation. Together, they demonstrate how AEL's diversified portfolio fuels robust, balanced growth across multiple sectors.



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Knowledge-Based Engineering (Aeroflex Industries)

Engineering brilliance. Innovative excellence.

Aeroflex Industries, a flagship entity under Aeroflex Group, is a global leader in flexible metal flow solutions for high-performance applications. Operating from an ultra-modern facility in Taloja, Navi Mumbai, Aeroflex has consistently demonstrated engineering brilliance and innovation.

With a robust global footprint spanning 90+ countries across Asia, the Americas, Europe, and Africa, Aeroflex has become synonymous with reliability, innovation, and sustainability in industrial flow solutions.

FY25 update

- + Following a successful listing last year, Aeroflex Industries has scaled greater heights this year with the **strategic acquisition of Hyd-Air Engineering**.
- + We continued to deliver on our capacity expansion roadmap, increasing SS Flexible Hoses capacity from 11 million meters in FY23 to 16.5 million meters in FY25. Our target is to reach 20 million meters in the coming years.
- + In December 2024, we commissioned our **Metal Bellows and Expansion Joints** facility with an installed capacity of 120,000 Metal Bellows per annum. By FY26, we plan to expand into miniature Metal Bellows, targeting a dedicated capacity of 240,000 pieces annually.
- + Capacity for **Composite Hoses** was enhanced with the addition of 3 new lines (up to 20 inches) in December 2024, bringing the total operational lines to 6.
- + For **Assembly & Fittings**, we expanded to 40 assembly stations in FY25 and are targeting 70 stations by FY26.

A major milestone for the Aeroflex Bellow division is the signing of a long-term agreement to supply liquid cooling solutions for data centers with a publicly listed U.S. corporation valued at over USD 50 billion. This agreement represents a significant breakthrough, marking our successful entry into next-generation cooling technologies for data centers.

Aeroflex's commitment to sustainability is evident in its products' lower carbon footprint, making them the preferred choice in environmentally conscious supply chains.

Strategic acquisition of Hyd-Air Engineering

In FY25, Aeroflex Industries advanced its growth strategy with the acquisition of Hyd-Air Engineering. This acquisition has significantly broadened our product portfolio, adding hydraulic fittings, fluid connectors, and flanges, and facilitating our expansion into the assembly product segment. By integrating Hyd-Air's capabilities, we have achieved greater vertical integration, enhanced operational efficiency, and entered new sectors such as railways, shipbuilding, and heavy industries.

Early traction is evident, as the Company has already secured trial orders from key clients, such as the railway coach factory, emphasising its growing industry prominence.



Key benefits of the acquisition:

- + Comprehensive solutions with vertical integration
- + Enhanced operational efficiency
- + Expansion into new sectors: Railways, Shipbuilding, and Heavy Industries
- + Access to prestigious clients: Mazagon Dock Shipbuilders, SAIL, BHEL, JSW, ArcelorMittal

Setting global benchmarks

Aeroflex's extensive product portfolio caters to diverse industries, offering stainless steel corrugated, composite hoses, expansion joints and stainless steel hose assemblies. Its solutions are engineered to facilitate the controlled flow of solids, liquids, and gases, with unparalleled resilience to extreme temperatures, vibrations, and shocks.

Its stainless steel flexible hoses conform to international standards, including BS 6501 Part-1, and are food-grade certified, making them indispensable across sectors such as pharmaceuticals and food processing.

Aeroflex is well-poised to meet the surging global demand as the installed capacity of 13.5 million metres has been increased to 16.5 million metres after Phase-2 expansion.

Vision

To build and consolidate our leadership position through successful collaboration, market intelligence, and thorough research & development.

Mission

To excel and become a world leader in the field of flexible flow solutions by offering total customer satisfaction.

Purpose

Commitment to Excellence

Values

Aeroflex is a people-centric organisation that strongly believes in empowering professionals with strong character and ethics

Knowledge-Based Engineering (Aeroflex Industries) (contd.)

Product portfolio

Aeroflex Industries offers an extensive product line including:

- + Corrugated Stainless Steel Hoses
- + Double Interlock Flexible Metal Hoses
- + Expansion Joints
- + Composite Hose
- + Stainless Steel Hose Assemblies



With a vast repertoire of 2,877+ SKUs, and a comprehensive range of flexible flow solutions ranging from ¼” to 20”, it is used for controlled flow of all forms of substances including solid, liquid & gas.

Major Industries Served



Steel & Metal



Oil & Gas



Chemicals



Sea Port Terminal Handling



Paper & Pulp



Pharmaceuticals

New Age Industries Served



Fire Fighting Solutions



Robotics



Solar



Semiconductors



Aerospace and Satellite



Electric Mobility

Commitment to quality and innovation

Aeroflex’s dedication to quality is underscored by its ISO 9001:2015 and ISO 14000 certifications. Its products, crafted for demanding applications, exemplify resilience and superior performance. The Company’s vigilant quality management system, combined with continuous R&D, sets it apart from competitors in China and Southeast Asia.

Aeroflex’s entry into emerging sectors such as electric mobility, robotics, semiconductors, and aerospace highlights its adaptability to evolving market dynamics. These high-growth industries represent significant opportunities for Aeroflex’s advanced engineering capabilities and innovative products.

With 58 products under R&D and a team of 16 qualified R&D specialists, Aeroflex consistently pushes the boundaries of what is possible in flexible flow solutions.



Key products under development

Solar Hose



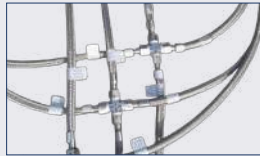
HVAC & industrial and residential heater applications

Vacuum Hose Assembly



Vacuum application

Fire Fighting Network Hose Assemblies



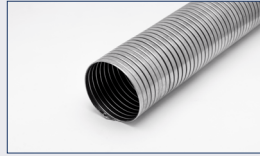
Automobile commercial vehicle

Air suction hose



Compressor application

Interlock Hose Heavy Duty



Suction pump

Gas Hose Assembly



Gas hose per std. EN14800

Air Delivery Hose



Compressor application

Applications

New segments and capabilities

Our recent entry into manufacturing Metal Bellows and Expansion Joints – designed to absorb vibrations, heat, and misalignment – marks a significant milestone. Built from stainless steel, nickel alloys, and inconel, these products extend the lifespan of piping systems in industries subject to thermal expansion.

Pioneering sustainability

Aeroflex is at the forefront of sustainable engineering with metallic flexible flow solutions that replace conventional rubber hoses. These products, increasingly replacing conventional rubber hoses, are built for longevity, safety, and eco-friendliness. Aeroflex’s stainless steel hoses not only reduce strain on systems but also contribute to operational cost savings and enhanced safety standards.

Metallic flexible flow solutions have risen to prominence, offering unparalleled endurance, resilience to extreme temperatures, and built to withstand high pressure and vibrations, all while maintaining superior performance, minimised carbon footprint, elevated safety standards, and an extended lifespan, surpassing traditional conduits.

With a 556-strong workforce, the Company fosters a culture of innovation and excellence, empowering its professionals to drive transformational change.

Vision for the future

Aeroflex aspires to solidify its position as a global leader in metallic flexible flow solutions. Its vision is rooted in collaboration, market intelligence, and rigorous research and development. By leveraging its cutting-edge capabilities and expanding into high-growth sectors, Aeroflex aims to redefine industrial possibilities.

Incorporating advanced technologies, sustaining robust growth, and maintaining an unwavering focus on quality, Aeroflex Industries continues to uphold the Aeroflex Group’s legacy of engineering excellence, making a significant contribution to its diversified portfolio. The Company is further strengthening its presence through strategic inorganic acquisitions, both within India and in international markets.

Expanding horizons. Strengthening foundations.

Aeroflex Enterprises announced the acquisition of M.R. Organisation Limited (MRO), a pivotal move that underscores our continued commitment to integrating cash flow-generating businesses with high-growth investments. Effective from July 29, 2024, this value-accretive acquisition enhances AEL's portfolio from the get-go and aligns seamlessly with our vision for balanced, sustainable growth.

The acquisition is value-accretive from day one, perfectly aligned with AEL's vision of creating a balanced growth trajectory.

M.R.O. at a Glance

60 Across India
Sales & Service Centres

75+
Countries Served

35+
Brands Supported

24x7
Customer Support

60,000+ SKUs
Product Range

2,000+
Industrial Plants Access

3,000+
Customer Base

6
Warehouses

About M.R. Organisation Limited

Founded in 1984 by Mr. Mayur Kamdar and headquartered in Ahmedabad, M.R. Organisation is a market leader in tech-enabled utility & industrial services for end-user industries. The Company boasts a robust pan-India presence, operating 60 sales and service centers and 6 strategically located warehouses across all 29 states, ensuring rapid and reliable service delivery. Internationally, MRO has established wholly-owned subsidiaries in the USA, UK, Belgium and Portugal, exporting to over 75 countries and serving a diverse global clientele.

M.R. Organisation's expansive presence through subsidiaries:

- ABP Impex, Portugal
- Madhura Compressors
- MRO Europe BVBA
- MRO USA, LLC
- Standard Air UK

Acquisition of Madhura Compressors

On 12th May 2025, M.R. Organisation Limited, a subsidiary of Aeroflex Enterprises Limited, acquired 51% equity stake in Madhura Compressors Private Limited.

This strategic acquisition by M.R. Organisation enhances its compressor portfolio, strengthens presence in the high-margin centrifugal compressor segment, and opens cross-selling and global aftermarket opportunities.

Acquisition of ABP Impex, Portugal

On 11th June 2025, M.R. Organisation Limited, a subsidiary of Aeroflex Enterprises Limited, acquired 51% equity stake in ABP Impex, Portugal, through its wholly owned US subsidiary

This strategic acquisition marks M.R. Organisation's entry into the high-pressure compressor market, leveraging ABP's specialised global service capabilities in Latin America and Europe to establish a leading presence built on technical excellence and strong service support.

MRO specializes in manufacturing and servicing air compressor parts and kits, supporting all major brands and technologies. Its pipeline of value-added products – such as blowers and vacuum systems – positions the Company to further enhance operating margins and expand its market reach.

Core business strength

MRO specialises in the manufacturing and servicing of air compressor parts and kits, with a diverse portfolio of over 60,000 products catering to all major air compressor brands. The Company's pipeline of value-added products, including blowers and vacuum systems, is set to bolster its operating margins further.

Its well-trained, multi-brand and multi-technology experts are stationed across various locations, ensuring last-mile availability of products and unparalleled customer service.

With direct access to over 2,000+ industrial plants and a customer base exceeding 3,000, MRO eliminates the need for intermediaries such as distributors and agents.

Core Values

- + Quality
- + Integrity
- + Creativity
- + Collaboration
- + Cost Prudence
- + Safety
- + Speed

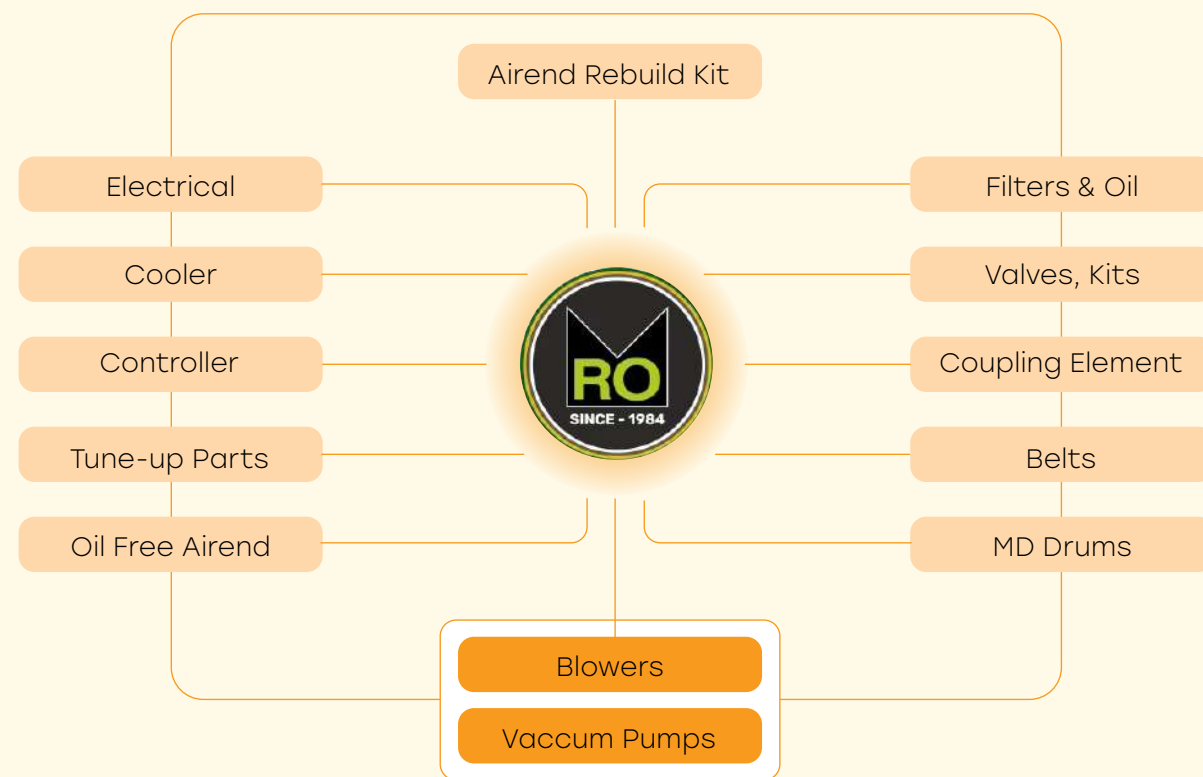
Financial highlights

MRO's strong business fundamentals are reflected in its impressive growth and operational efficiency. In FY25, the Company recorded revenue of ₹80 crore, supported by a robust EBITDA margin of 34%, highlighting its profitability and operational excellence. Operating on an asset-light model, MRO leverages a technology-driven global inventory management system to enhance efficiency and scalability.

MRO's asset-light business model ensures financial stability, while its technology-driven global inventory management system enhances operational efficiency.

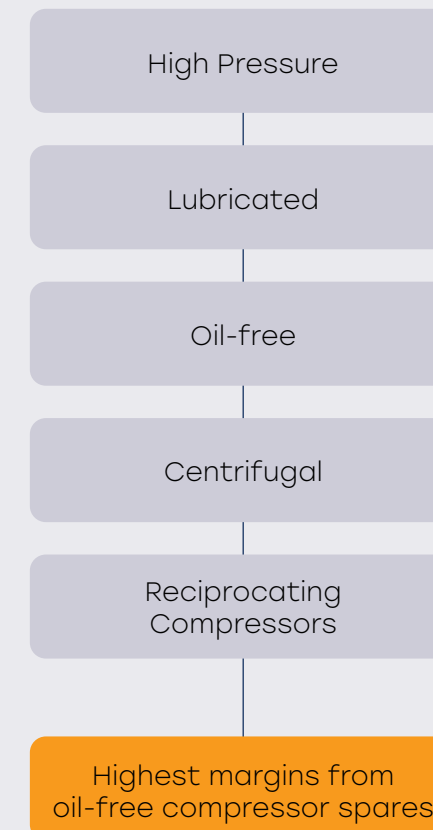
Portfolio: Products, Technologies, and Supported Brands

Products



Potential New Products

Technologies



Brands



Strategic synergies and outlook

The acquisition of a 64% stake in M.R. Organisation is a strategic milestone for AEL, promising substantial synergies and enhanced profitability. MRO's extensive network, advanced technological capabilities, and leadership in engineering services provide AEL with a strong foundation to further penetrate high-potential markets. The Company's expertise and established presence in Europe and North America position AEL to expand its global footprint significantly.

Growth Initiatives and Expansion Plans

Looking ahead, MRO plans to expand its presence in India through its on-field engineering team and increase its international business by opening more office-cum-warehouses to build extensive touchpoints closer to end customers. The Company is also growing by expanding into new product opportunities through acquisitions in India and globally. Furthermore, the integration with AEL is expected to unlock new growth opportunities, drive operational excellence, and deliver sustained value to all stakeholders.

A Balanced and Sustainable Path Forward

By integrating MRO's proven capabilities with AEL's strategic vision, this acquisition exemplifies our focus on value creation and operational strength. As synergies unfold, Aeroflex Group is poised for a new phase of accelerated growth and innovation, reinforcing our commitment to delivering long-term, sustainable value to all stakeholders.

Key certifications



Innovative Packaging (Aeroflex Neu)

Enhancing capability. Building reliability.

Aeroflex Neu (formerly known as Sah Polymers), a key subsidiary of Aeroflex Group, stands at the forefront of innovation, reliability and sustainability in the packaging sector. With over 30 years of experience, the Company has established itself as a leader in bulk packaging solutions, offering a diverse portfolio tailored to evolving global industry needs. Since its inception in 1992, Aeroflex Neu has consistently advanced the packaging landscape with products such as Flexible Intermediate Bulk Containers (FIBCs), Polypropylene (PP) and High-Density Polyethylene (HDPE) bags, BOPP laminated bags, and technical textiles.

FY25 strategic milestone

The year was marked by strategic initiatives and operational advancements:

BRC certification: This milestone enables Aeroflex Neu to cater to high-demand sectors such as food, pharmaceuticals, and beverages, further diversifying its clientele and providing an opportunity to improve profitability margins

Grade A ranking: Attained the prestigious Grade A ranking for compliance with Global Standards for Packaging Material Issue 6

Aeroflex Neu packaging solutions not only optimise packaging efficiency but also align with sustainability goals, offering eco-friendly alternatives for global supply chains.

About Fibcorp Polyweave

- + Operating in the manufacturing and export of Flexible Intermediate Bulk Containers (FIBCs) since July 2017
- + Offers a comprehensive range of FIBCs, including simple builder bags, advanced C-panel designs, and circular baffle bags
- + Serves a robust export clientele spanning 18+ countries globally
- + Accredited as a Star Export House by the Government of India
- + Supported by a skilled and experienced workforce across all critical production functions

Entering new frontiers

With a strategic focus on quality, compliance, and sustainability, Aeroflex Neu is poised to expand its presence in the food and pharma-grade bulk packaging market. These industries demand exacting quality standards and offer higher-margin opportunities. This move aligns with AEL's vision for long-term growth, reinforcing its position as a trusted partner in these critical sectors.

Aeroflex Neu has advanced its operational excellence by upgrading its processes and standard operating procedures, culminating in the achievement of the prestigious BRC Audit Certification. This accomplishment positions the Company to enter high-growth sectors such as food, pharmaceuticals, and beverages.

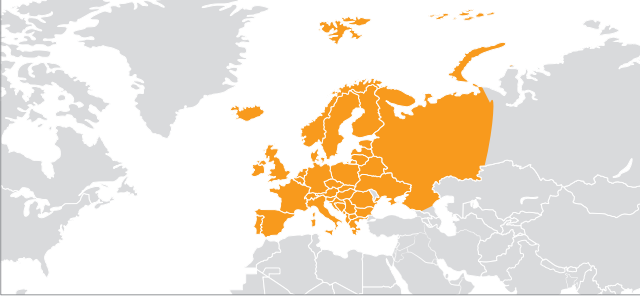
For the certification, the manufacturing facility underwent a rigorous audit conducted by Intertek Certification Limited (UKAS014), ensuring strict compliance with BRC standards for packaging material production. The scope of the audit included key manufacturing processes such as tape extrusion, weaving, extrusion, lamination, cutting, and stitching. The certification focusses on Flexible Intermediate Bulk Containers (FIBCs) made with polypropylene (PP), UV stabilisers, and other additives suitable for both food-grade and non-food-grade applications.



Innovative Packaging (Aeroflex Neu) (contd.)

Global presence, local strength

Aeroflex Neu exports to over 30 countries, including major markets in **Africa**, the **Middle East**, **Europe**, the **USA**, and **Australia**. Domestically, it operates in 14 states and one union territory, serving more than 85 clients in 24 cities.



Map not to scale, only for illustration purpose.

Membership in industry bodies like FIBCA (USA) and iFIBCA (India) underlines Aeroflex Neu’s commitment to fostering international collaborations and staying at the forefront of industry developments.

Certified excellence. Trusted partnership.

The Company’s commitment to quality is accentuated by its ISO 9001:2015 certification and recognition as a Star Export House by the Government of India. These accolades reinforce its reputation as a trusted partner for clients spanning diverse industries, from agro-pesticides and pharmaceuticals to cement, textiles, and food products.

Key industries catered	
+ Agro Pesticides	
+ Basic Drug	
+ Cattle Feed	
+ Cement	
+ Chemical	
+ Food Products	
+ Metal	
+ Mineral	
+ Paper Mill	
+ Textile	
+ Tyre	
+ Fertiliser	
+ Salt	

Driving growth through innovation

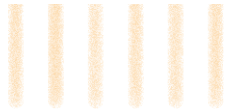
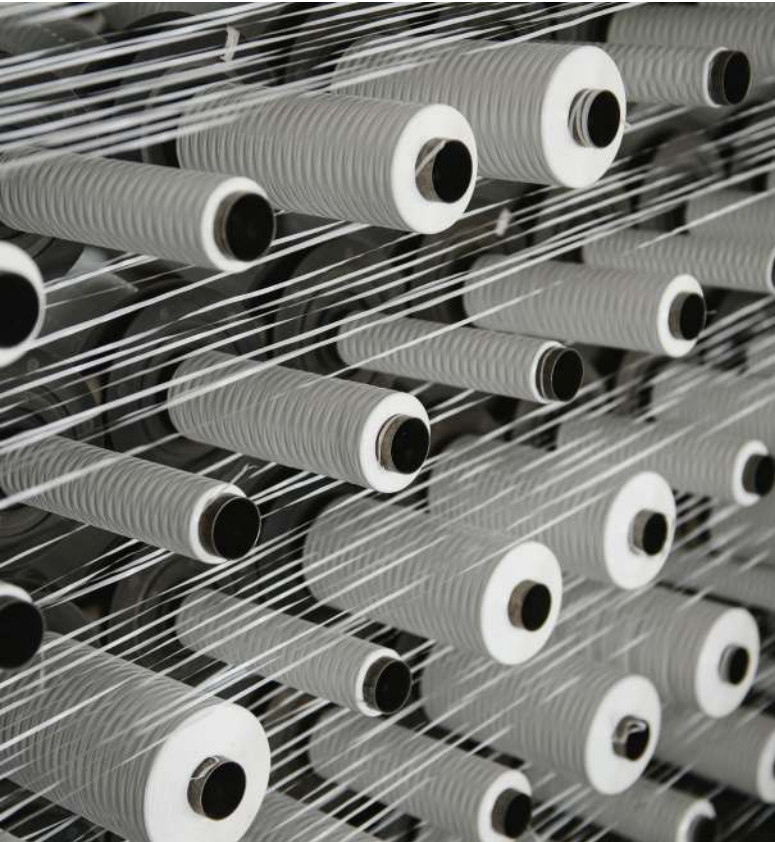
Research and development remain pivotal to Aeroflex Neu’s growth strategy. The Company has recently developed innovative products such as Peanut Food Grade Bags and Type C FIBCs, catering to niche and high-value markets. Additionally, the BRC certification facilitates entry into lucrative segments, enhancing its position in the high-end FIBC market.

Commitment to sustainability

Aeroflex Neu embraces its role in promoting sustainable practices. By delivering eco-friendly packaging solutions that optimise logistical efficiency and reduce environmental impact, the Company aligns its objectives with global sustainability goals, benefiting both its clients and the planet.

Independent Business Division

Beyond manufacturing and exports, Aeroflex Neu acts as a Del Credere Associate and Consignment Stockist for Indian Oil Corporation Limited (IOCL), operating a Dealer Operated Polymer Warehouse (DOPW) for IOCL’s polymer division, thereby diversifying its business model.



Key highlights

Consolidated capacity
9,120 MTPA
(including Fibcorp’s 1,200 MTPA)

Export markets
30+ countries

Domestic presence
14 states
1 UT (24 cities)

Total workforce
850+
(including contractual employees)

Revenue split
75% from exports
25% from domestic markets

Inorganic growth initiatives
Aeroflex Neu continues to explore strategic investments in India and abroad, aiming to expand its footprint, increase capacities, and accelerate business growth.



Financial Services (Aeroflex Finance)

Funding enterprises. Elevating lives.

Aeroflex Finance, a wholly-owned subsidiary of Aeroflex Enterprises Limited, operates as a dynamic Type-II Non-Deposit Taking Non-Banking Financial Company (NBFC), registered with the Reserve Bank of India (RBI). Our strategic foray into financial services reflects a forward-looking approach – transforming challenges into opportunities and unlocking new avenues for growth.

Aeroflex Finance, recognised as a consultative and innovative NBFC, stands as a reliable partner for individuals and small businesses. Our commitment goes beyond conventional banking, catering to a wide range of financial needs.

Through its technology-driven financial solutions, strategic partnerships, and innovative approach, Aeroflex Finance is at the forefront of transforming the financial landscape for small businesses and individuals alike.



Driving growth for MSMEs and individuals

Aeroflex Finance is a trusted partner to Micro, Small, and Medium Enterprises (MSMEs), offering a wide array of financial products designed to address critical funding requirements such as working capital and expansion. By bridging the financial gap, the Company empowers MSMEs to realise their full potential, driving growth and fostering long-term success.

In addition to serving MSMEs, Aeroflex Finance extends its expertise to individuals, offering consumer loans tailored to diverse needs, vehicle purchase, and personal financial goals.

Innovative financial solutions

Aeroflex Finance stands out in the financial services sector with its comprehensive range of loan offerings:



SME & business loans

Recognising the varied funding needs of small businesses, Aeroflex Finance offers customised business loans to fuel the growth ambitions of startups, SMEs, and established enterprises. These loans are thoughtfully designed to address specific business requirements, whether for expansion, capital investments, or other operational needs.



Working capital loans

Effective management of working capital is essential for businesses to sustain daily operations and capitalise on growth opportunities. Aeroflex Finance's working capital loans are designed to deliver swift and seamless access to funds, enabling businesses to remain agile and responsive in a dynamic marketplace.



Consumer loans

Aeroflex Finance extends its services to meet individual financial requirements through its consumer loans. Whether it's purchasing a dream home, renovating a property, acquiring a vehicle, or addressing personal financial needs, these loans are thoughtfully designed to turn aspirations into reality.

Financial Services (Aeroflex Finance) (contd.)

Leveraging fintech partnerships

Aeroflex Finance collaborates with cutting-edge Fintech platforms like LenDenClub and FinAGG to deliver advanced, technology-driven financial solutions, enhance service offerings and expand reach.

These strategic partnerships leverage advanced infrastructure and tech-stack for loan origination and lifecycle management, ensuring a seamless and efficient lending experience for customers, and increased capabilities for the Company.



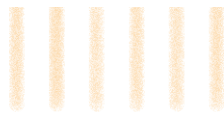
FinAGG offers an innovative invoice-based financing solution tailored for MSMEs in India. Its flagship Quick Cash Flow product, widely recognised as the ‘Stock Now, Pay Later’ solution, empowers MSMEs to drive business growth while maintaining optimal stock levels. Through this strategic partnership, Aeroflex Finance delivers cutting-edge financing options designed to address the unique challenges and requirements of MSMEs.



LenDen Club, an RBI-registered NBFC-P2P and one of India’s leading peer-to-peer lending platforms, offers its innovative Fractional Matchmaking Peer-to-Peer Plan. Powered by cutting-edge Artificial Intelligence (AI) and Machine Learning (ML) technologies, this solution enables precise and efficient loan matching. Through this collaboration, Aeroflex Finance harnesses advanced technology to strengthen its offerings in the consumer and personal loans segment, delivering seamless and tailored financial solutions.

Aeroflex Enterprises has further strengthened these collaborations through strategic equity investments, aligning with its vision of fostering growth and prosperity for businesses and individuals.

These collaborations align with AEL’s overarching value of empowering individuals and businesses to drive growth and prosperity. Committed to financial excellence, Aeroflex Finance is a dynamic subsidiary that complements the group’s vision, playing a key role in its continued success.



FY25 financial highlights

In FY25, Aeroflex Finance achieved remarkable financial results:

9,512
Unique Borrowers

₹ 23.26 cr
Loan Book

₹ 226.79 cr
Disbursements

₹ 216.23 cr
Collections

13.73%
Net Interest Margin

6.63%
ROA

14.69%
ROE

54.27%
CAR

0.00%
NNPA

34.93%
Net Profit Margin

These results highlight Aeroflex Finance’s strong performance within Aeroflex Group’s financial services vertical, reflecting rising demand and operational efficiency.

Vision

Aeroflex Finance’s vision is to be a trusted financial partner, empowering businesses and individuals to achieve their financial goals.

Mission

The mission is to deliver innovative and tailored financial solutions that cater to the diverse needs of its clients, thereby fostering growth and prosperity.

Commitment to financial excellence

Aeroflex Finance exemplifies Aeroflex Group’s commitment to financial excellence. By adopting a consultative approach, the Company bridges the gap between traditional banking and specialised financial needs. Its emphasis on flexibility and customisation ensures that every client receives solutions tailored to their unique requirements.

Unlocking opportunities in financial services

Venturing into the financial services domain was a strategic move by Aeroflex Group to unlock significant potential. By leveraging new-age infrastructure and technology, Aeroflex Finance has positioned itself as a catalyst for the group’s ongoing success.

The Company’s robust strategy, driven by its partnerships with leading Fintech platforms, aligns seamlessly with AEL’s overarching mission of empowering individuals and small businesses.





Innovating for Value: Performance and Strategic Priorities

Looking ahead, Aeroflex Group remains guided by the synergy of innovation and value. This section details our performance highlights and strategic priorities, offering insights from our leadership, key performance metrics, and sustainability initiatives. Here, we illustrate how our tech-driven ventures and value-led strategies converge to chart a course for long-term prosperity. Through disciplined execution, visionary leadership, and a culture rooted in innovation, AEL is poised to deliver enduring value for all stakeholders – continuing to shape a future defined by both technological progress and sustainable growth.



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Strategic growth, innovation, and value creation

" Dear Shareholders,

It gives me great pleasure to share with you the highlights of what has been another pivotal year for our Company, Aeroflex Enterprises. We have continued to progress on many of our strategic initiatives, further strengthening our business for long-term growth and value creation for all stakeholders.

Strategic Acquisition of M.R. Organisation

The acquisition of M.R. Organisation was the key highlight of FY25 and marked a strategic milestone in our journey, opening a new frontier of growth in engineering services. M.R.O is a leading independent, aftermarket, and turnkey servicing solutions Company for air compressors. With its global inventory management, underpinned by advanced technology, MRO operates as a debt-free, asset-light enterprise. This structure ensures both scalability and financial stability.

With wholly owned subsidiaries in the United States, United Kingdom, Belgium and now Portugal, and an expansive distribution network across more than 75 countries, MRO is uniquely positioned to service customers globally. Domestically, it has established an unmatched presence across all 29 Indian states, supported by 60 operational locations and 6 warehouses, ensuring rapid fulfilment times and high customer satisfaction.

MRO specializes in manufacturing and servicing air compressor parts and kits and is investing in the development of higher-margin offerings like

blowers and vacuum systems, positioning itself for enhanced profitability. The Company has engineered over 60,000 customized products compatible with all major air compressor brands – demonstrating deep technical expertise and customer-centric innovation.

Our acquisition of a controlling stake in MRO aligns with AEL's strategy of combining robust cash-flow-generating businesses with high-growth investments, strengthening our profile and expanding our presence into engineering and utility-tech & industrial services. We are also focused on pushing MRO's reach beyond India by establishing international offices and warehousing closer to end customers.

The integration of MRO will improve our financial performance and strengthen our market positioning. We believe this acquisition will drive significant value and contribute to long-term benefits for all our stakeholders.

Core Business Momentum

Aeroflex Industries has continued to deliver robust performance in FY25, marked by demand across core sectors and meaningful expansion into new markets. Revenue grew by 18% YOY, supported by improved EBITDA margins, underscoring the effectiveness of our strategy in navigating market complexities while maintaining profitability.

A key enabler of this growth has been the increase in production capacity in recent years from 11 million meters in FY23 to 16.5 million meters in FY25, with plans underway to further expand this to 20 million meters to meet future demand.

Our Metal Bellows vertical has seen remarkable progress. Phase I of the new production facility went live in Q4FY25, initiating the manufacture of Miniature Metal Bellows (10mm–50mm) for advanced, dynamic applications, with an annual capacity projected to reach 240,000 units by March 2026. These components are critical for high-performance systems and will complement our larger bellows segment, enabling us to serve a broader range of industries including aerospace, automotive, and instrumentation.

On the inorganic growth front, the acquisition of Hyd-Air Engineering Pvt. Ltd. on April 02, 2024, has been a synergistic addition. Hyd-Air specializes in hydraulic fittings, fluid connectors, and flanges, supporting our expansion into flow control assemblies and positioning Aeroflex to tap into new end-user segments, including fluid transmission systems and complex industrial assemblies.

Navigating Challenges and Preparing for the Next Phase

For Aeroflex Neu (formerly Sah Polymers), FY25 continued to be a year of consolidation, marked by global headwinds including volatile raw material prices and geopolitical disruptions. Prices of crude oil-derived polymers, a key input, remained volatile, affecting cost structures, while export operations were disrupted due to elongated transit times and elevated freight costs. Sluggish demand from European markets continues to add further pressure.

Despite these challenges, Aeroflex Neu focused on internal capability building, implementing upgrades to Standard Operating Procedures (SOPs) and successfully attaining BRC Audit Certification, enabling entry into the high-compliance food, pharma, and beverage packaging sectors. These sectors offer higher margin potential due to stringent quality norms and growing demand, aligning well with our sustainability and quality-first approach.

The Company is strategically entering the food and pharma-grade bulk packaging segment, reinforcing its future-ready positioning. We are actively addressing the situation by optimizing our cost structure, maintaining high product quality, exploring new market opportunities, and negotiating alternative delivery terms. Aeroflex Neu has also earned a Grade A Ranking for compliance with Global Packaging Material Standards (Issue 6), a testament to its commitment to excellence.

Continuing to Build Fintech Driven Financial Services Business

Aeroflex Finance continues to collaborate with leading fintech platforms such as LenDenClub and FinAGG to provide advanced, technology-driven financial solutions, enhance its service offerings, and expand market reach. These partnerships have contributed to strong performance this year, with Aeroflex Finance delivering healthy results within the Aeroflex Group's financial

services vertical – a reflection of rising demand and improved operational efficiency.

Sustaining momentum in startup portfolio

In addition to our core business achievements, we have maintained a strong focus on expanding our portfolio of disruptive, technology-driven startups from promising new-age sectors. In FY25, AEL made six new startup investments and completed nine follow-on investments and drawdowns, bringing our total portfolio to 161 investments. We also achieved notable success with three complete exits and one partial exit during the year. To support this dynamic portfolio, we have further strengthened our team of analysts, ensuring thorough research, professional due diligence, and the provision of operational insights and management bandwidth necessary to nurture and grow our startup investments. Additionally, we have enhanced our industry participation and outreach, with a presence at leading investor events and summits, enabling us to remain at the forefront of industry developments and to identify new opportunities for value creation.

Resilient, Balanced, and Growth-Oriented

As we chart the future, AEL remains anchored in a diversified business model that combines the reliability of robust cash-flow-generating businesses with the exponential growth prospects of our startup investment portfolio. This hybrid strategy positions us well to navigate volatility, while continuously creating shareholder value across all operational segments.

We are committed to disciplined capital allocation, technology-driven innovation, and market expansion, with the goal of delivering superior returns over the long term.

On behalf of the Board and management, we extend sincere gratitude to our shareholders for their steadfast trust and support, and to our employees whose relentless dedication fuels our success.

As we look ahead to FY26, we remain optimistic, focused, and committed to building sustainable value for all stakeholders.

With warm regards,

Harikant Turgalia
CFO & Whole-Time Director

Future-focussed. Growth-driven.

Operating as a dynamic conglomerate spanning diverse industries and investment verticals, Aeroflex Group strategically positions itself as a catalyst for long-term value creation and sustainable growth. With a focus on operational excellence, forward-thinking investments, and innovation, AEL’s strategic roadmap is designed to drive performance, deliver shareholder value, and empower its businesses to thrive independently while maintaining cohesive group synergy.



1 Strengthening core businesses for growth

AEL continues to prioritise the sustainable expansion of its core businesses through a balanced combination of organic and inorganic growth strategies. Our flagship subsidiaries – Aeroflex Industries, M.R. Organisation, and Aeroflex Neu – are at the forefront of this effort, ensuring they are well-positioned to capture emerging opportunities and further solidify their market leadership.

- + **Aeroflex Industries** has scaled operations significantly post-IPO, both through capacity expansions and the acquisition of Hyd-Air Engineering. The Company remains focused on manufacturing advanced flexible flow solutions and is expanding into the production of metal bellows and miniature metal bellows that absorb vibrations, heat, and structural misalignment. Aeroflex is also engaging with emerging applications in industries such as fire fighting, electric mobility, robotics, semiconductors, and aerospace.
- + **M.R. Organisation** is experiencing rapid growth by delivering high-quality engineering services and turnkey servicing solutions to the air compressor market. By leveraging technology-enabled last-mile utility & industrial services and global inventory

management, the Company continues to expand its portfolio of products, brands, and technologies. The recent acquisition of a majority stake in Madhura Compressors, a specialist in centrifugal compressors and highprecision components,as well as ABP Impex (Portugal) which marks entry into high-pressure compressor market, opens new avenues for clients, expands technical capabilities, and creates significant cross-selling opportunities.

- + **Aeroflex Neu** continues to build on its reputation as a leader in customised bulk packaging solutions. Its BRC Audit Certification marks a significant entry into the food-grade and pharma-grade packaging markets. Furthermore, Aeroflex Neu is advancing the sustainability agenda with reclaim products tailored for export markets, capturing the global demand for eco-friendly packaging solutions.
- + **Aeroflex Finance** is scaling rapidly in the fintech and lending space, addressing critical financial needs with innovative solutions that complement our core businesses.

Together, these businesses reflect AEL’s unwavering commitment to achieving sustainable growth and delivering enduring value to all stakeholders.

2 Fostering a thriving startup ecosystem

As a forward-looking conglomerate, AEL actively fosters innovation by investing in high-potential startups. By strategically deploying surplus capital, we accelerate the growth of emerging ventures while generating outsized returns for our stakeholders. With seed funding ranging from ₹11 Lakhs to ₹2.5 Crores, AEL remains steadfast in supporting disruptive ideas across

sectors, continuously expanding its portfolio of meticulously curated investments. Through this initiative, AEL not only builds a foundation for future industries but also strengthens its reputation as a leader in fostering entrepreneurial ecosystems and supporting the next generation of innovators.



3 Enabling independent growth with focus

AEL embraces a decentralised operating model that empowers its businesses to function autonomously while benefiting from the Group's oversight and strategic support. This approach enables each entity to scale at its own pace, explore unique opportunities, and unlock value independently.

The successful public listings of Aeroflex Industries and Aeroflex Neu in FY24 and FY23, respectively, underscore AEL's ability to cultivate businesses that achieve market maturity and investor confidence. Looking ahead, AEL remains committed to nurturing its portfolio companies, enabling them to emerge as standalone entities with strong governance, transparency, and operational resilience.

4 Optimising value through strategic divestments

Recognising the right time to unlock value is a core strength of AEL. Our disciplined approach to strategic exits has resulted in consistently strong returns, enhancing shareholder value while creating room for reinvestment in new opportunities.

On average, AEL has achieved 30-35% IRR per annum from successful startup exits. Moving forward, AEL will continue to maximise returns through timely exits while actively scouting new investment opportunities to bolster its portfolio and ensure sustained growth.

5 Developing distinctive solutions for market leadership

AEL and its subsidiaries share a common vision of differentiation through excellence. By delivering high-quality, customised solutions, we continue to set benchmarks across industries and build long-term client partnerships.

- + **Aeroflex Industries** is focused on developing cutting-edge products, including solutions for specialised applications in electric mobility, robotics, solar, semiconductors and fire fighting.
- + **M.R. Organisation** delivers quality engineering services through its well-trained, multi-brand and multi-technology experts across various locations, ensuring last-mile availability of products at the customer's end.

+ **Aeroflex Neu** addresses customer-specific needs with innovative and eco-friendly packaging solutions, creating a competitive edge in niche markets.

These initiatives reflect AEL's strategic emphasis on innovation, adaptability, and customer-centricity, enabling its businesses to outperform in evolving market environments.



6 Integrating M.R. Organisation

AEL's strategic acquisition of M.R. Organisation (MRO) represents a significant step towards expanding operational capabilities, diversifying the business portfolio, and strengthening the Group's value proposition across industries. The future strategy for MRO includes:

- + Capitalising on synergies and market opportunities
- + Enhancing core offerings for competitive advantage
- + Driving operational and financial efficiency
- + Tapping into emerging industries
- + And maintaining a steadfast commitment to value creation

7 Driving value creation with a balanced approach

At its core, Aeroflex Group embodies a philosophy of balanced growth and long-term value creation. By integrating cash-generating businesses, high-growth startups, and strategic exits, AEL delivers superior returns while fostering inclusive economic development.

- This strategic focus reflects AEL's commitment to being:
- + A leader in innovation-driven solutions
 - + A catalyst for entrepreneurial success
 - + And a provider of sustainable and scalable growth opportunities for all stakeholders

Board of Directors

Guiding excellence. Driving growth.

Guided by exceptional leadership, diverse expertise, and a steadfast commitment to excellence, the Board of Directors at Aeroflex Enterprises plays a pivotal role in driving the Company’s growth and success. Their collective insights and strategic vision ensure Aeroflex Enterprises remains resilient, innovative, and positioned for ground-breaking achievements.



Mr. Asad Daud
Non-Executive Director

S N C

Mr. Asad Daud, earned a bachelor’s degree in accounting and finance from HR College, Mumbai, followed by a Master’s degree in the same field from the prestigious London School of Economics. To enhance his leadership capabilities and business acumen, Asad has completed Executive Education programmes at IIM Bengaluru and ISB Hyderabad. He has also completed the ‘Leading in the Digital Era’ course at Harvard Business School, Boston. With over 15 years of experience in the manufacturing industry, he has been instrumental in expanding both domestic and international operations of our Company. His innovative approach has played a key role in diversifying our Company’s operations and product offerings.



Mrs. Shehnaz D. Ali
Whole-Time Director

Mrs. Shehnaz Ali’s extensive business expertise, spanning over 23 years across multiple industries, makes her an integral part of Aeroflex Enterprises’ leadership team. As a Whole-Time Director, she plays a central role in driving startup investments and leading corporate social responsibility initiatives. A graduate of the University of Rajasthan, she is a strong advocate for sustainability and innovation, driving the Company’s forward-looking strategies.



Mr. Harikant Turgalia
CFO & Whole-Time Director

A S C

With over 37 years of extensive experience across manufacturing, trading, and finance, Mr. Harikant Turgalia spearheads Aeroflex Enterprises’ financial and management operations. A Commerce graduate from the University of Udaipur, his profound understanding of financial management and strategic operations has been instrumental in delivering consistent success and fostering sustainable growth for the Company.



Mr. Ramesh Chandra Soni
Non-Executive & Independent Director

Mr. Ramesh Chandra Soni brings more than 39 years of vast expertise in accounts, finance, banking, and taxation, serving as a cornerstone of Aeroflex Enterprises’ governance framework. A practising Chartered Accountant and fellow member of the Institute of Chartered Accountants of India, his seasoned insights continue to shape the Company’s financial and secretarial direction with precision and efficiency.



Mr. Parthasarathi Sarkar
Non-Executive & Independent Director

An accomplished leader with over 43 years of professional experience in Finance and Investment Banking, Mr. Parthasarathi Sarkar holds a B.Tech (Hons) from IIT Delhi and an MBA from IIM Ahmedabad. His illustrious career includes serving as the Managing Director of Tata Finance Limited and working closely with Mr. Ratan Tata during his tenure at Tata Administrative Services. His invaluable expertise enriches the Board with strategic foresight and industry-leading governance.



Mr. Arpit Khandelwal
Non-Executive & Independent Director

A forward-thinking and dynamic professional, Mr. Arpit Khandelwal combines his credentials as a Chartered Accountant and a Chartered Financial Analyst with over 12 years of multifaceted experience in Banking, Treasury, Finance, Technology, and Risk Management. His deep knowledge in Risk Management, Corporate Laws, Indirect Taxes, and International Trade Laws adds significant value to the Company’s oversight and decision-making processes.



Mrs. Uma Manoj Mandavgane
Non-Executive Independent Director

Mrs. Uma Mandavgane is an Associate Chartered Accountant (ACA from ICAI), Certified Information Systems Auditor (CISA from ISACA, USA). She has overall professional experience of 3 decades in Risk Advisory and Corporate Finance & Treasury Management. As a GRC professional for almost 2 decades, held leadership roles in large consulting engagements of BIG 4 as subject matter expert in Business & Technology Risk domains for clients in Banking Financial Services (BFS), ITES, Oil & Gas, Manufacturing and Retail Sectors. Her area of expertise is in Technology and Business Risk Assurance Business Process Re-engineering/ transformation Enterprise Risk Management.

Board Committee

- (A) Audit Committee
- (S) Stakeholder Grievances Committee
- (N) Nomination Committee
- (C) Corporate Social Responsibility Committee

Chairman
Member

Key Performance Indicators

Towards greater heights

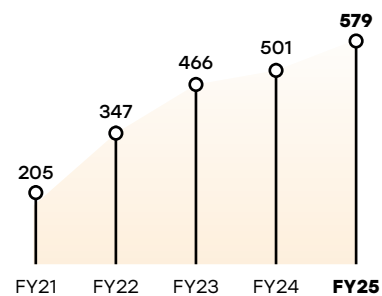
Aeroflex Group has showcased robust financial prowess, characterized by exceptional performance and healthy metrics across various business segments. Over the past years, we have consistently delivered remarkable Total Income and Profit growth, bolstered by a robust capital structure and a prudent distribution of profits to investors.

Final Dividend
Recommended (FY25)

15%

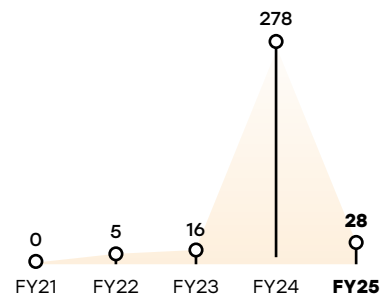
Revenue from Operations
(₹ in Crores)

579 | **30%**
CAGR



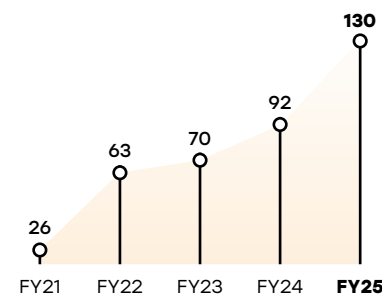
Other Income
(₹ in Crores)

28



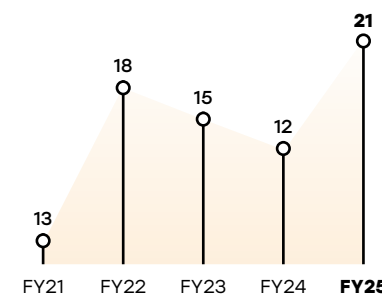
Operating Profit
(₹ in Crores)

130 | **49%**
CAGR



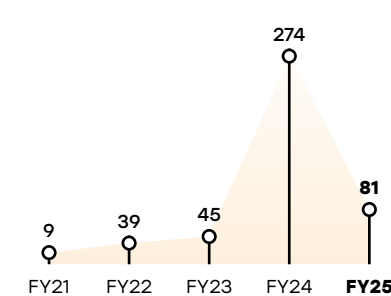
Operating Profit Margin
(%)

21%



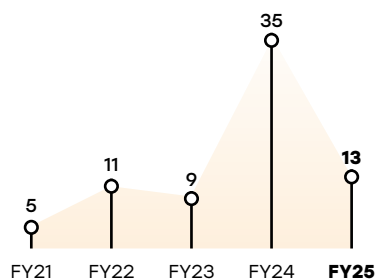
Profit After Taxes
(₹ in Crores)

81 | **71%**
CAGR



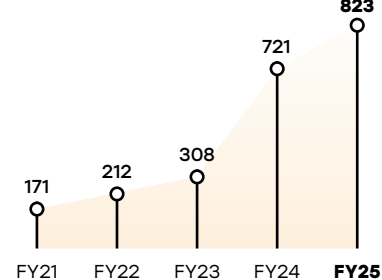
Profit After Taxes Margin
(%)

13%



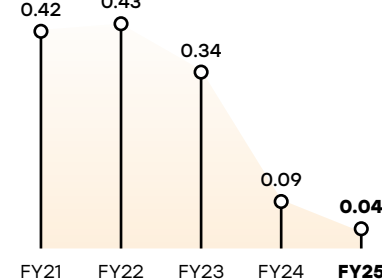
Equity
(₹ in Crores)

823 | **48%**
CAGR



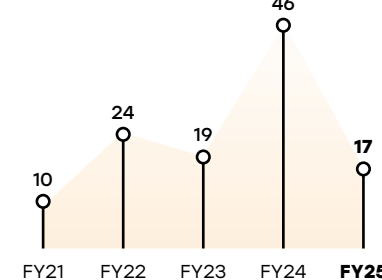
Total Debt to Equity
(times)

0.04



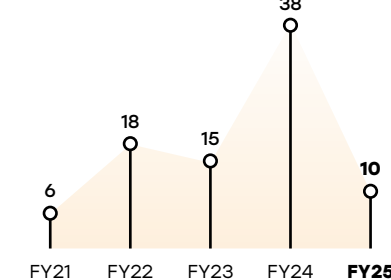
ROCE
(%)

17%



ROE
(%)

10%



Life at Aeroflex Enterprises

A Culture of Collaboration & Innovation



Republic Day 2025

Aeroflex Enterprises marked Republic Day with patriotic fervour, coming together to honour the nation and its values.



Independence Day

Independence Day was celebrated with pride and unity, reflecting our shared commitment to progress.



Holi

The festival of colours was celebrated with joy, laughter, and togetherness, brightening the workplace spirit.



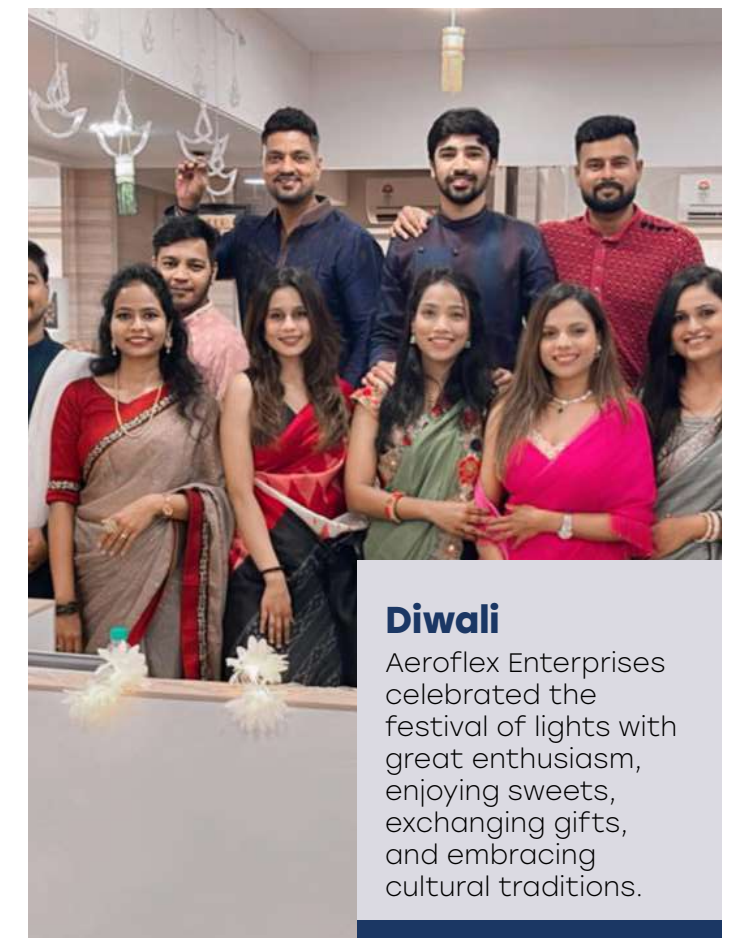
Offsite

The team gathered for an engaging offsite, fostering stronger bonds, collaboration, and shared experiences.



Group Picnic

A fun-filled picnic brought the team closer, offering a perfect blend of relaxation and camaraderie.



Diwali

Aeroflex Enterprises celebrated the festival of lights with great enthusiasm, enjoying sweets, exchanging gifts, and embracing cultural traditions.

Corporate Social Responsibility (CSR)

Delivering Inclusive Growth

At Aeroflex Enterprises Limited, we believe in creating meaningful and lasting social impact through our Corporate Social Responsibility initiatives. Guided by our CSR Policy, we have aligned our projects with a strong emphasis on healthcare, education, and livelihood enhancement.

CSR Focus Areas for FY25

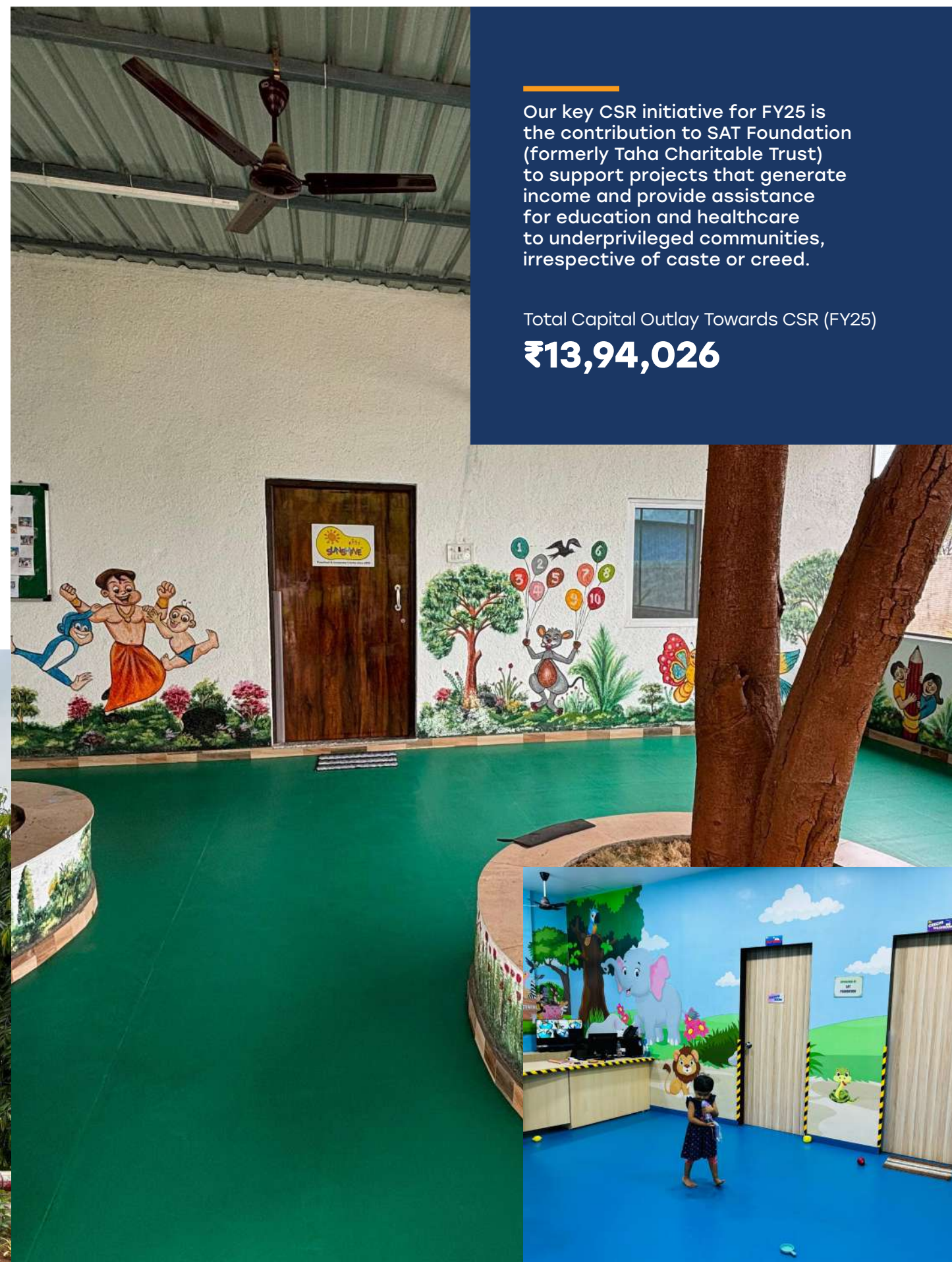
For the year under review, the Company's CSR activities will primarily focus on:

Eradicating hunger, poverty, and malnutrition, promoting healthcare (including preventive healthcare and sanitation, as well as access to safe drinking water), promoting education (including special education, vocational skills, and livelihood enhancement, especially for children, women, the elderly, and differently abled individuals).

Our key CSR initiative for FY25 is the contribution to SAT Foundation (formerly Taha Charitable Trust) to support projects that generate income and provide assistance for education and healthcare to underprivileged communities, irrespective of caste or creed.

Total Capital Outlay Towards CSR (FY25)

₹13,94,026



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Economic overview

Global economy

The global economic outlook for 2025 and beyond, as outlined in the World Bank's January 2025 Global Economic Prospects (GEP) report, paints a picture of cautious stabilization amid persistent structural challenges and uneven growth trajectories.

The global economy is projected to expand by 2.7% in both 2025 and 2026, mirroring the growth rate of 2024.

However, this aggregate figure conceals significant disparities across regions and income groups, with developing economies – despite contributing 60% of global growth – facing their weakest long-term growth prospects since the start of the century. Emerging Market and Developing Economies (EMDEs), which now account for 45% of global GDP (up from 25% in 2000), are expected to grow at a steady but insufficient pace of 4% over the next two years, failing to meet the thresholds required to alleviate poverty or achieve broader development goals.

The global growth narrative remains heavily influenced by India, China, and Brazil, which collectively drive approximately 60% of annual global growth. India, in particular, is projected to maintain its position as the fastest-growing major economy, with growth rates of 6.7% in FY26 and FY27, supported by domestic demand and structural reforms. Meanwhile, China's slowdown and Brazil's moderate recovery underscore the fragility of growth in large EMDEs. Regionally, South Asia leads with a projected growth of 6.2% in 2025–26, fueled by India's expansion, while East Asia and the Pacific face a deceleration to 4.6% in 2025 due to China's property sector adjustments and weaker exports. Sub-Saharan Africa and the Middle East and North Africa show modest improvements, with growth rates of 4.1% and 3.4%, respectively, in 2025, though these figures remain below pre-pandemic levels. Advanced economies, by contrast, are grappling with subdued productivity and aging populations, contributing to a global growth environment that risks settling into a prolonged period of stagnation.

The World Bank highlights rising trade restrictions as a critical threat to global integration. New trade barriers in 2024 were five times the 2010–19

average, exacerbating the decline in global economic growth from 5.9% in the 2000s to 3.5% in the 2020s. These restrictions, coupled with geopolitical tensions and climate-related disasters, have disrupted supply chains, reduced foreign direct investment (FDI) inflows to developing economies to half their early-2000s levels, and widened the income gap between advanced and developing nations. Additionally, persistent inflation and delayed interest rate cuts in major economies could further destabilize financial markets, while currency volatility and debt servicing challenges loom large for export-dependent EMDEs.

To counter these headwinds, the World Bank emphasizes the need for coordinated policy action at both national and global levels. Key recommendations include strengthening trade governance through multilateral institutions, enhancing macroeconomic stability, and addressing structural bottlenecks such as infrastructure deficits and climate vulnerabilities. While the global economy has shown resilience in avoiding a recession, the report warns that without course corrections – particularly in fostering innovation, competition, and sustainable development – the current trajectory will fall short of lifting low-income countries to middle-income status by mid-century.

In summary, the global economic outlook for 2025 reflects a precarious balance between stabilization and stagnation. While India and select regions offer pockets of dynamism, the broader challenges of trade fragmentation, inflationary pressures, and climate risks demand urgent, collaborative interventions to reignite growth and ensure equitable progress across economies.

Source: World Bank & IMF

Indian economy

India's economic outlook for 2025 and beyond, as detailed in the World Bank's latest Global Economic Prospects and South Asia Development Update, remains robust but is tempered by emerging headwinds and the need for accelerated reforms.

India is projected to maintain its position as the world's fastest-growing major economy, with GDP growth expected at 6.7% in both FY26 and FY27.

Management Discussion and Analysis (contd.)



India's growth is significantly outpacing the global average of 2.7% and cementing its role as a key driver of global economic momentum. However, the World Bank's most recent update in April 2025 revised the FY26 forecast downward to 6.3%, reflecting global economic weakness and domestic policy uncertainties. This adjustment follows a softer-than-expected FY25, where growth is estimated at 6.5% due to slower private investment and public capital expenditure not meeting targets.

The resilience of India's economic performance is underpinned by a thriving services sector and a revitalized manufacturing base, both benefiting from transformative government initiatives. Programs such as the PM GatiShakti National Master Plan, Production Linked Incentive (PLI) schemes, and digital infrastructure expansion have modernized logistics, improved the business environment, and fostered innovation and entrepreneurship. These reforms have bolstered domestic demand and positioned India as a cornerstone of global economic stability, especially as China's growth moderates to 4% in the same period.

Private consumption remains a key pillar of growth, supported by improved rural incomes and a recovery in agricultural output. The World Bank notes that, despite a slowdown in investment, private consumption growth has stayed resilient, and the services sector is expected to continue its sustained expansion. Manufacturing activity is also set to strengthen, aided by regulatory streamlining and the government's focus on infrastructure. Investment growth, while moderating in the public sector, is projected to be offset by rising private investment as monetary conditions ease.

Nonetheless, the outlook is not without challenges. The World Bank highlights that the benefits of monetary easing and regulatory reforms may be counterbalanced by global economic weakness, subdued export demand, and policy uncertainty. Export prospects are constrained by shifting global trade dynamics, slower international growth, and persistent geopolitical risks. Additionally, the report points to underperformance in private investment and shortfalls in public capital expenditure as factors that have tempered recent growth.

Looking further ahead, the World Bank underscores the need for ambitious reforms to achieve long-term aspirations, such as attaining high-income status by 2047. To reach this goal, India must accelerate inclusive growth across states, raise total investment from the current 33.5% of GDP to 40% by 2035, increase labor force participation above 65%, and boost overall productivity growth. Lessons from global peers suggest that deeper integration into the world economy, coupled with sustained domestic reforms, will be essential for India to realize its full potential.

In summary, India's economic prospects remain strong, with growth rates far surpassing global averages and a policy framework geared toward resilience and innovation. However, sustaining this trajectory will require navigating global headwinds, invigorating private investment, and implementing ambitious, inclusive reforms. The World Bank's outlook affirms India's pivotal role in shaping the global economy, while also emphasizing the importance of continued reform and prudent policy to secure long-term, broad-based prosperity.

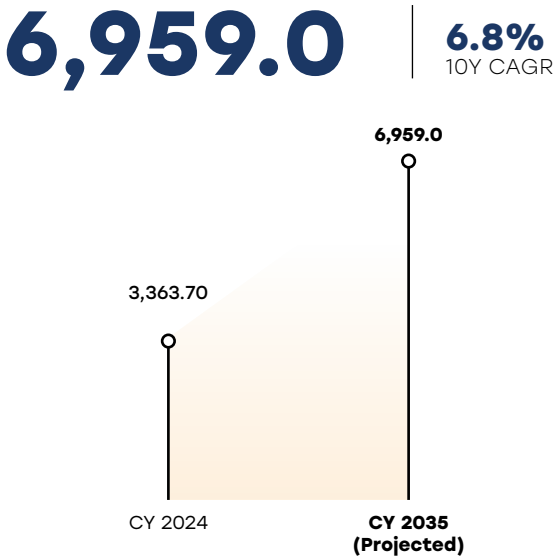
Sources: World Bank, Government of India - PIB

Industry overview

Global metallic flexible hose market

The global metallic flexible hose market is witnessing a period of structural transformation, propelled by evolving industrial demands, technological progress, and supply chain realignments. Valued at \$3,363.7 million in FY2024, the market is projected to grow at a CAGR of 6.8%, reaching \$6,959.0 million by FY2035.

Market Size
(USD Million)



This growth is underpinned by expanding industrial operations, increasing demand for eco-friendly and durable fluid transfer solutions, and the intensification of oil & gas exploration activities in emerging economies. Technological advancements in hose design, particularly in pressure tolerance, flexibility, and thermal resistance, are further expanding their applicability across a broad spectrum of industries.

The Corrugated Hose segment is expected to retain its leadership position over the forecast period (FY2024-25 to FY2031-32), owing to its inherent structural advantages, including flexibility, vibration resistance, and adaptability in extreme operating conditions. These hoses are widely used for transporting gases, chemicals, steam, and liquids, particularly in HVAC, automotive, and heavy industrial sectors.

Regionally, East Asia, led by China, is expected to dominate market growth due to rapid expansion across automotive, energy, and construction sectors. North America and Europe are also witnessing strong demand, fuelled by innovation in materials and increased usage in aerospace, oil & gas, and chemical processing industries.

Emerging Global Industry Trends

- + Integration of IoT and Smart Sensors for real-time pressure, flow, and temperature monitoring.
- + Sector-Specific Customisation for aerospace, pharmaceutical, and food & beverage industries.
- + Sustainability Initiatives with growing use of recyclable and eco-friendly materials.
- + High-Performance Hoses designed to withstand extreme temperatures and pressures.
- + Material Innovation, improving hose durability, lifecycle, and operational safety.

Key Demand Sectors



Oil & Gas



Renewable Energy
(solar & wind)



Chemical
Processing



Automotive



Healthcare &
Medical Devices



Aerospace &
Defence



Electronics



Semiconductor
& Robotics

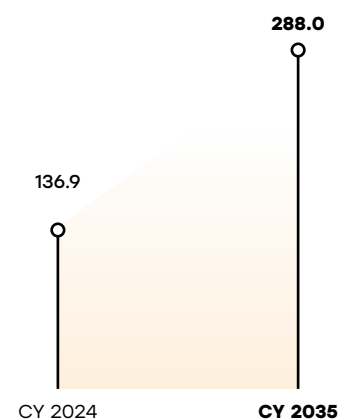
Management Discussion and Analysis (contd.)

Indian metallic steel flexible hose market

India's metallic flexible hose market has shown healthy growth, increasing from \$109.0 million in FY2020 to \$136.9 million in FY2024, reflecting a CAGR of 5.9%. Going forward, the market is expected to grow at a stronger CAGR of 7.1%, reaching approximately \$288.0 million by FY2035.

Market Size (USD Million)

288.0 | **7.1%**
10Y CAGR



This growth is being driven by increasing adoption of metallic hoses across key end-use industries such as oil & gas, automotive, and chemical processing. These industries require robust and high-performance solutions that ensure reliability, especially in high-temperature, high-pressure, and vibration-intensive environments.

Stainless steel corrugated hoses continue to dominate demand in India due to their superior strength, corrosion resistance, and longevity. The industrial sector – specially manufacturing, HVAC, and infrastructure – has been transitioning from traditional rubber and polymer hoses to stainless steel alternatives. This shift is being catalysed by rising awareness around lifecycle costs, safety, and maintenance efficiency.

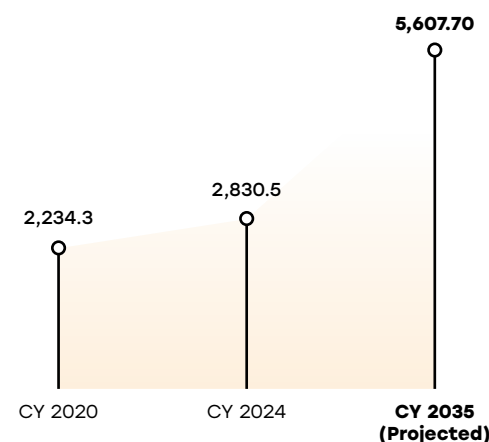
Additionally, growing infrastructure investments and supportive policy frameworks aimed at boosting domestic manufacturing are expected to further expand the addressable market for flexible hose solutions.

Global metal bellows market

The global metal bellows market has demonstrated consistent growth over the past few years, increasing from \$2,234.3 million in FY2020 to \$2,830.5 million in FY2024. This upward trajectory is expected to continue, with the market anticipated to nearly double by FY2035, reaching an estimated \$5,607.7 million, representing a healthy CAGR of 6.4%.

Market Size (USD Million)

5,607.70 | **6.4%**
15Y CAGR



The sustained demand for metal bellows is driven by their critical applications across multiple high-growth industries. These include aerospace, automotive, telecommunications, clean energy, space exploration, artificial intelligence, semiconductors, and advanced manufacturing. Metal bellows play an essential role in systems requiring thermal stability, vibration absorption, pressure containment, and precise mechanical performance, particularly in exhaust assemblies, actuators, and fluid management systems.

Furthermore, increasing adoption of smart manufacturing and the rapid evolution of industrial automation are reinforcing the relevance of metal bellows in technologically advanced machinery and equipment.

Indian metal bellows market

India's metal bellows market has maintained steady growth from FY2020 to FY2024, primarily driven by rapid industrialisation, the expansion of domestic manufacturing, and the growing emphasis on high-precision components in critical sectors.

The aerospace, automotive, defence, and energy industries continue to be major demand centres, supported by robust infrastructure development and technology upgrades.

Among the most widely used variants are convoluted or formed bellows made from titanium and its alloys, valued for their strength, corrosion resistance, and adaptability in harsh environments. Roll-formed bellows, particularly

those made from copper alloys, are gaining traction due to their effectiveness in high-pressure and high-temperature applications, especially in data centres, medical devices, and clean energy systems.

Growing demand from emerging sectors such as automation and robotics, semiconductors, renewable energy, and oil & gas further adds momentum to the market.



Key growth drivers for metal bellows

- + Industrial Growth in Emerging Economies:** Rapid industrialisation in Asia-Pacific, especially in India and China, is fuelling demand across core sectors.
- + Rising Energy Demand:** Increased power consumption globally is driving demand for thermal and fluid management components.
- + Aerospace & Defence Expansion:** Increased investments in these sectors necessitate high-performance components that can operate in extreme conditions.
- + Expansion of Oil & Gas Industry:** Rising exploration and production activities require high-performance fluid transfer and pressure containment solutions.
- + Automotive Industry Evolution:** The shift toward electric vehicles is pushing demand for precision-engineered components like bellows in cooling and braking systems.
- + Environmental Sustainability:** Growing emphasis on longevity and reduced environmental impact is encouraging the use of stainless steel and corrosion-resistant bellows.
- + Technological Advancements:** Innovations in materials, corrosion resistance, and structural integrity are broadening end-use applications.
- + Regulatory Compliance:** Strict quality and safety regulations in sectors like pharmaceuticals and food & beverage necessitate the use of durable, compliant products.

Source: Report by Future Market Insights

Management Discussion and Analysis (contd.)

Global FIBC market

The global Flexible Intermediate Bulk Container (FIBC) market is on a growth path, reflecting the expanding needs of modern supply chains, industrialization, and the global shift toward cost-effective, sustainable bulk packaging solutions. As per an industry publication of 2025, the FIBC market is valued at approximately USD 7.4 billion and is projected to reach between USD 11.5 billion and USD 14.8 billion by 2035, with compound annual growth rates (CAGR) ranging from 4.5% to nearly 5.5% depending on the source and forecast horizon. This sustained expansion is underpinned by the increasing adoption of FIBCs across diverse industries – including agriculture, chemicals, food and beverage, pharmaceuticals, construction, and mining – each leveraging the unique benefits of these bulk containers for efficient, safe, and economical bulk material handling.

The agriculture sector leads FIBC adoption, accounting for over a quarter of total demand globally. FIBCs are indispensable for transporting grains, seeds, fertilizers, and other bulk agricultural commodities, offering flexibility, durability, and significant cost savings over traditional rigid packaging. The chemical industry follows closely, utilizing specialized FIBCs – such as anti-static and conductive bags – for the safe handling of hazardous and sensitive materials. The food and beverage sector, which also represents 20–25% of the market, increasingly relies on food-grade FIBCs that provide enhanced moisture resistance, UV protection, and tamper-evident storage to maintain product integrity during transport and storage.

In industries such as pharmaceuticals, stringent regulatory requirements have also spurred demand for high-quality, compliant FIBCs, particularly for the secure movement of active pharmaceutical ingredients and fine powders. Meanwhile, the construction and mining sectors benefit from FIBCs’ ability to handle heavy, granular, or powdered materials, further broadening the market’s industrial base.

Innovation is a defining feature of the FIBC market. ~40% of manufacturers now offer customized FIBCs with advanced features such as UV resistance, waterproofing, anti-static properties, and RFID tracking for supply chain transparency. The push for sustainability is accelerating, with a growing emphasis on biodegradable, recyclable, and reusable FIBC solutions. This is particularly pronounced in

Europe and North America, where environmental regulations and consumer preferences are driving the adoption of eco-friendly packaging materials. Major players are investing in next-generation FIBCs that combine strength, lightness, and recyclability, aligning with global sustainability goals and regulatory mandates.

Asia-Pacific dominates the global FIBC market, accounting for over 45% of production and consumption, propelled by rapid industrialization and export-oriented economies such as India and China. India, in particular, is forecasted to witness a higher growth, outpacing global averages due to its booming agriculture, manufacturing, and logistics sectors. China follows closely while North America and Europe remain significant markets, with the United States and Germany leading in adoption, especially for agricultural exports and chemical handling.

Looking ahead, the FIBC market is poised for continued growth, driven by the rise of e-commerce, international trade, and the need for efficient, secure, and scalable bulk packaging. The integration of smart technologies, such as RFID-enabled tracking and automation in manufacturing, will further enhance supply chain efficiency and transparency. As global trade intensifies and sustainability becomes a central concern, FIBCs are set to remain at the forefront of bulk packaging innovation, supporting industries worldwide in their quest for operational excellence and environmental responsibility.

In summary, the global FIBC market’s outlook is defined by strong demand across sectors, rapid technological advancements, and a clear pivot toward sustainable, high-performance packaging solutions. These trends ensure that FIBCs will continue to play a pivotal role in the evolving landscape of global logistics and industrial supply chains through the next decade and beyond.

Sources: Global Growth Insights, Imarc Group, Global Market Insights

Indian FIBC market

India is both a leading global supplier and a dynamic domestic consumer of Flexible Intermediate Bulk Container (FIBC) solutions. The Indian FIBC market is estimated to expand at a remarkable CAGR exceeding 12% through 2031, outpacing global averages and reflecting the country’s rapid industrialization, export momentum, and evolving regulatory landscape. This robust expansion is fueled by surging demand across key sectors – including agriculture,

chemicals, pharmaceuticals, food processing, and construction – where FIBCs are valued for their efficiency, cost-effectiveness, and adaptability in handling, storing, and transporting bulk goods.

The agriculture sector remains a primary driver of FIBC adoption in India, leveraging these containers for the bulk movement of grains, seeds, fertilizers, and other commodities. The Make-in-India initiative and government incentives have further catalyzed the establishment of manufacturing enterprises, boosting the need for reliable packaging and warehousing solutions. Food-grade FIBCs are gaining significant traction, now accounting for nearly 28% of India’s total FIBC production, as the food and beverage industry demands hygienic, tamper-evident, and moisture-resistant packaging for both domestic use and exports. Meanwhile, the chemical and pharmaceutical sectors are increasingly reliant on specialized FIBCs – such as those with anti-static properties and food-grade liners – to ensure the safe and compliant transport of hazardous and sensitive materials.

India’s export prowess is another defining feature of the market. India is a significant part of the global FIBC trade underscoring India’s status as a critical hub in the international supply chain. Liberal government policies, a favorable regulatory environment, and the proliferation of export-oriented manufacturing units have contributed to this leadership position. The ongoing expansion of e-commerce and global trade further amplifies demand for high-capacity FIBCs (above 750 kg), which offer stability, safety, and logistical advantages for large-scale shipments.

Indian FIBC manufacturers are at the forefront of innovation, investing in advanced material technologies, custom designs, and smart

packaging solutions. Companies are introducing features like baffle bags, food-grade liners, and RFID-enabled tracking to enhance product safety, traceability, and efficiency. Sustainability is increasingly central to the industry’s evolution, with a growing focus on recyclable and reusable polypropylene FIBCs, eco-friendly manufacturing practices, and compliance with global environmental standards. These initiatives are not only meeting regulatory and consumer expectations but also positioning Indian manufacturers as preferred partners for multinational clients seeking reliable and responsible packaging solutions.

Despite its impressive growth, the Indian FIBC market faces several challenges. Fluctuations in raw material prices – particularly polypropylene – can impact production costs and margins, as it has done in the recent years. Environmental concerns regarding the disposal and recycling of used FIBCs are prompting regulatory scrutiny and necessitating the development of robust waste management and circular economy solutions. Additionally, supply chain disruptions and international trade volatility can affect market stability, though the sector has demonstrated resilience, especially during periods of heightened demand from the healthcare and pharmaceutical industries.

Looking ahead, the Indian FIBC market is poised for sustained expansion, driven by industrial diversification, export growth, and the country’s increasing integration into global supply chains. The adoption of automation, smart packaging technologies, and sustainable practices will further enhance India’s competitiveness and capacity to meet evolving domestic and international requirements. As India continues to invest in manufacturing excellence and



Management Discussion and Analysis (contd.)



regulatory alignment, it is set to remain a pivotal force in the global FIBC landscape, supporting industries worldwide with innovative, efficient, and environmentally responsible bulk packaging solutions.

Source: 6Wresearch, Future Market Insights, IFBCA

Indian Startup Ecosystem

India’s tech startup landscape in 2024 stands at a critical inflection point, reflecting both the resilience and the evolving maturity of one of the world’s most dynamic innovation ecosystems. According to Nasscom-Zinnov, India has solidified its position as the world’s 3rd largest tech startup ecosystem, with more than 32,000 active tech startups. This remarkable scale-up, achieved in less than two decades, is the result of a confluence of factors: a supportive policy environment, a deepening digital infrastructure, a rapidly expanding talent pool, and the entrepreneurial zeal that characterizes the Indian business landscape.

Market Resilience Amid Funding Winter

The past two years have tested the ecosystem’s resilience. Global macroeconomic headwinds, including inflationary pressures, interest rate hikes, and geopolitical uncertainties, have led to a recalibration of venture funding worldwide. India was no exception, with total tech startup funding declining by 72% from its 2021 peak. However, this contraction has not dampened the

underlying momentum. Instead, it has ushered in a period of recalibration and sustainable growth. Over 85% of funded startups in 2023 secured seed or early-stage rounds, indicating continued investor confidence in the long-term prospects of Indian innovation. The number of unique investors also increased by 15% YOY, with a notable rise in participation from family offices, corporate venture arms, and international funds.

This funding winter has also lengthened the median time to raise subsequent rounds, compelling founders to focus on prudent capital deployment, operational efficiency, and a clear path to profitability. The ecosystem’s response has been marked by a strategic shift from “growth at all costs” to “sustainable scaling,” with a heightened emphasis on business fundamentals, unit economics, and cash flow management.

Sectoral Shifts: Deeptech, SaaS, and GenAI Surge

A defining trend in 2024 is the ecosystem’s pivot toward deep technology and enterprise-focused innovation. Deeptech startups now comprise 14% of all new additions, the highest share to date. This segment encompasses artificial intelligence, machine learning, cybersecurity, climate tech, and advanced engineering, with generative AI (GenAI) emerging as a breakout vertical. Indian founders launched over 70 new GenAI startups – a 2.3x increase YOY – signaling the country’s growing ambition to lead in next-generation technologies.

Enterprise tech and SaaS (Software-as-a-Service) continue to attract significant investment. Indian SaaS companies are increasingly global in their outlook, with 40% deriving revenue from international markets, particularly the US and Europe. This global integration is supported by a strong focus on product-led growth, customer-centricity, and the ability to scale rapidly across geographies.

The healthtech and fintech sectors also remain vibrant, leveraging India’s digital public infrastructure – such as UPI, Aadhaar, and ONDC – to deliver innovative solutions in payments, lending, insurance, and digital health. Fintech startups have driven financial inclusion to new heights, with digital transaction volumes and user adoption reaching record levels.

Geographic and Demographic Diversification

One of the most significant shifts in recent years is the geographic broadening of the startup ecosystem. While Bengaluru, Delhi-NCR, and Mumbai continue to dominate, tier-II and tier-III cities now contribute over 40% of new tech startups, up from 34% in 2020. Cities such as Jaipur, Indore, Kochi, and Bhubaneswar are emerging as innovation hubs, supported by improved digital infrastructure, state-level policy incentives, and the return of talent from metros during the pandemic. This democratization of entrepreneurship is enabling startups to address hyperlocal challenges, tap into new consumer segments, and drive inclusive economic growth.

Demographically, the ecosystem is becoming more inclusive. In 2023, 18% of tech startups had at least one woman founder, and women-led startups accounted for 15% of total funding. This progress, though incremental, reflects a growing recognition of the value of diversity in driving innovation and business outcomes. The report also highlights the rising participation of young entrepreneurs, with the median founder age dropping to 29, and a surge in student-led and campus-based startups.

Ecosystem Maturity: Profitability, Exits, and Global Expansion

India’s startup ecosystem is maturing rapidly. Over 60% of late-stage startups are now EBITDA positive or on track to profitability, a marked improvement from previous years. This shift is driven by a focus on sustainable growth, disciplined capital allocation, and the adoption of scalable business models. The ecosystem is also witnessing an uptick in exit activity, with both M&A and IPOs providing liquidity and recycling capital back into the system.

The IPO market, in particular, has emerged as a major catalyst. In recent years, several tech startups – including Mamaearth, Yatra, and ideaForge – successfully went public, raising significant capital and setting benchmarks for future listings. Global expansion is another hallmark of ecosystem maturity. Indian startups are increasingly building for the world, with cross-border business models, global partnerships, and international investor participation becoming the norm. The US, UK, Southeast Asia, and the Middle East are key markets for Indian SaaS, fintech, and healthtech companies, reflecting India’s growing stature as a global innovation hub.

Policy Support and Institutional Enablers

Government policy and institutional support have played a pivotal role in shaping the startup landscape. The Startup India initiative, launched in 2016, continues to provide regulatory easing, tax incentives, and access to funding for early-stage ventures. State governments are also stepping up, with over 30 states and union territories implementing dedicated startup policies, incubation programs, and funding schemes.

The ecosystem is further supported by a robust network of incubators, accelerators, co-working spaces, and industry associations. India now boasts more than 500 active incubators and accelerators, offering mentorship, seed funding, and market access to thousands of startups annually. Corporate innovation programs, university entrepreneurship cells, and public-private partnerships are amplifying the impact of these enablers, fostering a culture of collaboration and knowledge sharing.

Talent, Capability Building, and Digital Infrastructure

India’s vast and growing talent pool is a key competitive advantage. The country produces over 1.5 million engineering graduates annually, many of whom are gravitating toward startups for their career opportunities and impact potential. The rise of remote work and the gig economy has further expanded the talent base, enabling startups to access specialized skills and scale teams rapidly.

Capability building is a priority for founders and investors alike. The report notes a surge in upskilling initiatives, leadership development programs, and peer-to-peer learning platforms, aimed at equipping founders with the tools to navigate complex business environments. Digital infrastructure – spanning high-speed internet, cloud computing, and digital payment systems – continues to underpin the ecosystem’s growth, enabling startups to build, test, and scale products with unprecedented speed and efficiency.

Management Discussion and Analysis (contd.)

Innovation in Business Models and Customer Engagement

Indian startups are at the forefront of business model innovation. The rise of D2C (direct-to-consumer) brands, subscription-based services, and platform-based marketplaces is transforming traditional industries and creating new value propositions for consumers. Startups are leveraging data analytics, AI, and automation to personalize offerings, optimize customer journeys, and drive retention.

Customer engagement is evolving, with a focus on community building, influencer marketing, and experiential commerce. Startups are increasingly co-creating products with users, harnessing feedback loops, and leveraging social media to build brand loyalty. This customer-centric approach is enabling startups to differentiate in crowded markets and build sustainable competitive advantages.

Challenges and Risks

Despite its strengths, the Indian startup ecosystem faces several persistent challenges. Access to late-stage capital remains limited, with investors becoming more selective and valuation expectations moderating. Regulatory uncertainty – particularly around data privacy, taxation, and cross-border transactions – continues to be a concern for founders and investors. Talent retention is increasingly competitive, as global opportunities attract top engineers and product managers away from domestic startups.

Operational risks, such as supply chain disruptions, cyber threats, and compliance costs, are also on the rise. The report emphasizes the need for robust risk management frameworks, greater transparency, and enhanced governance standards to sustain investor confidence and ecosystem credibility.

Outlook: The Road Ahead

Looking forward, India could add 10,000–12,000 new tech startups by 2030, with the potential to create millions of jobs and contribute significantly to GDP growth. Key growth drivers will include continued innovation in AI, climate tech, and digital infrastructure; deeper integration with global value chains; and supportive policy interventions aimed at fostering entrepreneurship and investment.

The ecosystem's resilience, adaptability, and focus on sustainable growth position India to remain a global leader in technology-driven

entrepreneurship. As funding cycles become more measured, the emphasis on deeptech, enterprise solutions, and global expansion will define the next phase of growth. The continued democratization of entrepreneurship, rising diversity, and strengthening of institutional enablers will ensure that India's startup story remains one of inclusive, transformative, and enduring impact.

Source: NASSCOM-Zinnov

Air Compressor Servicing & After-Market Industry

The Indian air compressor servicing and after-market industry is a dynamic and rapidly evolving segment, closely linked with the nation's industrial growth, technological advancements, and increasing emphasis on energy efficiency. As India's economy expands, particularly in sectors like manufacturing, automotive, construction, oil and gas, pharmaceuticals, and food processing, the demand for air compressors – and by extension, their servicing and after-market support – will surge significantly.

The primary drivers fueling this growth include rapid industrialization, government initiatives such as "Make in India," and substantial investments in infrastructure and industries. Air compressors are essential in powering pneumatic tools,

automating manufacturing processes, and ensuring the efficient operation of various machinery across diverse industries. The market is characterized by a mix of organized and unorganized players, with few leading corporates in the organised players while the unorganized segment, primarily catering to small and medium enterprises with low-capacity reciprocating compressors, also plays a crucial role in meeting localized and cost-sensitive demands.

A notable trend in the industry is the increasing adoption of energy-efficient and oil-free compressors, driven by both regulatory pressures and the operational cost benefits they offer. Technological innovations such as variable speed drives (VSD), digital monitoring, and IoT-enabled maintenance solutions are becoming standard, enabling real-time performance tracking, predictive maintenance, and reduced downtime. These advancements have elevated the complexity of servicing, necessitating skilled technicians and specialized diagnostic tools.

The after-market segment – which includes maintenance, spare parts, repairs, and upgrades – has emerged as a highly lucrative and fast-growing component of the industry. For every unit of equipment sold, after-market sales can generate up to 1.2 times the revenue over the following decade, with gross margins on parts

and services being significantly higher than original equipment sales. As the installed base of compressors grows, particularly in industrial and infrastructure projects, the certainty and scale of recurring revenue from after-market services increase correspondingly, underscoring its strategic importance.

Despite robust growth prospects, the industry faces challenges such as a technology gap in advanced compressor types, dependence on imports for certain high-capacity or oil-free models, and the need for upskilling the workforce to handle sophisticated equipment. However, these challenges also present opportunities for domestic players to invest in research and development, indigenize advanced technologies, and expand their after-market service networks.

In summary, the Indian air compressor servicing and after-market industry is poised for sustained expansion, buoyed by industrial diversification, technological progress, and a growing emphasis on operational efficiency and sustainability. The sector's future will be shaped by its ability to innovate, deliver reliable after-market support, and adapt to the evolving needs of a rapidly industrializing nation.

Sources: Imarc Group, 6Wresearch, Markets and Markets



Management Discussion and Analysis (contd.)

Company Overview

Aeroflex Enterprises Limited is a diversified conglomerate with interests spanning multiple sectors and business domains, including:

- + Knowledge-Based Engineering & Advanced Manufacturing
- + Tech-Enabled Utility & Industrial Services
- + Financial Services
- + International Trade & Strategic Partnerships
- + Strategic Investments & M&A
- + Startup Investments & Innovation Initiatives

The Company operates various businesses through a network of subsidiaries and step-down subsidiaries, curating a broad portfolio that balances established, cash-generating businesses with strategic investments in high-growth startups and venture capital funds. Over nearly four decades, Aeroflex Group has evolved into a dynamic incubator, embracing new opportunities while maintaining a strong foundation in its core businesses.

AEL is publicly listed on both BSE (since 1985) and NSE (since 2022), earning a reputation for trust, transparency, ethical practices, and a consistent focus on stakeholder value creation. Its business model integrates traditional manufacturing – such as stainless-steel flow solutions, flexible packaging, tech-enabled last-mile utility & industrial services – with forward-looking investments in disruptive startups across sectors like fintech, engineering, SaaS, healthcare, and spacetechn.

The Company maintains a global footprint, with offices in the USA, UK, Belgium, Portugal & UAE and sales touchpoints in over 100 countries. This international presence enables Aeroflex Group to serve markets across the Middle East, Europe, Asia, Africa, and the Americas, promoting innovative, efficient, and sustainable solutions worldwide.

Recent milestones include its NSE listing in November 2022, the public listing of its subsidiary Aeroflex Neu Limited (formerly Sah Polymers Limited) (innovative packaging solutions) in January 2023, and another subsidiary Aeroflex Industries Limited (flexible flow solutions) in August 2023. In July 2024, Aeroflex Group expanded further by acquiring M.R. Organisation Limited, a provider of tech-enabled last-mile utility & industrial services.

In alignment with the Make in India initiative, Aeroflex Group actively invests in businesses that support India's growth and innovation agenda. By collaborating with ambitious entrepreneurs and nurturing their ventures, the Company plays a significant role in advancing India's business ecosystem and fostering innovation.

FY25 Performance Discussion

Financial Performance

In FY25, the Company continued its growth trajectory with a 15.56% year-on-year increase in Revenue from Operations, reaching ₹578.54 Crores, up from ₹500.62 Crores in FY24. EBITDA for the year stood at ₹129.95 Crores, reflecting a decline from ₹350.73 Crores in the previous year. It is important to note that FY24's EBITDA was higher on account of the Other Income from the IPO proceeds of Aeroflex Industries Limited. Excluding this one-time Other Income, the Company's Operational EBITDA demonstrated a robust growth of 37%, increasing from ₹94.71 Crores in FY24 to ₹129.95 Crores in FY25. Profit After Tax for the year stood at ₹80.73 Crores, reflecting the Company's consistent focus on strengthening core operations and enhancing long-term value creation.

Financial Ratios

Particulars	Formula used	Ratio	Ratio	Explanation for any change in ratio by more than 25% as compared to previous year
		As at March 31, 2025	As at March 31, 2024	
Current Ratio	Current Assets/ Current Liabilities	168.65	7.24	Reduction in short term borrowings so there is an increase in the current ratio.
Debt Equity Ratio	Total Debt/ Shareholder's Equity	0.0002	0.08	Reduction in short term borrowings and improved shareholder's equity.
Debt Service Coverage Ratio	Earnings available for Debt Service (before Taxes)/Debt Service	0.47	2.40	Due to an increase in repayment portion of borrowings during the year.
Return on Equity Ratio	Net profit after Taxes/ Average Shareholder's Equity	2.92%	98.37%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
Inventory Turnover Ratio	COGS/Average Inventory	-	29.51	Slowed business of manufacturing of SS billets led to decrease in the ratio.The Company is evaluating new business avenues.
Trade Receivables Turnover Ratio	Net Credit Sales/ Average Accounts Receivable	0.38	6.54	Slowed business of manufacturing of SS billets led to decrease in the ratio.The Company is evaluating new business avenues.
Trade Payables Turnover Ratio	Net Credit Purchase/ Average Trade Payables	-	11.34	Slowed business of manufacturing of SS billets led to decrease in the ratio.The Company is evaluating new business avenues.
Net Capital Turnover Ratio	Net Sales/Average Working Capital	15.25%	303.57%	Reduction in short term borrowings and slowed business of manufacturing of SS billets led to decrease in the ratio.
Net Profit Ratio	Net Profit/Total Income	46.82%	68.28%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
Return on Capital Employed	Operating Earnings before Interest and Taxes/Average Capital Employed	2.01%	167.79%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
Return on Investment	Income Generated from Investment/Time Weighted Average Investment	-	-	Not calculated as investment in startup are made with a long term view which do not give return immediately. The same is also with investments in subsidiary companies which are made with the purpose of acquisition of business and long term wealth creation strategy.



Outlook

For the upcoming financial year, Aeroflex Enterprises remains steadfast in its commitment to driving growth and innovation across its diverse business portfolio, encompassing both established subsidiaries and high-growth, disruptive startup investments. The strategic acquisition of M.R. Organisation represents a significant milestone, marking Aeroflex's entry into engineering services and unlocking new avenues for expansion.

Major capacity enhancements at one of our flagship subsidiaries, Aeroflex Industries, in stainless steel flexible hoses – as well as in new categories such as metal bellows, composite hoses, and assemblies & fittings – demonstrate our strong execution of growth strategies for the years ahead.

Aeroflex Neu, currently undergoing a period of transition and consolidation, is sharpening its focus on new product and application categories and optimizing operations to position itself for future growth. The Company has also received the BRC certification, enabling it to enter the food and pharma grade bulk packaging market.

The Fintech & Lending vertical through Aeroflex Finance continues to build momentum and remains a strategic priority going forward.

Internal Control and Adequacy

The Company places a strong emphasis on maintaining a comprehensive internal control system to safeguard its valuable assets against unauthorized use or disposal. All transactions are carefully authorized, accurately recorded, and properly reported, ensuring a high level of transparency and accountability throughout the organization. By implementing a robust control framework, the Company ensures optimal resource utilization, smooth operational

processes, continuous monitoring, and strict compliance with applicable laws and regulations.

The auditors have confirmed their complete satisfaction with the adequacy and effectiveness of the Company's internal controls. This unwavering commitment to rigorous financial and operational standards highlights the Company's dedication to maintaining its reputation as a responsible and trustworthy market leader.

Human resources development and industrial relations

At Aeroflex Group, management places strong emphasis on the pivotal role of human resources in driving the Company's achievements. Considerable focus is given to employee engagement, with ongoing initiatives to enhance skills and broaden knowledge across the workforce.

To sustain growth and reinforce its market standing, Aeroflex Group has invested significantly in building its employer brand, aiming to both attract and retain top industry talent. The Company values a harmonious and productive relationship with its employees, maintaining cordial and collaborative relations at every level.

As the business continues to evolve, Aeroflex Group remains committed to fostering a workplace environment that encourages creativity, productivity, and ongoing development. As of March 31, 2025, the Group's workforce totals 1,700+ individuals, including permanent and contractual employees, spread across its diverse businesses. Aeroflex Group recognizes its human capital as a key driver of sustained success and is dedicated to nurturing and developing its people as part of its long-term strategy.

Risk & Risk Mitigation

The Company's risk management policy is comprehensive, focusing on the identification and assessment of risks across all operational areas while ensuring alignment with organizational objectives. This approach includes ongoing monitoring of risk response effectiveness in addressing strategic, operational, financial, and compliance-related risks.

Recognizing the existence of significant uncertainties– such as geopolitical tensions, trade disputes, tariff concerns, inflationary pressures, energy market volatility, commodity price fluctuations, and unstable foreign exchange rates – the Company remains alert and responsive. Management adopts a proactive approach by closely tracking both domestic and international markets relevant to its products and raw materials. They also monitor global socio-economic trends and currency movements to manage risks effectively.

While the Board is confident that no risks threaten the Company's continued existence, it remains vigilant in identifying and mitigating typical business risks, including economic and technological risks, foreign exchange fluctuations, and changes in raw material prices.



Management Discussion and Analysis (contd.)



Safety Risk

Our manufacturing operations are subject to stringent safety regulations to ensure business continuity and protect our reputation. Non-compliance with these standards, particularly those concerning process and workforce safety, can have serious repercussions.

At Aeroflex Group, we have established a strong governance framework for safety, health, environment, and sustainability, featuring regular multi-level reviews. To cultivate a culture of safety excellence, we have introduced several initiatives aimed at identifying and mitigating hazards. These include comprehensive safety protocols for machinery operation, regular inspections to ensure proper installation and use of tools and equipment, and ongoing training and awareness programs. We also conduct routine medical check-ups to prioritize the health and safety of our employees.



Regulatory Risk

Our operations are governed by a wide range of regulations, including those related to the environment, climate change, trade, competition, taxation, and mining. Non-compliance can adversely impact operational performance and damage our reputation. The ever-evolving nature of regulatory frameworks, with frequent updates and new requirements, adds to the complexity of compliance.

At AEL, we are committed to full compliance with all relevant laws and regulations. We ensure our teams are well-informed about regulatory changes and take proactive steps to prevent non-compliance.



Commodity Fluctuation Risk

The Company's performance is closely linked to various industries, making it susceptible to shifts in global and domestic demand-supply dynamics. Significant changes in these areas can directly impact our results.

To address the risk of commodity price inflation and enhance profitability, we have implemented structured cost-reduction initiatives over recent years. However, we remain committed to maintaining production stability and do not compromise operational continuity in pursuit of lower input costs.



Supply Chain Risk

Our supply chain is exposed to risks such as physical and environmental damage, trade restrictions due to geopolitical tensions, and supply disruptions. Infrastructure challenges—relating to rail, road, and port facilities—as well as dependence on external partners, can also disrupt operations.

To counter these risks, we focus on strengthening supply chain resilience and ensuring efficient market delivery. We work closely with suppliers to set inventory standards, maintain safety stocks, and explore localization and alternative sourcing options. We also reinforce partnerships with key suppliers, seek substitutes, employ hedging strategies to manage volatility, and implement measured price adjustments to offset cost increases.



Credit Risk

Volatility in financial markets and interest rate changes can affect the Company's ability to service its debt. Moreover, the Company faces currency risks due to substantial import and export activities.

To manage these risks, the Company adopts a comprehensive market analysis approach, addressing foreign exchange, interest rate, and credit risks. Our management aims to:

- + Create a stable business planning environment by minimizing the impact of currency and interest rate fluctuations,
- + Improve earnings predictability through proactive financial assessment,
- + Mitigate foreign exchange risks via natural hedging, leveraging the Company's balanced foreign currency inflows and outflows from import and export operations.



Investment Risk

Investing in startups within disruptive sectors carries the risk of capital loss, which can significantly affect profitability.

To address this, the Company has established clear investment objectives and maintains a diversified portfolio, particularly within the startup ecosystem, to spread risk. Supported by an experienced internal team, the Company leverages its expertise to make informed investment decisions and effectively navigate market dynamics.

Cautionary Statement

This document contains forward-looking statements regarding anticipated future events, financial outcomes, and operational performance of Aeroflex Enterprises Limited. Such statements inherently involve assumptions and are susceptible to inherent risks and uncertainties. There exists a significant risk that these assumptions, predictions, and other forward-looking statements may not materialise as expected.

Readers are advised to exercise caution and refrain from placing undue reliance on forward-looking statements, as various factors could lead to differences between assumptions and actual future results and events. Consequently, this document is accompanied by a disclaimer and is fully qualified by the assumptions, qualifications, and risk factors outlined in the Management Discussion and Analysis of Aeroflex Enterprises Limited's Annual Report for FY25.

Director's Report

Report of the Board of Directors of **Aeroflex Enterprises Limited** for the financial year ended 31st March, 2025

To,
The Members,
Aeroflex Enterprises Limited
(Formerly known as SAT Industries Limited)

Your directors have pleasure in presenting their Fortieth (40th) Annual Report on the business and operations of Aeroflex Enterprises Limited ("the Company" or "AEL") together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

The financial highlights for the financial year under review compared to the previous financial year are given herein below:

Standalone

(₹ in Lakhs)		
Particulars	For F.Y 2024-2025	For F.Y 2023-2024
Total Revenue	2,192.43	33,692.72
Profit before Tax, Interest, Depreciation and Exceptional Items	1658.95	27,405.99
Less: Interest	71.79	220.59
Less: Depreciation and amortization expenses	41.67	50.97
Profit before Tax and exceptional Items	1,545.49	27,134.43
Less: Exceptional Items	Nil	Nil
Less: Tax Expense	518.92	4,127.46
Profit after Tax	1026.57	23,006.97
Net Profit/(Loss) for the year	1026.57	23,006.97

Consolidated

(₹ in Lakhs)		
Particulars	For F.Y 2024-2025	For F.Y 2023-2024
Total Revenue	60,608.75	77,842.16
Profit before Tax and after exceptional items	10,909.72	33,175.17
Less: Exceptional Items	(12.81)	Nil
Less: Tax Expense	2,823.72	5,752.71
Profit after Tax	8,073.19	27,422.46
Net Profit for the year after Shares of Profit/(Loss) of Associates and Minority Interest	5,312.00	25,791.61

The Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 have been prepared in accordance with the Indian Accounting Standard (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

2. STATE OF COMPANY'S AFFAIRS:

The Company is engaged in the business of general trading of merchandise, manufacturing of goods, leasing of assets, investment and financing.

There was no change in the nature of the business of the Company during the year under review.

The total Consolidated revenue from operations of the Company for the financial year ended 31st March, 2025 is **57,853.77 Lakhs** as against **50,062.28 Lakhs** in the previous year. Consolidated net profit after tax during the year under review is **8,073.19 Lakhs** as compared to **27,422.46 Lakhs** in the previous year.

Consolidated Financial statements for the financial year ended 31st March, 2025 have been prepared in accordance with Section 133 of the Companies Act, 2013 (the “Act”) read with rules made thereunder and Indian Accounting Standards (the “Ind AS”) 110. The Consolidated Financials reflect the cumulative performance of the Company together with its subsidiaries.

The total Standalone revenue from operations of the Company for the financial year ended 31st March, 2025 is **428.36 Lakhs** as against **6,656.06 Lakhs** in the previous year. The Company reported a net profit of **1,026.57 Lakhs** for the year ended 31st March, 2025 as compared to the Net Profit of **23,006.97 Lakhs** in the previous year. The Company and its subsidiaries together form a diversified business group, with substantial operations undertaken both directly by the Company and through its subsidiaries.

Pursuant to the provisions of Section 136 of the Act, the Annual Report of the Company, containing, inter alia, it's Standalone and the consolidated financial statements, along with the relevant documents and separate audited financial statements for each of the subsidiaries are available on the Website of the Company <https://satgroup.in/> under the “Investor's Relation” section.

3. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY:

Material changes During the year under review

a. Acquisition of M.R. Organisation Limited

Your Company has acquired 23,25,375 equity shares amounting to ₹ 115.47 crores i.e., 90% of the issued and paid-up share capital of M. R. Organisation Limited based out of Ahmedabad (“Investee Company”) from the existing Shareholders of the Investee Company into four tranches out of which the Company has successfully completed the acquisition of first tranche i.e., 13,17,720 (Thirteen Lakhs Seventeen Thousand Seven Hundred And Twenty) equity shares equivalent to 51 % of the issued and paid-up share capital of M. R. Organisation Limited.

b. Further Investment in Aeroflex Finance Private Limited, Wholly Owned Subsidiary:

Your Company has made further Investment of ₹ 3 Crores (Rupees Three Crores only) in Aeroflex Finance Private Limited, Wholly Owned Subsidiary Company through acquisition of 30,00,000 equity shares at face value of ₹ 10/- each, for its business expansion.

c. Change in the Registered Office of the Company within the local limits of the same city:

Your Company has changed its registered office address from 121, B-Wing, Mittal Tower, Nariman Point, Mumbai, Maharashtra, India, 400021 to 53, C-Wing,

Mittal Tower, Nariman Point, Mumbai, Maharashtra, India, 400021 w.e.f. December 12, 2024.

Material changes post the closure of the year under review

a. Change in name of the Company from SAT Industries Limited to Aeroflex Enterprises Limited.

Your Company has changed its name from SAT Industries Limited to Aeroflex Enterprises Limited pursuant to the approval received by Registrar of Companies, Ministry of Corporate Affairs (“MCA”) dated May 13, 2025

b. Change in Trading Name and Trading Symbol of the Company

Your Company, pursuant to the name change, has changed its Trading Name from SAT Industries Limited to Aeroflex Enterprises Limited and Trading Symbol from SATINDTLD to AEROENTER on BSE Limited and National Stock Exchange of India Limited w.e.f. June 25, 2025.

4. TRANSFER TO RESERVES:

During the year under review, no amount was transferred to any reserves.

5. DIVIDEND:

Your Board is pleased to recommend final dividend ₹ 0.30/- (thirty paise Only) being 15 % per share on Equity Share of ₹ 2/- for the financial year 2024-25, subject to approval by the members of the Company at the ensuing Annual General Meeting.

6. CHANGE IN NATURE OF BUSINESS:

During the year under review there has been no change in the business of the Company.

7. LISTING ON STOCK EXCHANGES:

As on 31st March, 2025, the Company's Equity Shares are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400051.

8. SHARE CAPITAL:

a. Authorised Capital

As on 31st March, 2025, the Authorised Capital of the Company stands at ₹ 29,00,00,000/- (Twenty-Nine Crores Only) divided into 14,50,00,000 equity shares of ₹ 2/- each.

b. Paid-up Capital

During the year under review, there was no change in the Issued, Subscribed and Paid-up capital of the Company.

As on 31st March, 2025, the total Issued, Subscribed and Paid-up capital of the Company stands at ₹ 22,61,70,000/- (Twenty-Two Crores Sixty-One Lakh

Seventy Thousand Only) divided into 11,30,85,000 equity shares of ₹ 2/- each.

The above shares are listed on BSE Limited and National Stock Exchange of India Limited.

9. SUBSIDIARY COMPANIES:

Pursuant to Section 129 (3) of the Companies Act, 2013 the Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with the relevant Accounting Standard specified under Section 133 of the Act, read with

Rule 7 of the Companies (Accounts) Rules, 2014, forms a part of the Annual Report.

In accordance with Section 136 of the Companies Act, 2013 the Financial Statements of the Subsidiary Companies are available for inspection by the Members at the Registered Office of the Company during Business Hours on all days except Saturdays, Sundays and Public Holidays up to the date of the Annual General Meeting "AGM". Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Registered Office of the Company.

The Company has Five subsidiaries (Four Indian and one foreign subsidiary) as on 31st March, 2025 as mentioned below:

Sr. No.	Name of the Subsidiary	Status	Business
1	Aeroflex Neu Limited (Formerly known as Sah Polymers Limited)	Subsidiary	Aeroflex Neu Limited is a leading PP Woven Bags Manufacturer in India (Udaipur, Rajasthan). It manufactures and exports PP Woven Bags and HDPE Box Bags, Flexible Intermediate Bulk Containers (FIBCs), and BOPP Bags. It is known as the top exporters of PP woven bags, fabric and box bags.
2	Aeroflex Industries Limited	Subsidiary	Aeroflex Industries Limited is primarily engaged in the manufacturing of Metallic Flexible Flow Solutions, which are widely used across diverse industries including oil and gas, aerospace, petrochemicals, renewable energy, electric mobility and other critical engineering sectors. The Company continues to maintain its position as a leading player in the flexible flow solutions segment, known for its quality, reliability, and customer-centric innovation.
3	Aeroflex Finance Private Limited	Wholly Owned Subsidiary	Aeroflex Finance Private Limited is a Non-Banking Financial Company (NBFC). The Company is committed to offering a wide range of services to individuals, businesses, and institutions, bridging the gap between traditional banking and specialized financial needs. As a vital subsidiary of the Company, our NBFC arm focuses on financial solutions that meet the unique needs of small businesses, entrepreneurs, and individuals. It also provides consumer loans, loans for education (primary, secondary and higher education and skill development), and loans to corporations & firms.
4	Italica Global FZC, UAE	Wholly Owned Subsidiary	Italica Global FZC is based in UAE. It is engaged in the business of General Trading Import & Export.
5	M.R. Organisation Limited	Subsidiary	MRO is India's largest Independent aftermarket, replacement, equivalent Compressor spare parts and Service Company. An ISO certified Export house, It has headquarters, manufacturing unit & air-end rebuilding workshop located at Ahmedabad, Gujarat, India. MRO's office cum warehouse with fast moving kits are located at USA, Belgium and UK.

A Statement containing the salient features of the financial performance of the subsidiaries companies pursuant to Section 129 of the Companies Act, 2013 read with the Rule 5 of the Companies (Accounts) Rules, 2014, are given in **Annexure – “A”** in Form No. AOC-1 and the same forms part of this Annual Report.

10. REMUNERATION OF DIRECTORS, KMP AND SENIOR MANAGEMENT:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report vide **Annexure – “B”** and forms an integral part of this Annual Report.

11. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made there under, nor there are any outstanding public deposits or interest during the year ended 31st March, 2025.

12. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(a) Retirement by rotation & subsequent re-appointment:

In accordance with the provisions of Section 152 & other Applicable provisions if any of the Companies

Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Asad Daud (DIN: 02491539), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

The Board recommends his re – appointment for consideration of Members at the forthcoming Annual General Meeting of the Company. Appropriate resolutions for his re – appointment is being placed for the approval of the Members along with his Brief Resume and other related information has been placed in the Notice convening the 40th Annual General Meeting of the Company.

(b) Change in directorship during the year:

During the year under review Mrs. Uma Mandavgane (DIN: 03156224) has been appointed as Additional Non-Executive – Independent Women Director of the Company with effect from May 31, 2024, her appointment as Independent Women Director has been approved by the Shareholder's in the 39th Annual General meeting i.e. on July 19, 2024, for the term of 3 years from May 31, 2024 to May 30, 2027.

(c) Completion of tenure of Mr. Ramesh Chandra Soni, Independent Director of the Company:

During the year, Mr. Ramesh Chandra Soni (DIN: 00049497) completed their second consecutive term as Independent Director of the Company and consequently ceased to be Director of the Company effective from the close of business hours on 30th September, 2024.

(d) Key Managerial Personnel (KMP):

The following personnel are the KMP's of the Company as on 31st March, 2025 as per Section 203 of the Companies Act, 2013.

Sr. No	Name of the KMP	Designation
1.	Mr. Harikant Turgalia	CFO & Whole-time Director
2.	Mrs. Shehnaz D. Ali	Whole-time Director
3.	Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer

Further during the year under review there has not been any changes took place in the Key Managerial Personnel of the Company.

None of the Directors and Key Managerial Personnel is in any way related to each other, except Mrs. Shehnaz D. Ali and Mr. Asad Daud who are related to each other by way of mother-son relationship.

The Company has taken a certificate from the M/s. G H V & Co, Secretarial Auditor of the Company confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed and/or continuing as Directors by the SEBI/MCA or any other such statutory authority.

13. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTOR U/S 149(6) OF THE COMPANIES ACT, 2013:

In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors have confirmed that they are not aware of any circumstances situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Independent Directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under Section 149(6) of the Act & regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, There has been no change in the circumstances affecting their status as an independent Director.

Further, in the opinion of the Board of Directors there has not been any change in the circumstances which may affect their status as Independent Directors of the Company and to the satisfaction of the Board their candidature holds highest standards of integrity and possess requisite expertise & experience enabling them to fulfil their duties as Independent Directors.

In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning, which are detailed in the Corporate Governance Report.

In terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 as amended, the Independent Director of the Company have included their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

- a) Though the operations of your Company are not energy intensive, the Company promotes green energy and energy saving initiatives.
- b) The Company continues to adopt and use the latest technologies to improve the quality of its Services.
- c) Earning and outgo in foreign exchange- There has been no earning and outgo in foreign exchange.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re- enactment(s) thereof for time being in force), the Directors of the Company State that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable Indian accounting standards have been followed along with proper explanation relating to material departures if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2025 and of the profit and loss of the Company for the financial year ended 31st March, 2025;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts/financial statements on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. AUDITORS:

a) Statutory Auditor's

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. Ajay Paliwal & Co., Chartered Accountants (ICAI FRN: 012345C), Statutory Auditors of the Company, in their report on the Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2025. The Notes on financial statements referred to in the Auditors' Report are self-explanatory.

Pursuant to the provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

b. Secretarial Auditor/ Audit:

In terms of the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board appointed M/s. G H V & Co, Practicing Company Secretaries (CP No. 11663) and Peer Review No. 2495/2022, as Secretarial Auditors of the Company for the Financial Year 2024-25. The Secretarial Audit Report for the Financial Year ended 31st March, 2025 is enclosed as **Annexure-“C”** to this Annual Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Secretarial Auditors have not reported any incident of fraud for the year under review.

In compliance with Regulation 24A of the SEBI Listing Regulations, the Annual Secretarial Compliance Report issued by the Secretarial Auditor was submitted to the Stock Exchanges within the statutory timelines.

Further, pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 24, 2025, approved and recommended the appointment of M/s. G H V & Co, Practicing Company Secretaries (CP No. 11663) and Peer Review No. 2495/2022 as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from FY 2025-26 till FY 2029-30, subject to approval of the Members at this 40th AGM of the Company.

Accordingly, an Ordinary Resolution, proposing appointment of M/s. G H V & Co, Practicing Company Secretaries (CP No. 11663) and Peer Review No. 2495/2022, as the Secretarial Auditors of the Company for a term of five consecutive years, forms part of the Notice of the 40th AGM of the Company. G H V & Co have given their written consent and confirmed their eligibility and qualification required under the Companies Act, 2013 and the SEBI Listing Regulations, 2015 for holding the office as Secretarial Auditors of the Company.

c. Secretarial Audit for Material Subsidiaries:

As per regulation 24 (1) of SEBI Listing Regulation, the Company is required to annex the Secretarial Audit Report of its unlisted material subsidiary to its Annual Report. The Secretarial Audit report of the material unlisted subsidiary i.e., M.R. Organisation Limited is annexed as **Annexure – “D”** part of the Board Report. The Secretarial Audit Report of

such subsidiary confirm that they have complied with provisions of the Acts, Rules, Regulations and Guidelines and there are no deviations or non – compliances for the Financial Year 2024-2025.

d. Internal Auditor and Internal Audit:

The Board of Directors of the Company has appointed M/s. S S N & Co. Chartered Accountants (FRN: 024352N) as the Internal Auditor of the Company for the Year 2024-2025. Based on the reports of internal audit, the Company undertake corrective action in the respective areas. Significant audit observations if any and corrective actions are periodically presented to the Audit Committee of the Board.

17. CORPORATE GOVERNANCE:

The report on Corporate Governance along with certificate from a Practicing Company Secretary certifying compliance with conditions on Corporate Governance as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations is presented in separate section forming part of this Annual Report as Corporate Governance Report.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The matters pertaining to industry structure and developments, opportunities and threats, segment-wise/team-wise performance, outlook, risks and concerns, internal control systems and adequacy, discussion on financial and operational performance are detailed in the Report. The Management Discussion and Analysis report for the year under review and as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section, forming part of this Annual Report.

19. CEO/CFO CERTIFICATE:

The Certifications required as stipulated under Regulation 17(8) and in terms of Part B, Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, from Mrs. Shehnaz D. Ali, Whole-time Director and Mr. Harikant Turgalia, Whole-time Director & Chief Financial Officer of the Company for the Financial Year 2024-2025 is annexed as **Annexure – “E”**.

20. WEB-LINK OF ANNUAL RETURN:

In accordance with the requirements under Section 92(3) and Section 134(3)(9) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2025 in Form MGT-7 is available on the website of the Company at: <https://satgroup.in/investor-relations/>

21. NUMBER OF MEETINGS OF THE BOARD:

During the year under review, Seven (7) meetings of the Board of Directors were held during the Financial Year 2024-25. The details of the meetings of the Board of Directors of the Company during the Financial Year 2024-25 are given in the Corporate Governance Report which forms part of this Annual Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

22. COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees as on 31st March, 2025:

- I. Audit Committee
- II. Nomination, Remuneration & Compensation Committee
- III. Stakeholder Grievance Committee
- IV. Corporate Social Responsibility Committee

The details of the above-mentioned committee along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

The meetings of the above-mentioned Committees are held at regular intervals and decisions undertaken are the set of collective people on the consent of the majority of the members of the Committee. For fair & independent judgements, the committee constitutes an optimum combination of Directors & Independent Directors. The resolutions undertaken by the Committees are verified by the Board in their subsequent Meetings.

23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE AND GUARANTEES GIVEN AND SECURITIES PROVIDED COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013:

Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided forming part of this Annual Report.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Your Company has consistently adopted the practice of undertaking related party transactions in the ordinary and normal course of business & at arm's length basis, as part of practice of observing to highest standard of ethical, transparent, and accountable business.

In line with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015, the Board has approved a policy on related party transactions. The policy on related party transactions has

been placed on the Company's website at <https://satgroup.in/wp-content/uploads/2023/03/Policy-on-materiality-of-and-dealing-with-Related-Party-Transactions.pdf>. All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. All the transactions with the related parties were reviewed and approved by the Audit Committee and are in accordance with the policy on dealing structure of Related Party Framework adopted by the Company.

All related party transactions that were entered during the financial year 2024-25, were on arm's length basis and in ordinary course of business. As per SEBI (LODR) Regulations, 2015 for the Half Year ended September 30, 2024 and 31st March, 2025 the Company has disclosed the Related Party Transaction along with the Financial Results of the Company.

The details of the transactions with related parties during FY 2024-25 are provided in the accompanying financial statements. The details of Related Party transactions are set out in notes to the Financial Statements forming part of this Annual Report.

Form AOC -2 pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rules is attached as **Annexure - "F"** to this report.

During the year under review there are no material-related party transactions with the Directors, Promoters & Key Managerial Persons of the Company.

25. NOMINATION & REMUNERATION POLICY & COMMITTEE:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis of payment of remuneration.

The policy also provides the criteria for determining Qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel, Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company has a Nomination and Remuneration Committee (NRC), which is responsible for formulating the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company including their remuneration and other matters as provided under Section 178 of the Companies Act, 2013 and the SEBI (LODR)

Regulations, 2015. The role of the NRC Committee encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Directors appointment or re- appointment is required. The NRC Committee is also responsible for reviewing the Profiles of Potential candidates, the required competencies and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board.

Further the policy has been placed on the Company's website, <https://satgroup.in/wp-content/uploads/2022/04/nomination-remuneration-policy.pdf> and is attached as **Annexure – "G"**

26. INDEPENDENT DIRECTORS TRAINING/ MEETING:

Your Company organized the familiarization program for all independent directors of the Company on Tuesday, March 04, 2025 which was conducted by Dr. S.K Jain, Practicing Company Secretary, Mumbai on the following topics:

1. Appointment Procedure and Roles & Responsibilities of Independent Directors under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
2. Key amendments under SEBI (LODR) Regulations, 2015 relating to Independent Directors and Audit Committee.
3. Role and responsibilities of Nomination and Remuneration Committee.
4. Parameters for Evaluating Individual Directors, Board as whole, Managing Director, Independent Director and Committees.

The details of familiarization program has been uploaded on the website of the Company at <https://satgroup.in/investor-relations/>

During the year under review a separate meeting of the Independent Directors of the Company was held on March 13, 2025, without the presence of other Directors and members of Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

27. EVALUATION OF THE PERFORMANCE OF THE BOARD MEMBERS:

The Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria

for performance evaluation. Pursuant to the provisions of the Act and Regulation 17(10) of SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the individual directors as well as the evaluation of working of the Committees of the Board. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of processes and information provided to the Board etc. A separate meeting of the Independent Directors was also held during the year for evaluation of the performance of non-independent Directors and performance of the Board as a whole. The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in Meetings, and understanding of their roles as directors etc.

28. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR:

During the year under review, M/s. M.R. Organisation Limited has become the subsidiary Company of your Company w.e.f. July 30, 2024. Further no other Company has become or ceased to be its subsidiary, joint venture or associate Company.

The Company does not have any Joint Venture(s) or Associate Company.

29. COST AUDITORS:

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, appointment of cost auditor is not applicable to the Company.

30. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework helps in identifying risks, trend, exposure and potential impact analysis on a Company's business.

31. INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:

The Company has an adequate system of Internal Financial Control commensurate with the size, scale and complexity of its operations, procedures and policies, ensuring efficient and orderly conduct of its business, including adherence to the Company's policy, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has adequate Financial Control System that is operating effectively during the year under review.

There is no instance of fraud which necessitates reporting of material mis-statement to the Company's Operations.

32. REPORTING OF FRAUDS:

Pursuant to provisions of Section 143 (12) of the Act, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the year under review.

33. CORPORATE SOCIAL RESPONSIBILITY:

The Company discharges its Corporate Social Responsibility obligations through publicly registered implementing agencies towards supporting projects as prescribed under Schedule VII of the Companies Act, 2013, in line with the Corporate Social Responsibility Policy of the Company.

The Board of Directors has approved the CSR Policy of the Company as formulated and recommended by CSR Committee, which policy is available on the website of the Company, <https://satgroup.in/wp-content/uploads/2023/05/CSR-Policy.pdf>

The brief outline of the Corporate Social Responsibility (CSR) Policy of your Company along with the initiative taken by it are set out in **Annexure - "H"** of this report in the format prescribed under Section 134 and 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and Rule 9 of the Companies (Accounts) Rules, 2014.

34. VIGIL MECHANISIM/WHISTLE BLOWER:

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 has established a robust Vigil Mechanism Policy for Directors and employees to report genuine concerns to the management viz, instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and assist the Audit Committee. The Directors and employees are encouraged to come forward and express his/her concerns without fear of punishment or unfair treatment.

The details of the Whistle Blower Policy have been posted on the website of the Company at <https://satgroup.in/wp-content/uploads/2023/03/WHISTLE-BLOWER-AND-VIGIL-MECHANISM-POLICY.pdf>

During the year under review there are no complaints/reporting's received by the Company in the said mechanism for the Company and for its subsidiaries.

35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The Company has created a framework for individuals to seek recourse and redressal to instances of sexual harassment. The Company has in place a Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH, 2013). The policy formulated by the Company for prevention of sexual harassment is available on the website of the Company at <https://satgroup.in/wp-content/uploads/2025/02/POSH-Policy.pdf>

The Company has complied with the provision relating to the constitution Internal Complaints Committee under POSH, 2013. In the Board Meeting held on January 31, 2025, the Company had reconstituted the Internal Complaints Committee.

All employees (Permanent, contractual, temporary, trainees) are covered under this policy. During the Financial Year 2024-25, no complaint pertaining to Sexual harassment at work place has been received by the Company.

The details of sexual harassment for the F.Y 2024-25 is given below:

Sr. No	Particulars	Details
a.	Number of complaints of sexual harassment received in the year	Nil
b.	Number of complaints disposed off during the year	Nil
c.	Number of cases pending for more than ninety days	Nil

36. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive and supportive workplace for women employees. During the year under review, there were no instances requiring grant of maternity benefits; however, necessary systems and processes are in place to extend such benefits as and when applicable.

37. GENDER-WISE COMPOSITION OF EMPLOYEES:

In alignment with the principles of diversity, equity and inclusion (DEI), the Company discloses below the gender composition of its workforce as on 31st March, 2025.

Male Employees	12
Female Employees	6
Transgender Employees	-

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

38. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

39. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year under review and till date of this report, the Company has neither made any application against anyone nor any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016.

40. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTION ALONG WITH THE REASONS THEREOF:

During the financial year under review, there was no instance of one-time settlement of loans/ financial assistance taken from Banks or Financial Institutions, hence the Company was not required to carry out valuation of its assets for the said purpose.

41. DETAILS OF EMPLOYEE STOCK OPTIONS:

The Company has implemented SIL Employees Stock Option Plan, 2024 ("the Scheme") for the eligible employees of the Company vide Special Resolution passed by the members at the 39th Annual General Meeting of the Company held on July 19, 2024.

During the financial year under review, no options were granted.

42. GENERAL:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- None of the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant and material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

43. APPRECIATION & ACKNOWLEDGEMENT:

The Board of Directors place their sincere appreciation for the contribution made by all our employees without whose efforts and hard work; the Company could not accomplish objectives.

Your directors would also like to express their grateful appreciation for the assistance and co-operation received from the shareholders, bankers, Financial Institutions and Lenders for their conviction and faith rested with the group "AEL".

Further the Directors express their sincere appreciation to the all the Regulators of the Company namely the Reserve Bank of India, National Stock Exchange of India Limited, BSE Limited, Securities & Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies, Depositories, other Government & Regulatory Authorities for their on-going support extended by them towards the Company.

For and on behalf of Board of Directors of
AEROFLEX ENTERPRISES LIMITED

Date: 12-08-2025
Place: Mumbai

Sd/-
Harikant Turgalia
CFO & Whole-time Director
DIN: 00049544

Sd/-
Shehnaz D. Ali
Whole-time Director
DIN:00185452

Annexure – “A”

To the Report of the Board of Directors

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in lakhs)

Sr. No.	Particulars	Details				
1.	Name of the subsidiary	Aeroflex Neu Limited (Formerly known as Sah Polymers Limited)	Aeroflex Industries Limited	Aeroflex Finance Private Limited	Italica Global FZC, UAE	M.R. Organisation Limited
2.	Date of becoming subsidiary of the Company or the date of its acquisition	July 1, 2015	April 2, 2018	June 24, 2016	June 1, 2017	July 30, 2024
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	NA	NA	NA	NA	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	AED Exch Rate 1 AED = ₹ 23.7755	NA
5.	Share capital (₹ in lakhs)	2,579.60	2,586.41	1,010	AED 1,85,000	258.38
6.	Reserves & surplus (₹ in lakhs)	5,764.37	31,605.95	306.79	AED 1,17,01,952	4,492.56
7.	Total assets (₹ in lakhs)	11,937.15	42,416.47	2,719.43	AED 18,686,952	6,082.35
8.	Total Liabilities (₹ in lakhs)	3593.18	8,224.12	1,402.64	AED 68,00,000	1,331.41
9.	Investments (in ₹)	560.78	2,780.22	0	AED 1,59,910	728.17
10.	Turnover (₹ in lakhs)	11,366.74	37,290.45	457.49	AED 8,014,880	5,718.49
11.	Profit before taxation (₹ in lakhs)	15.02	6,913.85	219.87	AED 1,628,381	1,622.45
12.	Provision for taxation (₹ in lakhs)	(2.30)	1,724.04	60.06	0	427.44
13.	Profit after taxation (₹ in lakhs)	17.32	5,189.81	159.81	AED 1,628,381	1,195.01
14.	Proposed Dividend	0	₹ 0.30 (15%) per share	0	0	₹ 1.00 (10%) per share
15.	% of shareholding	55.50%	61.23%	100%	100%	51.00%

Notes:

- The annual accounts of the Subsidiary Companies and the related detailed information is made available on the website at <https://satgroup.in/investor-relations/>
- Details of reporting currency and the rate used in the preparation of consolidated financial statements.

Reporting Currency Reference	For Conversion		
	Currency	Average Rate (In ₹)	Closing Rate (In ₹)
Italica Global FZC, UAE	AED	23.0270	23.7755

Annexure – “B”

To the Report of the Board of Directors

DISCLOSURE ON THE REMUNERATION OF MANAGERIAL PERSONNEL

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25	Sr. No.	Name of Directors	Ratio of the remuneration of each director to the median remuneration of the employees	
		1	Mrs. Shehnaz D Ali	2.53:1	
		2	Mr. Harikant Turgalia	2.22:1	
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year 2024-25:	Sr. No.	Name	Designation	Increase in remuneration in the financial year 2024-25 (in %)
		1	Mrs. Shehnaz D Ali	Whole-Time Director	16.00%
		2	Mr. Harikant Turgalia	CFO & Whole-Time Director	17.68%
		3	Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer	23.93 %
3	The percentage (%) increase in the median remuneration of employees in the financial year 2024-25	23.91 %			
4	The number of permanent employees on the rolls of Company	18			
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	The average percentile increase in salaries of the employees other than the managerial personnel in the last financial year 2024-25 was 44.78 % whereas there was an increase in the remuneration of the key managerial personnel by 18.31% Justification: The said increase was primarily on account of annual fixed pay increase.			
6	Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms remuneration is as per the remuneration policy of the Company to all the directors, Key Managerial Personnel and other Employees.			

Annexure – “C”

To the report of the Board of Directors

FORM NO. MR-3

Secretarial Audit Report

For the financial year ended on 31st March, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Aeroflex Enterprises Limited.
(formerly known as SAT Industries Limited)
53, C-Wing, Mittal Tower, Nariman Point,
Mumbai-400021, Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aeroflex Enterprises Limited (formerly known as SAT Industries Limited)** (hereinafter called ‘the Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, confirmations and representations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year from 01st April, 2024 to 31st March, 2025 (hereinafter called ‘Audit Period’), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;
- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined the compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India and listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited, during the audit period;

During the period under review the Company has complied with all the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in accordance with the relevant provisions of the Act. Further, a system exists for seeking and obtaining further information and

clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me the Company has adequate systems and processes in the Company commensurate with the size and

operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, we have replied on reports given by statutory auditors for compliance with other laws like Income Tax, Customs, and GST matter of the Company.

We further report that, during the audit period, the Company has granted Employee Stock option to eligible Employees, which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

Date: 23rd May, 2025

Place: Mumbai

Gopika Shah– Partner

GHV & Co.,
Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416G000424808

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

‘ANNEXURE A’

To,
The Members,
Aeroflex Enterprises Limited
(formerly known as SAT Industries Limited).

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 23rd May, 2025

Place: Mumbai

Gopika Shah- Partner

GHV & Co.,

Practising Company Secretaries

FCS No.: 10416

C P No.: 11663

UDIN: F010416G000424808

Annexure – “D”

To the report of the Board Of Directors

FORM NO. MR-3

Secretarial Audit Report

For the financial year ended on 31st March, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

M.R. Organisation Limited

B-8, Capital Commercial Centre, Near Patang Hotel,
Ashram Road, Ahmedabad-380009, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M.R. Organisation Limited**. (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, confirmations and representations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year from 01st April, 2024 to 31st March, 2025 (hereinafter called 'Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined the compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India during the audit period;

During the period under review the Company has complied with all the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in accordance with the relevant provisions of the Act. Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me, the Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, we have replied on reports given by statutory auditors for compliance with other laws like Income Tax, Customs, and GST matter of the Company.

Date: 05th May, 2025

Place: Mumbai

Gopika Shah– Partner

GHV & Co.,
Practising Company Secretaries

FCS No.: 10416

C P No.: 11663

UDIN: F010416G000272911

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
M.R. Organisation Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 05th May, 2025
Place: Mumbai

Gopika Shah– Partner
GHV & Co.,
Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416G000272911

Annexure – “E”

To the Report of the Board of Directors

CEO/CFO CERTIFICATION

To
The Board of Directors
Aeroflex Enterprises Limited
(formerly known as SAT Industries Limited).
53, C-Wing, Mittal Tower, Nariman Point,
Mumbai-400021, Maharashtra, India

Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- A. We, Harikant Turgalia, CFO & Whole-time Director and Shehnaz D. Ali, Whole-time Director of M/s. Aeroflex Enterprises Limited have reviewed financial statements and the cash flow statements for the financial year 2024-25 and that to the best of our knowledge and belief:
 - 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, that there are no deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit committee
 - 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) no such instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR AEROFLEX ENTERPRISES LIMITED

Date: 12-08-2025

Place: Mumbai

Sd/-
Harikant Turgalia
CFO & Whole-time Director
DIN: 00049544

Sd/-
Shehnaz D. Ali
Whole-time Director
DIN:00185452

Annexure – “F”

To the Report of the Board of Directors

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details	Details
1.	Name(s) of the related party and nature of relationship	A Flex Invest Private Limited, Promoter Group	Aeroflex Neu Limited, (Formerly known as Sah Polymers Limited) Subsidiary Company
2.	Nature of contracts/arrangements/transactions	Rent Paid	Rent Paid
3.	Duration of the contracts/arrangements/transactions	10 Months	12 Months
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business	In the Normal Course of Business
5.	Date(s) of approval by the Board, if any	09.05.2024	09.08.2024
6.	Amount paid as advances, if any	Nil	Nil

FOR AEROFLEX ENTERPRISES LIMITED

Date: 12-08-2025
Place: Mumbai

Sd/-
Harikant Turgalia
CFO & Whole-time Director
DIN: 00049544

Sd/-
Shehnaz D. Ali
Whole-time Director
DIN:00185452

Annexure – “G”

To the Report of the Board of Directors

NOMINATION AND REMUNERATION POLICY

1. Introduction

The Nomination and Remuneration Policy (“Policy”) of AEROFLEX ENTERPRISES LIMITED (Formerly known as SAT Industries Limited) (“Company”) is formulated under the requirements of the Companies Act, 2013 and the rules formulated thereunder, as amended (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

This Policy is intended to be in conformity with the Act as on the date of its adoption. However, if due to subsequent modifications in the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) or any other applicable law, a provision of this Policy or any part thereof becomes inconsistent with the Act, or the Listing Regulations, the provisions of the Act, or the Listing Regulations as modified shall prevail.

This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director (defined below), matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, KMPs (defined below), Senior Management Personnel (defined below) and other employees.

2. Objective of the Policy

The Policy is framed with the following objective(s):

- i. that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- ii. that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- iii. that the remuneration of Directors, KMPs, and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- iv. to lay down criteria and terms and conditions with regard to identifying persons who are qualified to be appointed to the positions of Directors, KMPs and Senior Management Personnel, and to determine their remuneration;

- v. to determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry;
- vi. to ensure the financial and operating performance of the Company over the preceding three years is considered while determining the remuneration;
- vii. to ensure there is a principle of proportionality while determining the remuneration;
- viii. to ensure that details of the securities of the Company held by the Directors including options and details of shares pledged as at the end of the preceding financial year is considered while determining the remuneration;
- ix. to evaluate the performance of Directors, KMPs, and Senior Management Personnel, and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company’s operations; and
- x. to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create a competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the NRC and adopted by the Board of Directors.

3. Effective Date

This policy shall be effective from 25th May, 2023.

4. Definitions

In this Policy unless the context otherwise requires:

‘Board of Directors’ or ‘Board’ means the collective body of the directors of the Company.

‘Director(s)’ means a director of the Company, including executive directors, non-executive directors and Independent Directors.

‘Independent Director(s)’ means a Director referred to in Section 149 (6) of the Act and Regulation 16(1) (b) of Listing Regulations.

‘KMP’ means:

- Whole Time Director;
- Chief Financial Officer;

- Company Secretary;
- such other officer, not more than one level below the Directors who is in whole-time employment, designated as a 'KMP' by the Board; and
- any other officer as prescribed under the Act from time to time.

'NRC' means the Nomination and Remuneration Committee of the Company constituted in accordance with the Act and the Listing Regulations.

'Senior Management Personnel' means the employees of the Company who are members of its core management team (excluding the Board of Directors) i.e. it would comprise of all members of the management of the Company one level below the whole time director, including the functional/vertical heads, Company Secretary and Chief Financial Officer.

'Whole Time Director' means a Director in the whole time employment of the Company.

5. Applicability

This Policy is applicable to:

- Directors;
- KMPs;
- Senior Management Personnel; and
- other employees of the Company.

6. Appointment of Director, KMPs and Senior Management Personnel

- The NRC shall identify and ascertain the integrity, qualification, expertise and experience of a person for appointment as Director, KMP, or Senior Management Personnel, and make recommendations to the Board regarding their appointment.
- A person should possess adequate qualification, expertise and experience for the position they are being considered for appointment. Accordingly, the NRC has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- Appointment of Directors is subject to compliance with Section 164 of the Companies Act 2013 and provisions of other applicable laws.
- Appointment of Independent Directors is subject to compliance with Section 149 of the Companies Act 2013 read with Schedule IV and the Listing Regulations.

- A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.

- The Company shall not appoint or continue the employment of any person as Whole Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a Special Resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

7. Term/Tenure

i. Managing Director/Whole Time Director

The Company shall appoint or re-appoint any person as its Whole Time Director/Executive Director or Managing Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii. Independent Director

Subject to the provisions of the applicable laws, an Independent Director shall hold office for a term up to five consecutive years on the Board, and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that: (i) number of boards on which such Independent Director serves is restricted to seven listed entities as an Independent Director; and (ii) three listed entities as an Independent Director in case such person is serving as a Whole Time Director of a listed entity.

8. Removal

The NRC may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel, subject to compliance with the provisions of the Act and any other applicable laws.

9. Retirement

The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act, and the prevailing policy of the Company.

10. Matters relating to the remuneration, perquisites for the Directors, KMP and Senior Management Personnel

- i. The remuneration/compensation/profit-linked commission etc. to be paid to the Directors will be determined by the NRC and recommended to the Board and shareholders of the Company for approval. The remuneration/compensation/profit-linked commission etc, shall be in accordance with the Act and the Listing Regulations.
- ii. The remuneration of KMPs, Directors, and Senior Management Personnel will be determined by the Board on recommendation of the NRC.
- iii. The remuneration of employees of the Company other than those mentioned in (i) and (ii) may be determined in accordance with the internal processes of the Company.
- iv. Organization wide increments to the existing remuneration/compensation structure shall be approved by the NRC. Increments to the Whole Time Directors and/or Managing Director should be within the slabs approved by the shareholders of the Company. Increments will, ideally, be effective from 1st April for employees who have put in at least nine months in the previous financial year, unless otherwise decided.
- v. Where any insurance is taken by the Company on behalf of its Whole Time Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

11. Remuneration to Whole Time Directors

i. Remuneration

The Whole Time Director shall be eligible for remuneration as may be approved by the shareholders of the Company on the recommendation of the NRC and the Board. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to the provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the NRC, and shall be within the overall remuneration approved by the shareholders

of the Company on the recommendation of the NRC and the Board of Directors.

ii. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole Time Director in accordance with the provisions of Schedule V of the Act.

iii. Provisions for excess remuneration

If any Whole Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, he/she shall refund such sums to the Company, within 2 years or such lesser period as may be allowed by the Company, and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum unless approved by the Company by way of a special resolution within 2 years from the date on which the sum becomes refundable.

12. Remuneration to Non-Executive/ Independent Director

i. Sitting Fees

The NRC may recommend for payment of sitting fees to the Directors. The quantum of sitting fees will be determined as per the recommendation of the NRC and approved by the Board of Directors subject to the applicable law.

ii. Limit on payable remuneration

The remuneration payable to Directors other than the Whole Time Directors shall not exceed 1% of the net profits of the Company unless approved by the shareholders of the Company as per Section 197 of the Companies Act, 2013 read with Schedule V.

13. Remuneration to KMPs, Senior Management Personnel and other Employees

- i. The KMPs and Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's guidelines and/or as may be approved by the Board on the recommendation of the NRC. The remuneration of other employees may be determined by the Board on recommendation of the NRC pursuant to internal processes of the Company. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be as per the Company's internal policies and applicability.
- ii. Before approving the increment and bonus the management of the Company, will make a detailed presentation(s) before the NRC, setting out the proposed increment and performance bonus payouts for the next financial year. The NRC shall peruse and

approve the same, unless required under applicable laws, to refer the same to the Board and/or shareholders of the Company.

- iii. This Policy shall apply to all future/continuing employment/engagement(s) with the Company. In other respects, the Policy shall be of guidance for the Board. Any departure from the Policy shall be recorded and reasoned in the minutes of the meetings of the NRC and the Board.

14. Role of the NRC

The following matters shall be dealt with by the NRC:

i. Size and composition of the Board

Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and independent Directors to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company.

ii. Directors

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise and experience for the position.

iii. Succession plans

Establishing and reviewing Board, KMP, and Senior Management Personnel succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and part of the Senior Management Personnel.

iv. Evaluation of performance

- Make recommendations to the Board on appropriate performance criteria for the Directors.
- Formulate the criteria and framework for evaluation of performance of every Director.
- Identify ongoing training and education programs for the Board to ensure that non-executive directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

v. Board diversity

The NRC is to assist the Board in ensuring the Board nomination process is in line with the policy of the Company on diversity of the Board relating to gender, thought, experience, knowledge and perspectives. The policy is hosted on the website of the Company.

vi. Remuneration framework and policies

The NRC is responsible to ensure that the remuneration framework is in accordance with the objectives of this Policy mentioned above.

15. Disclosures

The Policy shall be published on Company's website. This Policy shall also be disclosed as part of Board's report as required under the Act. Additionally, certain items, including those specified under Section 197(12) of the Act, are required to be disclosed in the Board's report.

16. Amendments to the Policy

The Board of Directors on its own and/or as per the recommendations of NRC can amend this Policy, as and when deemed fit.

Annexure – “H”

To the report of the Board of Directors

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief Outline of CSR Policy of the Company:

A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken:

- The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
- The Company is committed towards improving the quality of lives of people in the communities in which it operates because society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to society through CSR activities is its moral duty.
- The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

2. Composition of CSR Committee:

Pursuant to the provisions of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, during the financial year, the CSR Committee of the Company was duly constituted in accordance with the provisions of Section 135 of Companies Act, 2013 and during such period the CSR Committee comprised of:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Asad Daud	Chairman, Director	1	1
2.	Mr. Harikant Turgalia	Member, CFO & Whole-time Director	1	1
3.	Mr. Arpit Khandelwal	Member, Independent Director	1	1

3. The web-link where composition of csr committee, csr policy and CSR projects approved by the board on the website of the company:

The Composition of the CSR Committee is available at <https://satgroup.in/investor-relations/>

The CSR Policy approved by the Board are available at <https://satgroup.in/wp-content/uploads/2023/05/CSR-Policy.pdf>

4. Executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable):

During the financial year under review, the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to impact assessment of CSR projects, were not applicable to the Company.

5. a. Average net profit of the Company as per Section 135(5):

Average net profit of the Company for the previous three financial years is ₹ 6,97,01,279.33/-

b. Two percent of average net profit of the Company as per Section 135(5):

₹ 13,94,025.59/-

c. Surplus arising out of the csr projects or programmes or activities of the previous financial years:

Nil

d. Amount required to be set off for the financial year, if any:

1,38,240.15/-

e. Total CSR obligation for the financial year (b+c-d):

₹ 13,94,025.59/-

6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project):

Amount spent on CSR Projects on ongoing project is Nil

Amount spent on CSR Projects other than ongoing project is ₹ 14,00,000/-

(b) Amount spent in administrative overheads:

Nil

(c) Amount spent on impact assessment, if applicable:

Not Applicable

(d) Total amount spent for the financial year [(a)+(b)+(c)]:

₹ 14,00,000/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
14,00,000	Nil	N.A.	N.A.	Nil	N.A.

(f) Excess Amount For Set-Off, If Any:

Sr. No.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the Company as per Section 135(5)	₹ 13,94,025.59/-
2.	Total amount spent for the Financial Year	₹ 14,00,000/-
3.	Excess amount spent for the financial year [(ii)-(i)]	₹ 5,974.41/-
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years[(iii)-(iv)]	₹ 5,974.41/-

7. Details of unspent corporate social responsibility amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	2022-2023				NIL			
2	2021-2022				NIL			
3	2020-2021				NIL			

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR: YES/NO:

NO

If Yes, enter the number of Capital assets created/acquired: **Not Applicable**Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable****9. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUB-SECTION (5) OF SECTION 135.:**

Not Applicable

For and on behalf of Board of Directors of
AEROFLEX ENTERPRISES LIMITED**Date:** 12-08-2025
Place: MumbaiSd/-
Harikant Turgalia
CFO & Whole-time Director
DIN: 00049544Sd/-
Shehnaz D. Ali
Whole-time Director
DIN:00185452

Report on Corporate Governance

Introduction

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended 31st March, 2025 is presented below:

“Corporate governance is the system by which companies are directed and controlled.” - Sir Adrian Cadbury.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Follow the spirit and not just the letter of the law. Corporate governance standards should go beyond the law.

Be transparent and maintain high degree of disclosure levels. When in doubt, disclose.

Make a clear distinction between personal convenience and corporate resources.

Communicate externally, in a truthful manner, about how the Company runs internally.

Have a simple and transparent corporate structure driven solely by business needs.

Comply with the laws of all the countries in which the Company operates.

Management is the trustee of shareholder's capital and not the owner.

Corporate governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at workplace have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of corporate governance in the overall interest of its stakeholders.

2. BOARD OF DIRECTORS

a. Composition and category of directors:

The Board of Directors of the Company consists of Directors having varied experience in different areas. The composition of the Board is in conformity with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company does not have any executive or non-executive Chairman.

As of 31st March, 2025, the composition of the Board of Directors of the Company is as follows:

Sr. No	Name of the Director	Promoter/Non-Promoter	Category
1.	Mrs. Shehnaz D. Ali	Promoter	Executive Director
2.	Mr. Asad Daud	Promoter	Non-Executive Director
3.	Mr. Harikant Ganeshlal Turgalia	Non-Promoter	Executive Director
4.	Mr. Ramesh Chandra Soni*	Non-Promoter	Non-Executive Independent Director
5.	Mr. Parthasarathi Sarkar	Non-Promoter	Non-Executive Independent Director
6.	Mr. Arpit Khandelwal	Non-Promoter	Non-Executive Independent Director
7.	Mrs. Uma Manoj Mandavgane**	Non-Promoter	Non-Executive Independent Women Director

* Mr. Ramesh Chandra Soni, Independent director, has completed his second term and ceased to be a director of the Company from the close of business hours on 30th September, 2024

**Appointed as an Independent Women Director w.e.f. 31.05.2024.

None of the Independent Directors have any material pecuniary relationship or transaction with the Company, its promoters, directors, senior management, which would affect their independence.

Further, none of the directors on the Board is a member of more than 10 Committees and Chairperson in more than 5 Committees, across all companies in which they are director.

b. Attendance of each Director at the Meetings of the Board of Directors and the last Annual General Meeting:

Sr. No	Name of the Director	No. of meetings held	No. of meetings attended	Whether attended last AGM
1.	Mrs. Shehnaz D. Ali	7	7	Yes
2.	Mr. Harikant Ganeshlal Turgalia	7	7	Yes
3.	Mr. Asad Daud	7	7	Yes
4.	Mr. Ramesh Chandra Soni*	7	3	Yes
5.	Mr. Parthasarathi Sarkar	7	7	Yes
6.	Mr. Arpit Khandelwal	7	7	Yes
7.	Mrs. Uma Manoj Mandavgane**	7	5	No

* Mr. Ramesh Chandra Soni, Independent director, has completed his second term and ceased to be a director of the Company from the close of business hours on 30th September, 2024

**Appointed as an Independent Women Director w.e.f. 31.05.2024.

c. Number of Committees in which a Director is a Member or Chairperson:

Sr. No	Name of the Director	Directorships in Other Public Companies*	Memberships of Committees of Other Boards**	Chairmanships of Committees of Other Boards**	Names of the other listed entities where the person is a director and the category of directorship
1.	Mrs. Shehnaz D. Ali	-	-	-	-
2.	Mr. Harikant Ganeshlal Turgalia	2	3	1	I. Aeroflex Neu Limited (formerly known as Sah Polymers Limited)- Director II. Aeroflex Industries Limited –Director
3.	Mr. Asad Daud	2	4	-	I. Aeroflex Neu Limited (formerly known as Sah Polymers Limited)- Director II. Aeroflex Industries Limited – Managing Director
4.	Mrs. Uma Manoj Mandavgane	2	3	1	I. Aegis Vopak Terminals Limited – Independent Director II. Carraro India Limited – Independent Director
5.	Mr. Parthasarathi Sarkar	1	1	1	I. Aeroflex Industries Limited – Independent Director
6.	Mr. Arpit Khandelwal	2	4	1	I. Aeroflex Industries Limited – Independent Director II. M.R. Organisation Limited - Independent Director

Notes:

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

2. **Membership(s) of other Board Committees include membership/chairpersonship of Audit Committee and Stakeholders' Relationship Committee of public limited Companies, whether listed or not.

d. Number of Meetings of the Board of Directors held and dates on which held:

The Board of Directors met Seven times during the Financial Year 2024-25, i.e. on May 09, 2024, May 31, 2024, July 27, 2024, August 09, 2024, November 12, 2024, January 31, 2025 and March 08, 2025. The maximum time gap between any two meetings was less than 120 days. The agenda for each meeting is prepared well in advance, along with explanatory notes wherever required and circulated to all Directors.

e. Disclosure of relationships between Directors inter-se:

None of the Directors are related to each other except Mrs. Shehnaz D. Ali and Mr. Asad Daud, who are related to each other as a Mother and Son.

f. Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any share in the Company, except Mr. Parthasarathi Sarkar who holds 70,200 equity shares in the Company.

The Company has not issued any convertible instruments.

g. Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time.

The details regarding Independent Directors' Familiarization Programmes are given under the Tab 'Investor Relation' on the website of the Company and can be accessed at <https://satgroup.in/investor-relations/>

h. Chart setting out the skills/expertise/competence of the board of directors specifying the following:

Below is the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those available with the board:

Sr. No	Skills/Expertise/Competencies Name of Director	Business Operations	Entrepreneurship	Accounts & Finance	Legal Compliance
1.	Mrs. Shehnaz D Ali	√	√	x	x
2.	Mr. Harikant Ganeshlal Turgalia	√	x	√	x
3.	Mr. Asad Daud	√	√	√	x
4.	Mrs. Uma Manoj Mandavgane	√	√	√	x
5.	Mr. Parthasarathi Sarkar	√	√	√	x
6.	Mr. Arpit Khandelwal	x	x	√	√

i. Confirmation by Board of Directors about independence of Independent Directors of the Company:

Independent Directors are Non-Executive Directors as defined in the Companies Act, 2013 and LODR Regulations, 2015. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as prescribed in the Companies Act, 2013 and LODR Regulations, 2015 and that they are independent of the management.

j. Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:

During the year no independent director resigned before the expiry of their tenure.

Separate Meeting Of the Independent Directors

During the reporting Financial Year, a separate Meeting of the Independent Directors of the Company, was held on March 13, 2025, where the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- a) Review of performance of Non-Independent Directors and the Board as a whole.
- b) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- c) To view the unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- d) To discuss about familiarization programme conducted by the company for the independent directors, the programme was conducted by Dr. S.K Jain, Practicing Company Secretary, Mumbai on the following topics:
 1. Appointment Procedure and Roles & Responsibilities of Independent Directors under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
 2. Key amendments under SEBI (LODR) Regulations, 2015 relating to Independent Directors and Audit Committee.
 3. Role and responsibilities of Nomination and Remuneration Committee.
 4. Parameters for Evaluating Individual Directors, Board as whole, Managing Director, Independent Director and Committees.

Company's Policy on Prohibition of Insider Trading

The Company has also formulated a Code of Conduct to Regulate, Monitor and Report Trading by Insiders to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The Code envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The full text of the Code is available on the website of Company at <https://satgroup.in/wp-content/uploads/2022/04/Insider-Trading-Prohibition-Code.pdf>

Subsidiary Companies

The Company has Five subsidiaries (Four Indian and one foreign subsidiary) as on 31st March, 2025 as mentioned below:

Sr. No	Name of the Subsidiary	Status
1	Aeroflex Neu Limited (formerly known as Sah Polymers Limited)	Material Subsidiary
2	Aeroflex Industries Limited	Material Subsidiary
3	Aeroflex Finance Private Limited	Wholly Owned Subsidiary
4	Italica Global FZC, UAE	Wholly Owned Subsidiary
5.	M.R. Organisation Limited	Material Subsidiary

The Board has approved a Policy Statement for determining 'Material Subsidiaries' of the Company viz. Aeroflex Enterprises Limited (formerly known as Sat Industries Limited) and the same is available on the website of the Company at <https://satgroup.in/wp-content/uploads/2023/03/Material-Subsidiaries-Policy.pdf>. All subsidiary companies are managed by their Board of Directors having the rights and obligations to manage such companies in the best interest of their stakeholders.

3. AUDIT COMMITTEE

a. Brief description of terms of reference:

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II), the Audit Committee Inter alia implement the function of approving Annual Internal Audit plan, review of financial reporting system, Internal controls system, discussion on quarterly, half-yearly and annual financial results, interaction with statutory and internal Auditors, one-on-one meetings with statutory and internal Auditors, recommendation for the appointment of statutory auditors and their remuneration, recommendation for the appointment and remuneration of internal auditors, in fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

b. Composition, Name of Members and Chairperson:

The Audit Committee comprises one Executive Director and two Non-Executive Directors as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Composition of Audit Committee as on 31st March, 2025, is given below:

Sr. No	Name	Category	Designation
1	Mr. Parthasarathi Sarkar	Non-Executive Independent Director	Chairman
2	Mr. Harikant Ganeshlal Turgalia	Executive and Non-Independent Director	Member
3	Mr. Arpit Khandelwal	Non-Executive Independent Director	Member

c. Meetings and attendance during the year:

The Audit Committee met four times during the Financial Year 2024-25, on May 09, 2024, August 09, 2024, November 12, 2024, and January 31, 2025. The maximum time gap between any two meetings is not more than 120 days.

The necessary Quorum was present at the meetings. The attendance of each member of the Company is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni*	4	2
Mr. Harikant Ganeshlal Turgalia	4	4
Mr. Arpit Khandelwal	4	4
Mr. Parthasarathi Sarkar**	4	2

* Mr. Ramesh Chandra Soni, Independent director, has completed his second term and ceased to be a director of the Company from the close of business hours on 30th September, 2024.

**appointed as chairman of Audit Committee w.e.f. 01.10.2024.

4. NOMINATION AND REMUNERATION COMMITTEE**a. Brief description of terms of reference:**

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole time Directors, Key Managerial Personnel (KMP) and Senior Managerial Personnel (SMP) of the Company.

Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole time Director(s), Key Managerial Personnel and Senior Management (one level below the Board):

- To help in determining the appropriate size, diversify and composition of the Board;
- To recommend to the Board appointment/re-appointment and removal of Directors;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- Fixing the remuneration to executive Directors. To create an evaluation framework for Independent Directors and the Board;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time to time.

b. Composition, Name of Members and Chairperson:

Sr. No	Name	Category	Designation
1.	Mr. Parthasarathi Sarkar	Non-Executive Independent Director	Chairman
2.	Mr. Arpit Khandelwal	Non-Executive Independent Director	Member
3.	Mr. Asad Daud	Non-Executive Non-Independent Director	Member

c. Meetings and attendance during the year:

The Nomination and Remuneration Committee met One (1) time during the financial year 2024-25, on May 31, 2024.

The necessary Quorum was present at the meetings. The attendance of each member of the Company is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni*	1	1
Mr. Parthasarathi Sarkar**	1	1
Mr. Asad Daud	1	1
Mr. Arpit Khandelwal***	1	-

* Mr. Ramesh Chandra Soni, Independent director, has completed his second term and ceased to be a director of the Company from the close of business hours on 30th September, 2024.

**Change in designation from member to chairman of Nomination and Remuneration Committee w.e.f. 01.10.2024.

***appointed as the member of Nomination and Remuneration Committee w.e.f. 01.10.2024.

d. Performance evaluation criteria for Independent Directors:

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

5. STAKEHOLDER'S GRIEVANCES COMMITTEE

The terms of reference and the ambit of powers of Stakeholders Grievances Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The member correspondences, queries, grievances etc. are endeavored to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Grievance Committee which meets at quarterly intervals.

a. Name of Non-Executive Director heading the Committee:

Mr. Arpit Khandelwal, Non-Executive Independent Director was appointed as the Chairman of the Stakeholders Grievance Redressal Committee w.e.f. 01.10.2024. The Committee consists of the following persons:

Sr. No	Name	Category	Designation
1.	Mr. Arpit Khandelwal	Non-Executive Independent Director	Chairman
2.	Mr. Harikant Ganeshlal Turgalia	Executive and Non-Independent Director	Member
3.	Mr. Asad Daud	Non-Executive and Non-Independent Director	Member

b. Name and designation of Compliance Officer:

Ms. Alka Premkumar Gupta is the Compliance Officer. Her designation is Company Secretary & Compliance Officer.

c. Number of shareholders' complaints received during the financial year:

There were no shareholders' complaints during the financial year 2024-25.

d. Number of complaints not solved to the satisfaction of shareholders: Nil

e. Number of pending complaints: Nil

f. Meetings and attendance during the year:

The committee met four times on May 09, 2024, August 09, 2024, November 12, 2024 and January 31, 2025. The necessary quorum was present at all meetings. During the year under report no complaints were received. Further there were no complaints outstanding at the beginning and end of the year.

The attendance of each member of the Committee is given below:

Name	No. of meeting held	No. of meeting attended
Mr. Ramesh Chandra Soni*	4	2
Mrs. Shehnaz D. Ali**	4	2
Mr. Harikant Ganeshlal Turgalia	4	4
Mr. Arpit Khandelwal***	4	2
Mr. Asad Daud***	4	2

* Mr. Ramesh Chandra Soni, Independent director, has completed his second term and ceased to be a director of the Company from the close of business hours on 30th September, 2024.

**ceased to be member of Stakeholders Grievance Committee from the close of business hours on 30th September, 2024..

*** appointed as the member of Stakeholder Grievance Committee w.e.f. 01.10.2024.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR Committee of the Company has been constituted in line with the provisions of Section 135 of the Companies Act, 2013.

The company is committed to operate and grow its business in a socially responsible way, while reducing the environmental impact of its operations and increasing its positive social impact. It aims to achieve growth in a responsible way by encouraging people to take small everyday actions that will make a big difference. The CSR Policy is guided by the following vision:

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the

responsibility to create a good impact in the society it belongs.

2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfill the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

During the year, one meeting of the CSR Committee was held on 31.05.2024.

The composition of the CSR Committee and details of the meeting attended by its members are given below:

Name	Category	Number of meetings during the financial year 2024-25	
		Held	Attended
Mr. Asad Daud	Non-Executive and Non-Independent Director	1	1
Mr. Harikant Ganeshlal Turgalia	Executive and Non-Independent Director	1	1
Mr. Arpit Khandelwal	Non-Executive and Independent Director	1	1

7. KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Particulars of Key Managerial Personnel and Senior Management including the changes therein since the close of the previous financial year

Name of the Key Managerial Personnel	Designation
Mrs. Shehnaz D. Ali	Whole-time Director
Mr. Harikant Ganeshlal Turgalia	Whole-time Director & CFO
Ms. Alka Premkumar Gupta	Company Secretary & Compliance Officer

Name of the Senior Management Personnel	Designation
Mr. Nitesh Sharma	Finance Controller

8. REMUNERATION OF DIRECTORS

a. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

There is no pecuniary relationship or transactions of the non-executive director vis-à-vis the company.

b. Criteria of making payments to non-executive directors:

The Non-Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him/her of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Policy is also available on the website of the Company at <https://satgroup.in/wp-content/uploads/2022/04/nomination-remuneration-policy.pdf>

c. Disclosures with respect to Remuneration and sitting fees for FY 2024-25:

Name of Director	Category	Salary perquisites & other allowances	Stock option/ Bonus/Other performance linked incentives	Sitting Fees	Total	Service contract/ notice period/ severance fees
Mrs. Shehnaz D. Ali	Whole-time Director	₹ 28.64 lakhs p.a.	-	-	₹ 28.64 lakhs p.a.	***
Mr. Harikant Ganeshlal Turgalia	CFO & Whole-time Director	₹ 25.09 lakhs p.a.	-	-	₹ 25.09 lakhs p.a.	***
Mr. Asad Daud	Director	-	-	-	-	-
Mr. Ramesh Chandra Soni (upto 30.09.2024)	Independent Director	-	-	₹ 0.85 lakhs p.a.	₹ 0.85 lakhs p.a.	-
Mr. Parthasarathi Sarkar	Independent Director	-	-	₹ 2.15 lakhs/- p.a.	₹ 2.15 lakhs/- p.a.	-
Mr. Arpit Khandelwal	Independent Director	-	-	-	-	-
Mrs. Uma Manoj Mandavgane (from 31.05.2024)	Independent Women Director	-	-	₹ 1.65 lakhs/- p.a.	₹ 1.65 lakhs/- p.a.	-

Service Contract: 3 years with effect from the date of appointment i.e. 01-01-2025

Notice Period: Three months either side

Severance Fees: Three months salary

9. GENERAL BODY MEETINGS

a. Location and time, where last three Annual General Meetings held:

Annual General Meeting	Date	Time	Location
39 th	July 19, 2024	11:00 a.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")
38 th	July 18, 2023	11:00 a.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")
37 th	September 16, 2022	11:00 a.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

b. Special Resolutions passed in the previous three Annual General Meetings:

Date of AGM	Special Resolutions passed, if any
July 19, 2024	- To appoint Mrs. Uma Mandavgane (DIN: 03156224) as an Independent Woman Director of the Company. - Re-appointment of Mr. Harikant Turgalia (DIN: 00049544) as Whole-Time Director of the Company - Re-appointment of Mrs. Shehnaz D. Ali (DIN: 00185452) as Whole-Time Director of the Company - To Approve 'SIL Employee Stock Option Plan 2024' for the employees of the Company. 'SIL Employee Stock Options Plan 2024' (ESOP 2024) for the Employees of Existing and Future Subsidiary Company/ies.
July 18, 2023	To re-appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company for a second term of Five years
September 16, 2022	- To appoint Mr. Partha Sarathi Sarkar (DIN: 00047272) as an Independent Director of the Company. - To appoint Mr. Arpit Khandelwal (DIN: 09684341) as an Independent Director of the Company - Disinvestment in material subsidiary Aeroflex Industries Limited ("AIL") under Section 180(1)(a) of the Companies Act, 2013 either before Offer For Sale ("OFS") in IPO of AIL and/or through OFS in IPO of AIL

10. MEANS OF COMMUNICATION**a. Quarterly results:**

The Company publishes limited review Un-audited Standalone and Consolidated Financial Results on a quarterly basis. In respect of the fourth quarter, the Company publishes the Standalone & Consolidated audited financial results for the complete financial year. During this year Company has sent the quarterly business updates to all the shareholders of the Company.

b. Newspapers wherein results normally published:

Quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations and published in following newspapers:

- Free Press Journal (English)
- Navshakti (Marathi)

c. Website, where displayed:

The financial results and the official news releases are also placed on the Company's website at <https://satgroup.in/investor-relations/> in the 'Investor Relations' section.

d. Official news releases:

Yes, the Company regularly publishes an information update on its financial results and also displays official news releases in the 'Investor Relations' section under relevant sub-sections.

e. Presentations made to institutional investors or to the analysts:

During the financial year, the Company has not made any presentation to Institutional Investors and Analysts. All Corporate Announcements made to the BSE Limited and National Stock Exchange of India Limited (NSE) during the financial year 2024-25 are available on the website of the Company.

11. GENERAL SHAREHOLDER INFORMATION**a. Annual General Meeting - date, time and venue:**

Day: Tuesday

Date: September 16, 2025

Time: 11:00 a.m.

Mode: Through Video Conference

b. Financial Year:

The financial year of the company starts on April 1 and ends on March 31 of next year.

c. Dates of Book Closure/Record Date:

As mentioned in the Notice of this AGM.

d. Dividend Payment Date:

The final Dividend, if approved by the Shareholders at the Annual General Meeting shall be paid/credited on or before 14th October, 2025 i.e. within 30 days from the date of approval.

e. Name and address of each Stock Exchange(s) at which the Company securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s):

Equity shares of the company are listed on BSE Limited located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 and National Stock Exchange of India Limited located at Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400051. The annual listing fees for FY 2024-2025 to BSE and NSE have been paid by the Company within stipulated time.

f. In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not Applicable

g. Registrar to an issue and Share Transfer Agents

M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W), Mumbai – 400 083

Phone: +91-22- 49186000

Fax: +91-22- 49186060

E-mail: mumbai@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

h. Share transfer system

Shares held in the dematerialized form are electronically traded in the depository. The registrar and share transfer agents of the company periodically receive from the depository the beneficiary holdings to enable them to update their records and to send out corporate communications such as dividend warrant.

i. Distribution of Shareholding as on 31.03.2025

Sr. No.	Shares Range			No. of Shareholders	% of Total Shareholders	Total Shares for The Range	% of Issued Capital
1	1	to	500	35718	81.5871	4435605	3.9224
2	501	to	1000	3782	8.6388	3069937	2.7147
3	1001	to	2000	2016	4.6049	3063076	2.7086
4	2001	to	3000	740	1.6903	1894806	1.6756
5	3001	to	4000	336	0.7675	1210813	1.0707
6	4001	to	5000	300	0.6853	1421073	1.2566
7	5001	to	10000	480	1.0964	3519047	3.1119
8	10001	to	Above	407	0.9297	94470643	83.5395
Total				43779	100	113085000	100

j. Dematerialization of shares and liquidity

The Company's shares are available for trading in the depository system of both NSDL and CDSL. As at the financial year end 11,30,85,000 equity shares forming 100 % of the share capital of the Company, stand dematerialized. The Company's share is actively traded on BSE and NSE.

k. Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants outstanding as on 31st March, 2025.

l. Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

m. Plant locations

The Company does not have any plant.

n. Address for Correspondence

(1) Registrar and Share Transfer Agent:

M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W), Mumbai – 400 083

Phone: +91-22- 49186000

Fax: +91-22- 49186060

E-mail: mumbai@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

(2) Investor Relation Department of the Company:

Ms. Alka Premkumar Gupta

Company Secretary and Compliance Officer

AEROFLEX ENTERPRISES LIMITED

(Formerly known as SAT Industries Limited)

53, C-Wing, Mittal Tower, Nariman Point,

Mumbai - 400 021, India

Phone: +91-22- 65209500

E-mail: investor.relations@satgroup.in

o. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

During the year under review the Company has not obtained any credit ratings.

12. OTHER DISCLOSURES

a. Materially significant related party transaction:

There have been no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives which have a potential conflict with the interests of the Company. All the related party transactions have been done at arm's length price and in the ordinary course of business with the prior approval of the Audit Committee. As per section 177 and 188 of The Companies Act 2013, Related Party Transaction policy is also available on the company website at <https://satgroup.in/wp-content/uploads/2025/04/Related-Party-Transaction-Policy.pdf>

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

c. Establishment of vigil mechanism

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may

report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company at <https://satgroup.in/wp-content/uploads/2023/03/WHISTLE-BLOWER-AND-VIGIL-MECHANISM-POLICY.pdf>

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt the best practices to safeguard the practice of Unmodified audit opinion.

e. Web link where policy for determining 'material' subsidiaries is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' section and can be accessed at <https://satgroup.in/wp-content/uploads/2023/03/Material-Subsidiaries-Policy.pdf>

f. Web link where policy on dealing with related party transactions is disclosed:

The policy for determining related party transactions is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' section and can be accessed at <https://satgroup.in/wp-content/uploads/2025/04/Related-Party-Transaction-Policy.pdf>

g. Disclosure of commodity price risks and commodity hedging activities:

The Company does not deal in commodities price risks and commodity hedging activities, hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

i. Certificate from a Company Secretary in Practice about disqualification of Director/s by SEBI/MCA/any other statutory body:

A Certificate has been received from M/s. GHV & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. Certificate is annexed herewith as “Annexure - I”

j. Non-acceptance of any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year: NIL

k. The Total audit and taxation fees paid by the listed entity and its subsidiaries, on a consolidated basis are as follows:

(₹ In Lakhs)

Particulars	Amount
Services as statutory auditors	32.02
Taxation matters	0.20
Reimbursement Expenses	-
Total	32.22

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	Status
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

m. Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested:

There are no loans and advances given by the listed entity and its subsidiaries to firms/companies in which directors are interested.

n. Details of material subsidiaries of the Company:

Sr. No	Name of the material subsidiary Company	Date of Incorporation	Place of Incorporation	Name of statutory auditor	Date of appointment of Statutory Auditor
1.	Aeroflex Industries Limited	19/10/1993	Navi Mumbai, Maharashtra, India	M/s. Shweta Jain & Co.	30/09/2021
2.	Aeroflex Neu Limited(formerly known as Sah Polymers Limited)	20/04/1992	Udaipur, Rajasthan, India	M/s. H.R. Jain & Co.	30/09/2022
3.	M.R. Organisation Limited	05/04/2013	Ahemedabad, Gujarat India	M/s. Shah Sanghvi & Associates	05/08/2024

13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT, WITH REASONS THEREOF SHALL BE DISCLOSED

There is no instance of non-compliance of any requirement of Corporate Governance report of sub-paras (2) to (10) of para C of Schedule-V of SEBI Listing Regulations.

14. DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II

a. The Board of Directors:

1. The Company has no chairperson either executive or non-executive who is entitled to maintain his office at the Company's expense.

2. In terms of sub-regulation (2) of regulation 3, the company has one woman independent director on its board of directors.

b. Shareholder Rights:

The Company ensures that disclosure of all the information is made available to all the shareholders on a non-discretionary basis.

The quarterly results along with the investor presentations is sent to each shareholder of the Company and is also uploaded on the website of the www.satgroup.in

c. Audit Qualifications:

The Auditors have raised no qualification on the financial statements for the year ended 31st March, 2025.

d. Separate posts of Chairperson and CEO:

Presently there is no Chairperson and Managing Director in the Company. Mrs. Shehnaz D. Ali is the Whole Time Director of the Company.

e. Reporting of Internal Auditor:

The Internal Auditor of the Company reports directly to the Audit Committee of the Company.

f. Independent Directors

During the financial year 2024-25, the meeting of Independent Directors was held without the presence of Non-Independent Directors and Members of Management.

g. Risk Management Committee

Not applicable.

15. DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

The Board has adopted a Code of conduct for Directors and Senior Management of the Company.

The Code is available on the website of the Company under 'Corporate Governance' in the 'Investor relation' section and can be accessed at <https://satgroup.in/wp-content/uploads/2023/03/Code-of-Conduct-for-Directors-and-Senior-Management-Personnel.pdf>

Declaration on Compliance with Code of Conduct

As per Regulation 17 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Harikant Ganeshlal Turgalia, CFO and Whole-Time Director of the Company do hereby confirm and declare that all the Board Members and the Senior Management Personnel of the Company has affirmed compliance with the Code of Conduct of Board of Directors and Senior Management during the financial year ended 31st March, 2025.

For Aeroflex Enterprises Limited
(formerly known as Sat Industries Limited)

Date: 01.04.2025
Place: Mumbai

Harikant Ganeshlal Turgalia
CFO and Whole-time Director
DIN: 00049544

17. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Certificate from the Practicing Company Secretaries of the Company regarding compliance of conditions of corporate governance is annexed with Corporate Governance Report in “Annexure -II”

18. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any of its securities lying in Demat suspense account/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2025. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

19. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THE SEBI (LODR) REGULATIONS, 2015

The Company has not entered into any types of agreements under Clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 with shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

20. OTHER USEFUL INFORMATION FOR SHAREHOLDERS

a. Update E-mails for receiving notice/ documents in e-mode:

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This

green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible corporate citizen, your Company fully supports the MCA's endeavor.

In accordance with the same, your Company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

Shareholders who have not registered their e-mail addresses so far, are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.

b. Nomination Facility:

Shareholder(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective DPs.

c. Update your Correspondence Address/ Bank Mandate/Email Id:

Shareholder(s) holding shares in dematerialized form are requested to notify change in bank details/ address/ email ID directly with their respective DPs.

d. Quote Folio No./DP ID No.:

Shareholders/Beneficial Owners are requested to quote their Folio Nos./DP ID Nos., as the case may be, in all correspondence with the Company. Shareholders are also requested to quote their Email IDs, Contact/Fax numbers for prompt reply to their correspondence.

e. SWAYAM developed by Registrar and Share Transfer Agents:

The security holder may register on 'SWAYAM', RTA's online Investor Self-Service Portal that empowers holders to effortlessly access information through a dashboard and avail various services in digital mode - SWAYAM Portal: <https://swayam.in.mpms.mufig.com/>

Also, you can raise your request directly through service request https://web.in.mpms.mufig.com/helpdesk/Service_Request.html

**For and on behalf of Board of Directors of
AEROFLEX ENTERPRISES LIMITED**
(formerly known as Sat Industries Limited)

Date: 12.08.2025
Place: Mumbai

Harikant Ganeshlal Turgalia
Whole-time Director
DIN: 00049544

Shehnaz D. Ali
Whole-time Director
DIN: 00185452

Annexure – I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

For The Financial Year Ended On 31st March, 2025

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Aeroflex Enterprises Limited
(Formerly known as Sat Industries Limited)
53, C-Wing, Mittal Tower, Nariman Point,
Mumbai-400021, Maharashtra, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **AEROFLEX ENTERPRISES LIMITED (Formerly known as Sat Industries Limited)** having **CIN: L25199MH1984PLC034632** and having registered office at 53, C-Wing, Mittal Tower, Nariman Point, Mumbai-400021, Maharashtra, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority as stated below and otherwise subject to our disclaimer mentioned at footnote:

Sr. No.	Name	DIN	Date of Appointment	Remarks
1.	Mr. Partha Sarathi Sarkar	00047272	26/07/2022	NA
2.	Ms. Uma Manoj Mandavgane	03156224	31/05/2024	NA
3.	Mr. Harikant Ganeshlal Turgalia	00049544	27/09/2001	NA
4.	Mrs. Shehnaz D Ali	00185452	27/09/2001	NA
5.	Mr. Asad Daud	02491539	22/04/2014	NA
6.	Mr. Arpit Khandelwal	09684341	26/07/2022	NA

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 10.06.2025
Place: Mumbai

Gopika Shah – Partner
GHV & Co., Practising Company Secretaries
FCS No.: 10416
C P No.: 11663
UDIN: F010416G000572131

Annexure – II

CERTIFICATE ON CORPORATE GOVERNANCE

Of Aeroflex Enterprises Limited

(Formerly known as Sat Industries Limited)

For the Financial Year ended 31st March, 2025

To,

The Members Of

Aeroflex Enterprises Limited

(Formerly known as Sat Industries Limited)

53, C-Wing, Mittal Tower, Nariman Point,

Mumbai-400021, Maharashtra, India.

1. We have examined the compliance of conditions of Corporate Governance by M/s. AEROFLEX ENTERPRISES LIMITED, (Formerly known as Sat Industries Limited) for the year ended on 31st March, 2025, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in the Listing Regulations for the period April 1, 2024 to 31st March, 2025, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors. Compliance under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") was compiled by the company.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
4. We further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 10.06.2025

Place: Mumbai

Gopika Shah – Partner

GHV & Co., Practising Company Secretaries

FCS No.: 10416

C P No.: 11663

UDIN: F010416G000572175

Independent Auditor's Report

Report on the Audit of the Consolidated Financial Statements

To the Members of **Aeroflex Enterprises Limited (formerly known as Sat Industries Limited)**

OPINION

We have audited the accompanying consolidated financial statements **Aeroflex Enterprises Limited** (formerly known as Sat Industries Limited) (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2025, and the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2025, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

On the facts and circumstances of the Group and the audit, we determine that there are no key audit matters to communicate.

OTHER INFORMATION

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance

of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent

auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not audit the financial statements/financial information of 5 subsidiaries included in the consolidated financial results, whose financial statements/financial information reflect total assets of ₹65,210.29 lakhs as at 31st March, 2025 and total revenues of ₹57,231.54 lakhs and ₹15,077.53 lakhs for the year and quarter ended 31st March, 2025 respectively, total net profit after tax of ₹6,888.41 lakhs and ₹1,761.99 lakhs for the year and quarter ended 31st March, 2025 respectively and total comprehensive income of ₹6,905.69 lakhs and ₹1,775.95 lakhs for the year and quarter ended 31st March, 2025, respectively and net cash flows of (₹4,179.17 lakhs) for the year ended 31st March, 2025, as considered in the Statement.

These financial statements have been audited, by other auditors whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements
As required by Section 143(3) of the Act, we report, to the extent applicable, that:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the **"Annexure A"** a statement on the matters specified in paragraph 3(xxi) of the Order.
2. (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.
- (g) With respect to the other matters to be included in the Auditor's Report in

accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Group has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 34 (a) to the standalone Ind AS financial statements;
 - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
 - (iv) (a) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise,

that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and its subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (v) During the year the Holding Company and its subsidiary companies have complied with Section 123 of the Act, wherever applicable, with regard to dividend declared and paid.

- (vi) Based on our examination which included test checks and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the company and subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and the auditors of the above referred subsidiaries did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company and above referred subsidiaries as per the statutory requirements for record retention.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJU2447

Place of signature: Mumbai
Dated: May 24, 2025

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT (REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

In terms of the information and explanations sought by us and given by the Company and to the best of our knowledge and belief, we state that:

- (i) There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJU2447

Place of signature: Mumbai
Dated: May 24, 2025

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT (REFERRED TO IN PARAGRAPH 2 (F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

Report on the Internal Financial Controls with reference to Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of **Aeroflex Enterprises Limited** (formerly known as Sat Industries Limited) (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent, and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, and its subsidiary companies a which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, and its subsidiary companies which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which

are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to five subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJU2447

Place of signature: Mumbai
Dated: May 24, 2025

Consolidated Balance Sheet

As at 31st March, 2025

(₹ in Lakhs)

Particulars	Note	As at 31 st March, 2025		As at 31 st March, 2024	
ASSETS					
(1) Non-current assets					
(a) Property, plant and equipment	3		23,029.65		13,837.35
(b) Capital work-in-progress	3		984.22		589.87
(c) Right-of-use assets	3		204.14		-
(b) Investment property			-		-
(e) Goodwill			3,779.77		518.60
(f) Other intangible assets	3		111.66		61.36
(g) Intangible assets under development	3		-		3.78
(h) Biological assets other than bearer plants			-		-
(i) Investments accounted for using the equity method					
(i) Financial assets					
(i) Investments	4		2,165.89		1,976.46
(ii) Trade receivables			-		-
(iii) Loans	5		4,616.05		2,638.42
(iv) Others	6		530.77	7,312.71	164.93
(J) Deferred tax assets (net)			-		-
(k) Other non-current assets	7		348.17		683.36
(2) Current assets					
(a) Inventories	8		13,078.48		8,884.51
(b) Financial assets					
(i) Investments			-		-
(ii) Trade receivables	9		18,984.65		14,800.48
(iii) Cash and cash equivalents	10		4,386.63		8,579.88
(iv) Bank balances other than (iii) above	11		14,875.83		25,108.09
(v) Loans	5		4,369.50		6,309.91
(vi) Others	6		231.42	42,848.03	155.91
(c) Current tax assets (net)	12		18.74		13.28
(d) Other current assets	7		5,794.62		5,001.00
Total Assets			97,510.19		89,327.19
EQUITY AND LIABILITIES					
Equity					
(a) Equity share capital	13		2,261.70		2,261.70
(b) Other equity	14		67,810.49		69,805.06
Equity attributable to the owners of the parent			67,810.49		62,570.36
Non controlling interest			12,233.42	80,043.91	7,234.70
Total Equity			82,305.61		72,066.76
Liabilities					
(1) Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	15		461.81		1,016.52
(ia) Lease liabilities	16		137.77		-
(ii) Trade payables			-		-
(iii) Other financial liabilities	17		1,372.69	1,972.27	572.13
(b) Provisions	18		35.11		-
(c) Deferred tax liabilities (net)	19		365.62		394.49
(d) Other non-current liabilities			-		-
(2) Current liabilities					
(a) Financial liabilities					
(i) Borrowings	20		2,435.53		5,289.74
(ia) Lease liabilities	16		71.54		-
(ii) Trade payables	21				
(A) total outstanding dues of micro enterprises and small enterprises; and			923.38		323.68
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.			6,178.81		6,237.73
(iii) Other financial liabilities (other than those specified in item (c))	17		1.93	9,611.19	2.69
(b) Other current liabilities	22		2,365.72		2,712.64
(c) Provisions	18		116.32		33.80
(d) Current tax liabilities (net)	23		738.35		677.01
Total Equity and Liabilities			97,510.19		89,327.19

See accompanying notes to financial statements 1 to 73

As per our Report attached

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
Proprietor
M.No.: 403290

ALKA PREMKUMAR GUPTA
Company Secretary
M.No.: A35442

SHEHNAZ D ALI
Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director
and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJU2447

Consolidated Statement of Profit and Loss

For the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Note	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Income:			
I Revenue from operations	24	57,853.77	50,062.28
II Other income	25	2,754.98	27,779.88
III Total Income (I+II)		60,608.75	77,842.16
IV Expenses:			
Cost of materials consumed	26	32,093.64	32,270.17
Purchases of stock-in-trade	27	1,819.99	1,006.79
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(684.69)	(1,153.68)
Employee benefits expense	29	5,678.18	3,662.04
Finance costs	30	558.31	981.67
Depreciation and amortisation expense	3	1,527.32	916.01
Other expenses	31	8,706.28	6,983.99
Total expenses (IV)		49,699.03	44,666.99
V Profit before share of profit/(loss) of an associate and exceptional items (III-IV)		10,909.72	33,175.17
VI Share of profit/(loss) of an associate		-	-
VII Profit before exceptional items and tax (V+VI)		10,909.72	33,175.17
VIII Exceptional items		-12.81	-
IX Profit before tax (VII+VIII)		10,896.91	33,175.17
X Tax expense:			
(1) Current tax		2,694.35	5,592.57
Less: MAT adjustments		2.34	14.10
		2,692.01	5,578.47
(2) Prior period income tax		7.87	102.33
(3) Deferred tax		123.84	71.91
		2,823.72	5,752.71
XI Profit for the period from continuing operations (IX-X)		8,073.19	27,422.46
XII Profit/(Loss) from discontinued operations		-	-
XIII Tax expense of discontinued operations		-	-
XIV Profit/(loss) from discontinued operations (after tax) (XII-XIII)		-	-
XV Profit for the period (XI+XIV)		8,073.19	27,422.46
XVI Other comprehensive income			
A (i) items that will not be reclassified to profit or loss			
Re-measurement gains (losses) on actuarial valuation of gratuity		1.78	-
Equity instrument through other comprehensive income		5.13	12.19
(ii) Income tax relating to item that will not be reclassified to profit or loss		-0.95	-
B (i) items that will be reclassified to profit or loss			
Exchange difference in translating the financial instatement of foreign operations		212.41	50.58
(ii) Income tax relating to item that will be reclassified to profit or loss		-	62.77
XVII Total Comprehensive Income for the period (XV+XVI)		8,291.56	27,485.23
Attributable to a) Owners of the parent		5,530.37	25,791.61
b) Non-controlling interests		2,761.19	1,630.85
Of the total comprehensive income			
Profit for the year attributable to:			
Owners of the parent		5,312.00	25,791.61
Non-controlling interests		2,761.19	1,630.85
Of the total comprehensive income above,			
Other comprehensive income attributable to:			
Owners of the parent		218.37	62.77
Non-controlling interests		-	-
XVIII Earnings per equity share: (for continuing operations)			
(1) Basic	33	7.14	24.25
(2) Diluted	33	7.14	24.25
XIX Earnings per equity share: (for discontinued operations)			
(1) Basic		-	-
(2) Diluted		-	-
XX Earnings per equity share: (for discontinued & continuing operations)			
(1) Basic	33	7.14	24.25
(2) Diluted	33	7.14	24.25

See accompanying notes to financial statements 1 to 73

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
Proprietor
M.No.: 403290

ALKA PREMKUMAR GUPTA
Company Secretary
M.No.: A35442

SHEHNAZ D ALI
Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director
and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJU2447

Consolidated Cash Flow Statement

For the year ended 31st March, 2025

(₹ in Lakhs)

Sr. No.	Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
A	Cash Flow from Operating Activities		
	Net profit before tax	10,896.91	33,175.17
	Adjustments for:		
	Depreciation	1,527.32	916.01
	Interest paid	534.88	908.38
	Interest received	(1,541.71)	(400.29)
	Loss/(profit) on sale of property, plant and equipment	(150.39)	1.15
	Foreign exchange on translation	212.41	21.01
	Unrealised exchange rate difference	(53.28)	-
	Provision for bad debts	238.97	237.61
	(Profit)/loss on sale of investments	(155.17)	(25,601.96)
	Operating Profit before working capital changes	11,509.94	9,257.08
	Adjustment for:		
	Inventories	(1,597.41)	(370.73)
	Trade receivables	(3,134.28)	(4,306.55)
	Trade payables	146.29	1,281.11
	Loans	(36.21)	(2,229.80)
	Other financial assets	(18.75)	(42.43)
	Other non-current financial assets	(363.46)	(102.70)
	Financial liabilities	799.80	572.05
	Current liabilities and provisions	(862.73)	1,276.59
	Other bank balance	10,264.14	(23,935.01)
	Increase current tax assets	(5.46)	(13.28)
	Increase/(decrease) non-current assets	345.81	(329.78)
	Increase in other current assets	(441.85)	89.59
	Cash generated from operations	16,605.83	(18,853.86)
	Income tax paid	2,640.88	5,716.88
	Net Cash Inflow/(Outflow) from Operation (A)	13,964.95	(24,570.74)
B	Cash Flow from Investing Activities		
	Sale of property, plant and equipment	674.17	9.43
	Purchase of property, plant and equipment including CWIP	(10,365.56)	(4,534.36)
	Purchase of intangible assets	(76.96)	(19.51)
	Purchase of investments - non-current	(270.41)	(697.69)
	Sale of investments	241.61	25,892.32
	Interest received	1,541.71	400.29
	Net Cash Inflow/(Outflow) from investing Activities (B)	(8,255.44)	21,050.48
C	Cash flow from Financing Activities		
	Increase in borrowings	133.32	163.00
	Repayment of borrowings	(3,528.16)	(4,993.68)
	Amount raised through initial public offer by subsidiary	-	16,200.00
	Amalgamation expenses	(5.37)	(15.04)
	Dividend payment	(276.17)	(362.15)
	Capital issue expenses	(8.70)	(2,204.03)
	Acquisition of subsidiary (net)	(5,668.72)	-
	Interest paid	(534.88)	(908.38)
	Net Cash Inflow/(Outflow) from Financing Activities (C)	(9,888.68)	7,879.72
	Net Increase/Decrease in cash & cash equivalents (A+B+C)	(4,179.17)	4,359.46
	As at the beginning of the year	8,579.88	3,572.90
	Less: Cash credit	1,771.11	1,123.59
	As at the end of the year	4,386.63	8,579.88
	Less: Cash credit	1,757.03	1,771.11
	Net Increase/(Decrease) in cash & cash equivalents	(4,179.17)	4,359.46

Consolidated Cash Flow Statement (Contd.)

For the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
I. Cash and cash equivalents as per above comprise of the following:		
Cash on hand	16.01	16.03
Balances with scheduled banks:		
- On current accounts	2,560.00	916.53
- On deposit accounts (deposits having an original maturity of 3 months or less)	1,810.62	7,647.32
Cash and cash equivalents as per note 10	4,386.63	8,579.88

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Act, 2013.

The notes 1 to 73 form an integral part of the financial statements.

This is the Statement of Cash Flows referred to in our report of even date.

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
Proprietor
M.No.: 403290

ALKA PREMKUMAR GUPTA
Company Secretary
M.No.: A35442

SHEHNAZ D ALI
Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJU2447

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2025

A) EQUITY SHARE CAPITAL

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current reporting period	Balance at the end of the current reporting period
2,261.70	-	-	-	2,261.70

(2) Previous reporting period

(₹ in Lakhs)

Balance at the beginning of the previous reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous reporting period	Balance at the end of the previous reporting period
2,261.70	-	-	-	2,261.70

Consolidated Statement of Changes in Equity (Contd.)

For the year ended 31st March, 2025

B) OTHER EQUITY

	Reserves & Surplus					Equity instruments through other comprehensive income	Exchange difference on translating financial difference on foreign operation	Capital issue expenses	Attributable to owners of the parent	Non-controlling interest	Total
	Statutory reserve	Capital reserve	Securities premium	General reserve	Retained earnings						
Balance at the beginning of the reporting period - 01/04/2023	9.80	5,698.29	7,063.63	127.04	9,944.18	(40.87)	1,107.72	(35.38)	23,874.41	4,615.84	28,490.25
Profit for the year	-	-	-	-	25,791.61	-	-	-	25,791.61	1,630.85	27,422.46
Total comprehensive income for the year	-	-	-	-	-	12.19	50.58	-	62.77	-	62.77
On initial public offer of subsidiary	-	-	15,900.00	-	-	-	-	-	15,900.00	-	15,900.00
Transfer to/from	-	-	(126.29)	-	(350.92)	-	-	(2,204.03)	(2,681.24)	-	(2,681.24)
Dividend	-	-	-	-	(362.15)	-	-	-	(362.15)	988.01	625.86
Statutory reserves as per Section 45-IC of RBI Act, 1934	3.32	-	-	-	(3.32)	-	-	-	-	-	-
Amalgamation expenses	-	-	-	-	(15.04)	-	-	-	(15.04)	-	(15.04)
Capital expenses	-	-	(2,239.41)	-	-	-	-	2,239.41	-	-	-
Balance at the end of the reporting period - 31/03/2024	13.12	5,698.29	20,597.93	127.04	35,004.36	(28.68)	1,158.30	-0.00	62,570.36	7,234.70	69,805.06
Profit for the year	-	-	-	-	5,312.00	-	-	-	5,312.00	2,761.19	8,073.19
Total comprehensive income for the year	-	-	-	-	-	5.96	212.41	-	218.37	-	218.37
On initial public offer of subsidiary	-	-	-	-	-	-	-	-	-	-	-
On acquisition of subsidiary	-	-	-	-	-	-	-	-	-	2,237.53	2,237.53
Transfer to/from	-	-	-	-	(276.17)	-	-	(8.70)	(8.70)	-	(8.70)
Dividend	-	-	-	-	(32.00)	-	-	-	(276.17)	-	(276.17)
Statutory reserves as per Section 45-IC of RBI Act, 1934	32.00	-	-	-	(32.00)	-	-	-	-	-	-
Amalgamation expenses	-	-	-	-	(5.37)	-	-	-	(5.37)	-	(5.37)
Balance at the end of the reporting period - 31/03/2025	45.12	5,698.29	20,597.93	127.04	40,002.82	(22.72)	1,370.71	(8.70)	67,810.49	12,233.42	80,043.91

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

AJAY PALIWAL
Proprietor
M.No.: 403290

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJU2447

ALKA PREMKUMAR GUPTA
Company Secretary
M.No.: A35442

SHEHNAZ D ALI
Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Signatures to the Financial Statements and Notes

Notes to the Consolidated Financial Statements

1. COMPANY INFORMATION

Aeroflex Enterprises Limited (formerly known as SAT Industries Limited) (AEL) - parent - is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. AEL is engaged in the manufacture of flexible packaging, flexible flow solution, engineering services, leasing, investment etc. activities on its own and through subsidiary companies.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 - Share-based Payment, leasing transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from

those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries and together with the share of the total comprehensive income of associates.

Subsidiaries are entities controlled by the Group. Associate is an entity over which the Group exercise significant influence but does not control.

Control and significant influence is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates,

which is not larger than an operating segment, and is monitored for internal management purposes. An investment in an associate is initially recognized at cost on the date of the investment, and inclusive of any goodwill/capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits/losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method').

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment – Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP. Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All upgradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant

and equipment are depreciated in a manner that amortises the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a written down value basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Group are as follows:

Buildings	30 Years
Plant and Equipment	7 – 25 Years
Furniture and Fixtures	8 – 10 Years
Vehicles	8 – 10 Years
Office Equipment	5 Years

No write off is made in respect of leasehold land.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each balance sheet date and changes, if any, are treated as changes in accounting estimate.

Goodwill on Consolidation

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss. On acquisition of an associate, the goodwill/capital reserve arising from such acquisition is included in the carrying amount of the investment and also disclosed separately.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

Intangible Assets

Intangible assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant.
- for separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP.

Intangible assets that have finite lives are amortised over their estimated useful lives by the written down value method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortised.

All intangible assets are tested for impairment. Amortisation expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss.

Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortisation and/or impairment losses. The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceeds their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on FIFO method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

Foreign Currency Transactions

The presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences, arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

For the preparation of the consolidated financial statements:

- (a) assets and liabilities of foreign operations, together with goodwill and fair value adjustments assumed on acquisition thereof, are translated to Indian Rupees at exchange rates prevailing at the reporting period end;
- (b) income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising on such translation are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

Investment in Associate

Investment in Associate is accounted for using the 'equity method' less accumulated impairment, if any.

Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Financial assets include investments, trade receivables, advances, security deposits, cash and cash equivalents. Such assets are initially recognised at transaction price when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that

triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, advances, security deposits, cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification:

When and only when the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition:

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes excise and other duties which the Group pays as a principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Government Grant

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Employee Benefits

- i) Short-term employee benefits liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognised as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

- ii)

Post-Employment Contribution Plans	Benefits	Defined
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Payments made to a defined contribution plan such as provident fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

The contributions to the provident fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

iii) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to Statement of Profit and Loss in the period in which they arise.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Group as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit

and Loss on a straight-line basis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Claims

Claims against the Group not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The

CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes.

“Unallocated Corporate Expenses” include revenue and expenses that relate to initiatives/costs attributable to the enterprise as a whole and are not attributable to segments.

Financial and Management Information Systems

The Group's accounting system is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial information appropriate to the businesses and facilitate Internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies

The following are the judgements, apart from those involving estimations (see note below), that the Group have made in the process of applying the accounting policies and that have a significant effect on the amounts recognised in the consolidated financial statements:

1. Control

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power/rights and consequently the practical ability to direct the relevant activities of its investees unilaterally. In making this judgement, the Group considered the absolute size of its holding, the relative size of and dispersion of other shareholders, and whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees. Based on this, and in accordance with its accounting policy, the Group has determined that the entities listed in the notes to the financial statements are the only entities over which Group has control.

2. Significant influence

The Group assessed whether or not it has significant influence on its investees based on its practical ability to participate in the financial and operating policy decisions of the investee, though it is not in control of these policies. Based on such assessment, the Group determined that the entities listed in the notes to the financial statements are the only entities over which the Group has significant influence, and accordingly associates.

3. Useful life of Intangible Assets

The Group is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities

In respect of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

Particulars	Owned Assets												Total (₹ in Lakhs)	
	Land - freehold	Land - leasehold*	Building	Plant and equipment	Furniture and fixtures	Vehicle	Office equipment	D.G. Set	Tube well	Computer	DEM	Moulds (operating lease)		Plant and Equipment (operating lease)
Year ended 31 st March, 2025														
GROSS CARRYING AMOUNT														
Opening gross carrying amount	312.61	2,198.03	4,901.67	13,429.32	543.31	366.87	330.29	58.24	7.28	335.17	-	509.59	319.70	23,312.08
Additions	32.61	60.00	1,894.90	7,220.06	253.09	83.74	134.63	-	-	32.89	-	-	-	9,711.92
On acquisition of subsidiary	-	1,116.00	172.47	89.29	40.07	41.48	8.55	-	-	4.67	7.79	-	-	1,480.32
Disposals/adjustments	-	-	-	263.86	(0.03)	16.26	(0.04)	-	-	1.03	-	509.59	319.70	1,110.37
Closing Gross Carrying Amount	345.22	3,374.03	6,969.04	20,474.81	836.50	475.83	473.51	58.24	7.28	371.70	7.79	-	-	33,393.95
ACCUMULATED DEPRECIATION														
Opening accumulated depreciation	-	-	2,077.38	5,916.79	357.93	250.17	285.54	34.52	0.78	270.14	-	168.73	112.75	9,474.73
Depreciation charged during the year	-	-	355.44	856.23	55.39	48.79	45.70	2.55	0.23	45.23	1.01	9.99	6.79	1,427.35
Disposals/adjustments	-	-	-	227.90	-	12.02	0.01	-	-	0.41	-	178.72	119.54	538.60
Closing Accumulated Depreciation	-	-	2,432.82	6,545.12	413.32	286.94	331.23	37.07	1.01	315.78	1.01	-	-	10,364.30
Net Carrying Amount	345.22	3,374.03	4,536.22	13,929.69	423.18	188.89	142.28	21.17	6.27	55.92	6.78	-	-	23,029.65
Year ended 31 st March, 2024														
GROSS CARRYING AMOUNT														
Opening gross carrying amount	115.96	1,650.96	4,190.06	11,013.20	447.06	351.79	293.67	58.24	6.49	274.97	-	509.59	319.70	19,231.69
Additions	196.65	547.07	711.61	2,437.44	96.25	15.08	36.62	-	0.79	60.20	-	-	-	4,101.71
Disposals/adjustments	-	-	-	21.32	-	-	-	-	-	-	-	-	-	21.32
Closing Gross Carrying Amount	312.61	2,198.03	4,901.67	13,429.32	543.31	366.87	330.29	58.24	7.28	335.17	-	509.59	319.7	23,312.08
ACCUMULATED DEPRECIATION														
Opening accumulated depreciation	-	-	1,925.55	5,372.09	329.17	217.55	259.09	31.97	0.56	215.69	-	150.29	99.98	8,601.94
Depreciation charged during the year	-	-	151.83	555.44	28.76	32.62	26.45	2.55	0.22	54.45	-	18.44	12.77	883.53
Disposals/adjustments	-	-	-	10.74	-	-	-	-	-	-	-	-	-	10.74
Closing Accumulated Depreciation	-	-	2,077.38	5,916.79	357.93	250.17	285.54	34.52	0.78	270.14	-	168.73	112.75	9,474.73
Net Carrying Amount	312.61	2,198.03	2,824.29	7,512.53	185.38	116.70	44.75	23.72	6.50	65.03	-	340.86	206.95	13,837.35

*No write off has been made in respect of leasehold land.

Intangible Asset

(₹ in Lakhs)

Particulars	Owned Assets		Total
	Building	Trademark	
Year ended 31st March, 2025			
GROSS CARRYING AMOUNT			
Opening gross carrying amount	177.93	-	177.93
Additions	80.58	0.16	80.74
On acquisition of subsidiary	9.04	-	9.04
Disposals/adjustments	-	-	-
Closing Gross Carrying Amount	267.55	0.16	267.71
ACCUMULATED DEPRECIATION			
Opening accumulated depreciation	116.57	-	116.57
Depreciation charged during the year	39.46	0.02	39.48
Disposals/adjustments	-	-	-
Closing Accumulated Depreciation	156.03	0.02	156.05
Net Carrying Amount	111.52	0.14	111.66
Year ended 31st March, 2024			
GROSS CARRYING AMOUNT			
Opening gross carrying amount	162.20	162.20	162.20
Additions	15.73	15.73	15.73
Disposals/adjustments	-	-	-
Closing Gross Carrying Amount	177.93	177.93	177.93
ACCUMULATED DEPRECIATION			
Opening accumulated depreciation	84.09	84.09	84.09
Depreciation charged during the year	32.48	32.48	32.48
Disposals/adjustments	-	-	-
Closing Accumulated Depreciation	116.57	116.57	116.57
Net Carrying Amount	61.36	61.36	61.36

Right-of-use Assets

(₹ in Lakhs)

Particulars	Building	Total
Year ended 31st March, 2025		
GROSS CARRYING AMOUNT		
Opening gross carrying amount	-	-
Additions	259.29	259.29
On acquisition of subsidiary	5.34	5.34
Disposals/adjustments	-	-
Closing Gross Carrying Amount	264.63	264.63
ACCUMULATED DEPRECIATION		
Opening accumulated depreciation	-	-
Depreciation charged during the year	60.49	60.49
Disposals/adjustments	-	-
Closing Accumulated Depreciation	60.49	60.49
Net Carrying Amount	204.14	204.14

Right-of-use Assets (Contd.)

(₹ in Lakhs)

Particulars	Building	Total
Year ended 31st March, 2024		
GROSS CARRYING AMOUNT		
Opening gross carrying amount	-	-
Additions	-	-
Disposals/adjustments	-	-
Closing Gross Carrying Amount	-	-
ACCUMULATED DEPRECIATION		
Opening accumulated depreciation	-	-
Depreciation charged during the year	-	-
Disposals/adjustments	-	-
Closing Accumulated Depreciation	-	-
Net Carrying Amount	-	-

Capital Work-In-Progress

(₹ in Lakhs)

FY 2024-25	984.22
FY 2023-24	589.87

Intangible assets under development

(₹ in Lakhs)

FY 2024-25	-
FY 2023-24	3.78

Note:

- (i) There are no immovable properties whose title deeds are not held in the name of the Parent and subsidiary companies.
- (ii) The Group has not revalued its property, plant and equipment.
- (iii) The Group has not revalued its intangible assets.
- (iv) Capital work-in-progress (CWIP) and intangible assests under development:

(a) CWIP aging schedule

(₹ in Lakhs)

Particulars	Amount in CWIP for current period for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

(₹ in Lakhs)

Particulars	Amount in CWIP for previous period for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	589.87	-	-	-	589.87
Projects temporarily suspended	-	-	-	-	-

(b) Intangible assets under development:**Intangible Assets under development ageing schedule**

(₹ in Lakhs)

Particulars	Amount in CWIP for current period for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

(₹ in Lakhs)

Particulars	Amount in CWIP for previous period for				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	3.78	-	-	-	3.78
Projects temporarily suspended	-	-	-	-	-

NOTE 4: NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
A) Investments in Equity Instruments				
i) Unquoted				
(a) Investment in CCD				
Positive Food Ventures Pvt Ltd - CCD	3,394	4.75	3,394	4.75
(Face value ₹10/- each)				
Gozing Technology Pvt Ltd - CCD	35	2.10	35	2.10
(Face value ₹10/- each)				
Legalpay Technology Pvt Ltd - CCD	500	5.00	500	5.00
(Face value ₹10/- each)				
Artha Energy Projects Pvt Ltd - CCD	50	50.00	50	50.00
(Face value ₹10/- each)				
Giggle Galaxy Private Limited - CCD	30	4.50	-	-
(Face value ₹10/- each)				
(b) Investment in CCPS				
Global value Food and Condiments Pvt Ltd	26	2.50	26	2.50
(Face value ₹10/- each)				
Aubotz Labs Pvt Ltd	39	7.01	39	7.01
(Face value ₹10/-)				
Botson Labs Private Limited	1,902	12.51	1,902	12.51
(Face value ₹10/-)				
Broomees India Pvt Ltd	112	16.26	112	16.26
(Face value ₹10/-)				
CarterPorter Pvt Ltd	44	3.60	44	3.60
(Face value ₹10/-)				
Chakshu.AI Pvt Ltd	985	10.00	985	10.00
(Face value ₹10/-)				
Comfypets Pvt Ltd	-	-	97	11.03
(Face value ₹10/-)				
Crescere Technologies Pvt Ltd	10	7.00	10	7.00
(Face value ₹10/-)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
Devnagri AI Private Limited	94	10.92	94	10.92
(Face value ₹10/-)				
DVDP Technologies Pvt Ltd	79	7.01	79	7.01
(Face value ₹10/-)				
Ensuredit Technologies Pvt Ltd	120	2.48	120	2.48
(Face value ₹10/-)				
Expertrons Technologies Pvt Ltd	12	10.73	12	10.73
(Face value ₹10/-)				
Frello Technology Pvt Ltd	39	9.23	39	9.23
(Face value ₹10/-)				
Giggle Galaxy Private Limited	27,064	6.22	27,064	6.22
(Face value ₹10/-)				
Joule Consulting Private Limited	240	6.69	240	6.69
(Face value ₹10/-)				
Meliorism Switchism Pvt Ltd	129	10.07	129	10.07
(Face value ₹10/-)				
Mothersense Technologies Pvt Ltd	2	4.28	2	4.28
(Face value ₹10/-)				
Ncome Tech Solutions Pvt Ltd	89	12.53	89	12.87
(Face value ₹10/-)				
Pinbox Inclusion Pvt Ltd	11	11.69	11	11.69
(Face value ₹10/-)				
Prescinto Technologies Pvt Ltd	-	-	429	11.71
(Face value ₹10/-)				
Qzense Labs Pvt Ltd	41	3.94	41	3.94
(Face value ₹10/-)				
Sampatra Technologies Pvt Ltd	750	7.61	750	7.61
(Face value ₹10/-)				
Seygnux Solutions Pvt Ltd	39	5.59	39	5.59
(Face value ₹10/-)				
Shrikar Datakund Pvt Ltd	-	-	52	7.52
(Face value ₹10/-)				
SPV Laboratories Pvt Ltd	7,400	7.03	7,400	7.03
(Face value ₹10/-)				
Tecso Charge Zone Private Limited	2,191	4.60	2,191	4.60
(Face value ₹10/-)				
Wizzy Softech Pvt Ltd	97	11.11	97	11.11
(Face value ₹10/-)				
Asht Capital Pvt Ltd - CCPS	174	16.07	174	16.07
(Face value ₹10/-)				
Cyberviking Ventures Pvt Ltd/Nooble - CCPS	-	-	13	6.97
(Face value ₹10/-)				
DCG Tech Limited CCPS	4,340	25.00	4,340	25.00
(Face value ₹10/-)				
Globalvalue Food and Condiments Pvt Ltd - CCPS	26	2.50	26	2.50
(Face value ₹10/-)				
Gozing Technology Pvt Ltd - CCPS	115	4.25	115	4.25
(Face value ₹10/-)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
Mestis Energy Pvt Ltd - CCPS	104	11.01	104	11.01
(Face value ₹10/-)				
Red Basil Technologies Pvt Ltd - CCPS	904	11.01	904	11.01
(Face value ₹10/-)				
Riverus Technology Solutions Pvt Ltd - CCPS	1,25,148	20.18	93,862	15.00
(Face value ₹10/-)				
Snippt Media Pvt Ltd - CCPS	1,248	10.01	1,248	10.01
(Face value ₹10/-)				
Sunfox Technologies Pvt Ltd - CCPS	53	6.99	53	6.99
(Face value ₹10/-)				
Text Mercato Solutions Pvt Ltd - CCPS	15	5.02	15	5.02
(Face value ₹10/-)				
Thermal Energy Service Solutions Pvt Ltd - CCPS	155	11.05	155	11.05
(Face value ₹10/-)				
Zoofresh Foods Pvt Ltd - CCPS	5,175	25.97	5,175	25.97
(Face value ₹10/-)				
Easy To Pitch Networks Pvt Ltd	13	9.09	13	9.09
(Face value ₹10/-)				
Thinkmetal Pvt Ltd	116	11.02	116	11.02
(Face value ₹10/-)				
Bugbase Security Pvt Ltd	64	11.14	64	11.14
(Face value ₹10/-)				
Dr. Jackfruit India Pvt Ltd	10	11.96	10	11.96
(Face value ₹10/-)				
Fifty Fintech Private Limited	79	11.13	79	11.13
(Face value ₹10/-)				
Geoalgo Technologies Pvt Ltd	305	11.03	305	11.03
(Face value ₹10/-)				
Imagine Healthfin Pvt Ltd - CCPS	3,895	11.00	3,895	11.00
(Face value ₹10/-)				
Metashop Pvt Ltd - CCPS	68	11.15	68	11.15
(Face value ₹10/-)				
Super Saiyan Labs Pvt Ltd	66	11.14	66	11.14
(Face value ₹10/-)				
Toroi Technologies Pvt Ltd	217	32.28	217	16.14
(Face value ₹10/-)				
XETGO Pvt Ltd CCPS	294	40.10	294	40.10
(Face value ₹10/-)				
Dolf Labs Pvt Ltd-EQ	-	-	114	11.08
(Face value ₹10/-)				
Flickstree Productions Pvt Ltd - CCPS	10	11.64	-	-
Lorien Business Management Pvt Ltd - CCPS	1,00,000	10.00	-	-
Vested Finance Inc	22,050.00	4.56	22,050.00	4.56
Mycelium Software	6.17	-	6.17	-
Laminar Global	1,32,300.00	27.39	1,32,300.00	27.38
Field Proxy Inc.	454.00	0.10	454.00	0.10
Bugbase Pre.Ltd		0.02		0.02

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
(c) Investments in Others (fully paid up) (At fair value through other comprehensive income):				
Ensuredit Technologies Pvt Ltd - E/s	23	0.47	23	0.47
(Face value ₹10/- each)				
Positive Food Ventures Private Limited - E/S	178	0.25	89	0.12
(Face value ₹10/- each)				
Vphrase Analytics Solution Pvt Ltd	-	-	112	10.13
(Face value ₹10/- each)				
Urbtranz Technologies Pvt Ltd	279	3.11	279	3.11
(Face value ₹10/- each)				
Zeva Capsol Private Limited	19,634	20.01	19,634	20.01
(Face value ₹10/- each)				
Reconext Labs Private Limited	16	2.11	16	2.11
(Face value ₹10/- each)				
Eduvanz Financing Private Limited	4,294	31.40	4,294	31.40
(Face value ₹10/- each)				
Flickstree Productions P Ltd	50	6.19	50	6.19
(Face value ₹10/- each)				
Metro politan Exchange Limited	5,00,000	6.10	5,00,000	6.10
(Face value ₹1/- each)				
Nuve Pro Technologies Pvt Ltd	76,920	20.00	76,920	20.00
(Face value ₹1/- each)				
Kalprik Technologies Pvt Ltd	-	-	21,688	5.12
(Face value ₹1/- each)				
Bohri Kitchen Pvt Ltd	55	4.73	55	4.73
(Face value ₹10/- each)				
Karma Primary Healthcare Services Pvt Ltd	1,188	5.97	1,188	5.97
(Face value ₹1/- each)				
Truelan Textiles Pvt Ltd	32	3.15	32	3.15
(Face value ₹10/- each)				
SynThera Biomedical Private Limited	82	5.03	82	5.03
(Face value ₹10/- each)				
Switchme Technologies and Services Pvt Ltd	103	5.00	103	5.00
(Face value ₹10/- each)				
Insorce Operational Optimizers Pvt Ltd	34,165	5.00	34,165	5.00
(Face value ₹1/- each)				
Mynvax Private Limited	51	5.00	51	5.00
(Face value ₹10/- each)				
Supa Star Foods P Ltd	-	-	136	9.97
(Face value ₹10/- each)				
Lenden Club Techserve P Ltd	1,011	0.01	1,011	0.01
(Face value ₹1/- each)				
Lightsaber Food Ventures Private Limited	51	5.82	51	5.82
(Face value ₹10/- each)				
Rare Plant Handicrafts Limited	514	19.44	514	19.46
(Face value ₹10/- each)				
Irida Interative Private Limited	30	5.53	30	5.53
(Face value ₹10/- each)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
Wi Digital Services Private Limited	2,825	0.29	2,825	0.29
(Face value ₹10/- each)				
Rocktium Com Technology Private Limited	84	0.01	84	0.01
(Face value ₹10/- each)				
Instoried Research Labs Pvt Ltd	344	0.03	344	0.03
(Face value ₹10/- each)				
Ramtirth Leasing and Finance Co.P Ltd	9,265	0.93	9,265	0.93
(Face value ₹10/- each)				
My Aashiana Management Services Pvt Ltd	25,480	26.31	25,480	26.31
(Face value ₹10/- each)				
Zoofresh Foods Pvt Ltd	244	1.42	244	1.42
(Face value ₹10/- each)				
(d) Investment in Convertible Preference Shares:				
Duronto Technologies Private Limited	1,122	10.00	1,122	10.00
(Face value ₹45/- each)				
Lithasa Technologies Pvt Ltd	83	19.03	83	19.03
Pre - Series A1 Cumulative Convertible Preference share of face value ₹100/- each fully paid up				
Mandali E-Business Pvt Ltd	-	-	112	5.04
0.01% (Face value ₹10/- each)				
Reverus Technology Solutions Pvt Ltd	-	-	31,286	5.18
0.01% (Face value ₹10/- each)				
Text Mercato Solutions Pvt Ltd	32	5.18	32	5.18
(Face value ₹10/- each)				
Entellus Business Solutions Pvt Ltd	17	2.89	17	2.89
(Face value ₹10/- each)				
Mynvax Pvt Ltd	24	7.69	24	7.69
(Face value ₹10/- each)				
Trudel Faishion Private Limited	33	5.19	33	5.19
(Face value ₹10/- each)				
Modaviti E-Marketing Pvt Ltd	25	0.01	25	0.01
(Face value ₹10/- each)				
Skilancer Solar Private Limited	36	2.09	36	2.09
(Face value ₹10/- each)				
Getup for Change Service Pvt Ltd	84	0.01	84	0.01
(Face value ₹10/- each)				
Mynvax Private Limited	17	4.70	17	4.70
(Face value ₹10/- each)				
(e) Investment in Funds				
Venture Capital Fund				
9Unicorns Accelerator Fund - I	1,00,000	97.93	85,000	84.95
(Face value ₹100/- each)				
BlinC Fund II	850	84.85	700	69.98
(Face value ₹10,000/- each)				
Z Nation Lab Growth Fund	3,400	300.14	3,360	296.05
(Face value ₹100/- each)				

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
Artha Select Fund	15,000	14.98	10,000	10.00
(Face value ₹100/- each)				
Beams Fintech Fund I	60,000	59.99	35,000	35.00
(Face value ₹100/- each)				
Siriusone Capital Fund	25,000	25.50	25,000	25.50
(Face value ₹100/- each)				
India Quotient Fund II	100	66.99	100	69.34
(Face value ₹1,00,000/- each)				
Artha Continuum Fund	15,000.00	15.44	15,000.00	15.44
(Face value ₹100/- each)				
1 Funds Trust 2	11	11.00	11	11.00
(Face value ₹1,00,000/- each)				
Gostops Hospitality Private Limited (1 Fund Trust 2)	16	16.00	16	16.00
(Face value ₹1,00,000/- each)				
India Inflection Opportunity Fund	252	252.18	195	195.00
(Face value ₹1,00,000/- each)				
Simyog Technology Private Limited (1 Fund Trust 2)	8	8.00	8	8.00
(Face value ₹1,00,000/- each)				
Artha Venture Fund-1	39,750	88.80	27,000	76.07
(Face value ₹100/- each)				
LV Angel Fund	11	5.36	11	5.36
(Face value ₹1,00,000/- each)				
Haystack Analytics Pvt Ltd (1 Fund Trust 2)	15	15.00		-
Xyma Analytics Pvt Ltd (1 Fund Trust 2)	25	25.00		-
Real Time Angel Fund	5,090	50.90		-
B) Investments in LLP				
Rubis Capital Advisors LLP		5.12		5.12
3.13% Share		.		.
EQUIPACT ADVISORY LLP		100.00		100.00
6.67% Share				
C) Investments in Equity Instruments				
i) Quoted				
(a) Investments in Subsidiary (fully paid up)				
(Carried at cost)				
(b) Others				
Tirupati Sarjan Limited	3,75,000	51.38	3,75,000	46.27
(Face value ₹10/- each)				
BCL Industries	580	0.28	-	-
(Face value ₹10/- each)				
Hindustan Construction Company Ltd	300	0.09	-	-
(Face value ₹10/- each)				
New India Assurance Company Ltd	10	0.02	-	-
(Face value ₹10/- each)				
Tata Consultancy Service Ltd	2	0.07	-	-
(Face value ₹10/- each)				
		2,165.89		1,976.46
(a) Total Investment		2,165.89		1,976.46
(b) Aggregate amount of unquoted Investments		2,114.05		1,930.19

NOTE 4: NON-CURRENT INVESTMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Units	Value	Units	Value
(c) Aggregate amount of quoted Investments		87.61		87.15
(d) Aggregate provision for diminution in value-quoted		35.77		40.88
(e) Market value of quoted investments		51.84		46.27

NOTE 5: LOANS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
(a) Loan considered good - secured				
(b) Loan considered good - unsecured	4,388.03	4,616.05	6,327.60	2,638.42
(c) Loans which have significant increase in Credit Risk	-	-	-	-
(d) Loans - Credit impaired	-	-	-	-
	4,388.03	4,616.05	6,327.60	2,638.42
Less: Allowance for doubtful debts	18.53	-	17.69	-
Total	4,369.50	4,616.05	6,309.91	2,638.42

Note 5.1:

No loans are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in Note 37.

Loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties

(a) Repayable on demand or (b) without specifying terms of period of repayment

(₹ in Lakhs)

Type of Borrower	Promoters	Directors	KMPs	Total
Amount of loan or advance in the nature of outstanding	0 (0)	0 (0)	0.65 (1.85)	0.65 (1.85)
Percentage to the total loans & advances in the nature of loans	0 (0)	0 (0)	0.02 (0.18)	0.02 (0.18)

*amount in bracket represents previous year's figures.

NOTE 6: OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Bank deposit with more than 12 months maturity *	2.00	100.37	2.00	-
Other Financial Assets				
Deposit	11.33	429.95	-	163.96
Interest accrued on loan, deposit prepaid expenses etc.**	217.67	-	81.54	0.32
Advance	-	0.45	-	0.65
Other receivables	-	-	-	-
Advance to staff	0.42	-	72.37	-
Total	231.42	530.77	155.91	164.93

*includes accrued interest ₹0.37 lakhs (PY ₹0.00 lakhs). Out of this deposit ₹100.00 lakhs (PY ₹0.00 lakhs) lien with ICICI Bank Ltd bank overdraft against fixed deposit.

**net of provision for doubtful ₹0.00 lakhs (PY ₹1.70 lakhs).

NOTE 7: OTHER ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Capital advances	-	2.67	-	0.97
Advances other than capital advances	1,248.91	-	-	-
Security Deposit				
With statutory authorities	-	0.92	-	373.46
Others	-	-	-	4.11
Other Advances				
Advance against share	-	50.01	-	-
Advance against expenses	21.65	224.52	901.88	243.06
Statutory authorities employees-paid expenses etc.	1,882.17	38.02	1,279.21	-
Other receivables	2,641.89	32.03	2,819.91	61.76
Total	5,794.62	348.17	5,001.00	683.36

NOTE 8: INVENTORIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
At lower of cost and net realisable value		
(a) Raw materials	3,714.09	2,592.70
(b) Work-in-progress	4,392.60	5,232.92
(c) Finished goods	4,546.12	756.95
(d) Stores and spares	364.72	248.49
(e) Printing ink	58.21	53.45
(f) Goods in transit	2.74	-
Total	13,078.48	8,884.51

NOTE 9: TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(a) Trade receivables considered good - secured	-	-
(b) Trade receivables considered good - unsecured	18,969.25	14,800.48
(c) Trade receivables which have significant increase in credit risk	15.40	-
(d) Trade receivables - credit impaired	-	-
	18,984.65	14,800.48
Less: Allowance for doubtful debts	-	-
Total	18,984.65	14,800.48

Trade receivables ageing schedule as at 31st March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	16,476.83	990.08	1,466.46	30.53	5.35	18,969.25
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-

Trade receivables ageing schedule as at 31st March, 2025 (Contd.)

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(v) Disputed trade receivables – credit impaired	-	-	-	-	15.40	15.40
(vi) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	16,476.83	990.08	1,466.46	30.53	20.75	18,984.65

Trade receivables ageing schedule as at 31st March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	12,523.38	1,823.25	267.43	19.07	151.95	14,785.08
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	15.40	15.40
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-
(v) Disputed trade receivables – credit impaired	-	-	-	-	-	-
(vi) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	12,523.38	1,823.25	267.43	19.07	167.35	14,800.48

Note 9.1:

No trade receivables are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in Note 37.

NOTE 10: CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
a) Balances with banks		
i) In current accounts	2,560	916.53
ii) Cheques on hand	-	-
iii) In fixed deposit account with original maturity upto 3 months*	1,810.62	7,647.32
	4,370.62	8,563.85
b) Cash in hand	16.01	16.03
Total	4,386.63	8,579.88

*includes accrued interest ₹53.45 lakhs (PY ₹119.34 lakhs).

There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting period and previous period.

NOTE 11: OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Bank deposits with original maturity for more than 3 months but not more than 12 months*	14,875.83	25,108.09
Total	14,875.83	25,108.09

*includes accrued interest ₹326.05 lakhs (PY ₹451.49 lakhs)

NOTE 12: CURRENT TAX ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Income tax refund	18.74	13.28
Total	18.74	13.28

NOTE 13: SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of ₹2/- each	14,50,00,000	2,900.00	14,50,00,000	2,900.00
	14,50,00,000	2,900.00	14,50,00,000	2,900.00
Issued Subscribed and Paid up				
Equity shares of ₹2/- each fully paid up	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Total	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 13.1: Reconciliation for no. of shares outstanding during the year

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 13.2: Details of shareholders holding more than 5%

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of shares held	% of holding	No. of shares held	% of holding
1. Sat Invest Private Limited	5,08,35,000	44.95%	5,08,35,000	44.95%
2. A Flex Invest Private Limited	75,00,000	6.63%	75,00,000	6.63%

Note 13.3:

The Company has only one class of shares referred to as the equity shares having face value of ₹2/- each. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Shareholders at the Annual General Meeting.

Note 13.4:

There are no calls unpaid on equity shares.

Note 13.5:

No equity shares have been forfeited.

Note 13.6:

No shares have been reserved for issue under options etc.

Note 13.7:

The Company has not allotted any shares pursuant to contract without payment being received in cash.

Shares held by promoters at the end of the year	As at 31 st March, 2025		% Change during the year	As at 31 st March, 2024		% Change during the year
Promoter name	% of total shares	No. of shares		% of total shares	No. of shares	
Sat Invest Pvt Ltd	50,83,5000	44.95	NIL	5,08,35,000	44.95	NIL
A Flex Invest Pvt Ltd	75,00,000	6.38	NIL	75,00,000	6.38	NIL
Total	5,83,35,000	51.33	-	5,83,35,000	51.33	-

NOTE 14: OTHER EQUITY

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
1. Securities Premium		
As per the last year accounts	20,597.93	7,063.63
Add: Addition/(deduction) during the year	-	15,900.00
Transfer from capital issue expenses*	-	(2,365.70)
	20,597.93	20,597.93
2. Capital Reserve		
As per the last year accounts	5,698.29	5,698.29
Add: Addition/(deduction) during the year	-	-
Less: Deduction during the year	-	-
	5,698.29	5,698.29
3. General Reserve		
As per the last year accounts	127.04	127.04
Add: Addition/(deduction) during the year	-	-
	127.04	127.04
4. Retained Earnings		
As per the last year accounts	35,004.36	9,944.18
Add: Surplus for the year	5,312.00	25,791.61
Transfer to/from	-	(350.92)
Dividend	(276.17)	(362.15)
Statutory reserves as per Section 45-IC of RBI Act,1934	(32.00)	(3.32)
Amalgamation expenses	(5.37)	(15.04)
	40,002.82	35,004.36
5. Foreign Currency Translation Reserve		
As per the last year accounts	1,158.30	1,107.72
Add: Addition during the year	212.41	50.58
	1,370.71	1,158.30
6. Equity Instruments through Other Comprehensive Income		
As per the last year accounts	(28.68)	(40.87)
Add: Addition during the year	5.96	12.19
	(22.72)	(28.68)
7. Statutory Reserve		
As per the last year accounts	13.12	9.80
Add: Addition during the year	32.00	3.32
	45.12	13.12
8. Capital Issue Expenses		
As per the last year accounts	-	(35.38)
Add: Addition/(deduction) during the year	(8.70)	2239.41
Transfer to securities premium	-	(2,204.03)
	(8.70)	-
Equity attributable to the owners of the parent	67,810.49	62,570.36
Non-controlling interest	12,233.42	7234.70
Total	80,043.91	69,805.06

*Public issue expenses amounting to ₹0.00 lakhs (PY ₹2365.70 lakhs) have been adjusted against Securities Premium in accordance with the provisions of Section 52 of the Companies Act, 2013.

Nature and purpose of reserves

1) Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

2) General Reserve

This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of other comprehensive income. The same can be utilised in accordance with the provisions of the Companies Act, 2013.

3) Capital Reserve

Capital Reserve represents the amount forfeited on not exercising the option attached to the conversion of warrants into equity shares within a scheduled time and also includes amount arising on consolidation of subsidiary company.

4) Retained Earnings

This reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

5) Equity Instruments through Other Comprehensive Income

This reserve represents the cumulative gains (net of losses) arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified, if any, to retained earnings when those instruments are disposed of.

6) Statutory Reserve

Statutory reserve created pursuant to Section 45IC of the Reserve Bank of India Act, 1934, being 20% of the profit of the non-banking finance company and can be utilised as provided in the said Act.

NOTE 15: BORROWINGS - NON-CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Secured				
From Bank				
UCO Bank - term loan ₹114 lakh (a)	-	-	2.52	-
UCO Bank - term loan ₹84.67 lakh (b)	34.67	6.82	30.00	43.46
Uco Bank - term loan ₹10 crore (c)	200.00	333.25	199.78	533.33
Uco Bank - term loan car (d)	4.31	5.58	1.38	12.38
Uco Bank - term solar (e)	37.50	62.41	37.50	100.00
HDFC Bank truck loan (f)	5.06	8.88	4.67	13.94
HDFC Bank car loan (g)	2.45	7.45	2.23	9.89
Kotak Mahindra Bank (h)	6.34	-	5.77	6.34
Kotak Mahindra Bank (i)	9.77	15.48	-	-
Kotak Mahindra Bank (j)	9.60	17.16	-	-
Yes Bank (k)	4.08	4.78	4.09	8.41
Other than related parties	-	-	-	288.77
	313.78	461.81	287.94	1,016.52

(a) Secured against equitable mortgage of land and building of Sah Polymers Limited - subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 and at Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹3,54,611.00 each commencing from June 14, 2021 and the last instalment is repayable on June 14, 2024. Rate of interest as on 31.03.2025 is 9.25 % per annum. It is also secured by way of corporate guarantee of the parent company.

(b) Secured against equitable mortgage of land and building of the Sah Polymers Limited- subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹2,63,376.35 each commencing from December 15, 2023 and the last instalment is repayable on December 15, 2026. Rate of interest as on 31.03.2025 is 9.75% per annum. It is also secured by way of corporate guarantee of the parent company.

- (c) Secured against equitable mortgage of land and building of the Sah Polymers Limited - subsidiary, situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. The loan is repayable in 36 equal monthly instalments ₹16,66,667.00 each commencing from December 15, 2023 and the last instalment is repayable on June 15, 2028. Rate of interest as on 31.03.2025 is 10.00% per annum. It is also secured by way of corporate guarantee of the parent company.
- (d) Secured against hypothecation of Vehicle No. RJ27UE0279. The loan is repayable in 60 equal monthly instalment of ₹40,649.00 each commencing from June 6, 2022 and the last instalment is repayable on May 31, 2027. Rate of interest as on 31.03.2025 is 9.95% per annum.
- (e) Secured against equitable mortgage of land and building of the Sah Polymers Limited - subsidiary situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 and Vill: Modi, District: Udaipur and also by way of first charge on all current assets such as raw material, finished goods, work-in-progress, stores and spares, book debts, and packing materials etc. The loan is repayable in 48 equal monthly instalments ₹3,12,500.00 each commencing from September 30, 2023 and the last instalment is repayable on September 30, 2028. Rate of interest as on 31.03.2025 is 9.75 % per annum. It is also secured by way of corporate guarantee of the parent company.
- (f) Secured against hypothecation of Vehicle No. RJ27GE0153. The loan is repayable in 60 equal monthly instalment ₹49,946.00 each commencing from November 15, 2022 and the last instalment is repayable on October 15, 2027. Rate of interest as on 31.03.2025 is 8.02% per annum.
- (g) Secured against hypothecation of car no. RJ 27 UC 2292. The loan is repayable in 60 equated monthly instalments of ₹27,050/- each commencing from November 5, 2023 and the last instalment is payable on October 5, 2028. Rate of Interest as on 31.03.2025 is 9.10% There was no continuing default in the repayment of instalment and interest thereon.
- (h) Secured against hypothecation of Bus no. MH 46 BM 7420. The loan is repayable in 60 equated monthly instalments of ₹55,614/- each commencing from 15-Apr-2021 and the last instalment is payable on 15-Mar-2026 Rate of Interest as on 31.03.2025 is 9.48% There was no continuing default in the repayment of instalment and interest thereon.
- (i) Secured against hypothecation of Bus no. MH 46 CL 7668. The loan is repayable in 38 equated monthly instalments of ₹97,550/- each commencing from 20-Jul-2024 and the last instalment is payable on 20-Aug-2027 Rate of Interest as on 31.03.2025 is 9.30% There was no continuing default in the repayment of instalment and interest thereon.
- (j) Secured against hypothecation of Bus no. MH 46 CL9456. The loan is repayable in 38 equated monthly instalments of ₹97,550/- each commencing from 15-Sept-2024 and the last instalment is payable on 15-Oct-2027 Rate of Interest as on 31.03.2025 is 9.30% There was no continuing default in the repayment of instalment and interest thereon.
- (k) Secured against hypothecation of Car no. MH01 DB 1251. The loan is repayable in 60 equated monthly instalments of ₹1,12,822/- each commencing from 09.03.2018 and the last instalment is repayable on 02.03.2023 There is no continuing default in the repayment of instalment and interest thereon. Rate of interest as on 31.03.2024 is 8.10% per annum & term loan from Yes Bank is secured against hypothecation of Car no. MH01 DX 9934. The loan is repayable in 60 equated monthly instalments of ₹37,079/- each commencing from 15.06.2023 and the last instalment is payable on 15.05.2027. Rate of Interest as on 31.03.2025 is 7.51%.
- There is no continuing default in repayment of instalment and interest thereon.

NOTE 16: LEASE LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Lease liabilities	71.54	137.77	-	-
Total	71.54	137.77	-	-

NOTE 17: OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Other payables	1.93	1,372.69	2.69	572.13
	1.93	1,372.69	2.69	572.13

NOTE 18: PROVISIONS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Provision for gratuity and leave encashment	116.32	35.11	33.80	-
	116.32	35.11	33.80	-

NOTE 19: DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
a) Deferred Tax Liabilities		
Opening balance	459.49	387.59
(+) Opening balance of subsidiaries	(152.76)	-
(+) Current year deferred tax liabilities	150.57	72.48
(-) Current deferred tax assets for leave encashment	60.23	0.58
(-) Deferred tax asset created on losses now reversed	(86.96)	-
Total	430.57	459.49
b) MAT Credit Entitlement		
Opening	64.92	53.13
Addition	2.34	14.10
Less: Used during the year	-	2.31
Balance	67.26	64.92
	365.62	394.49

NOTE 20: CURRENT BORROWINGS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Secured				
Current maturity of long term debt	313.78	-	287.94	-
(*for security refer to note 15)				
From Bank				
Repayable on demand				
UCO Bank cash credit (a) & (ai)	1,757.03	-	1,771.11	-
ICICI Bank Ltd - overdraft (b)	69.32	-	-	-
Unsecured				
From Bank				
ICICI Bank (C)	295.00	-	297.00	-
Others				
Others	0.40	-	2,933.69	-
	2,435.53	-	5,289.74	-

- (a) Secured against equitable mortgage of land and building of Sah Polymers Limited - subsidiary situated at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 and at Vill: Modi, District: Udaipur by way of first charge on all current assets such as raw material, finished goods, work-in-process, stores and spares, book debts, and packing materials etc. of the parent company. It is also secured by way of corporate guarantee of the parent company. Rate of interest as on 31.03.2025 is 10.00% per annum.
- (ai) Includes also cash credit facilities availed by the subsidiary company - Fibcorp Polyweave Private Limited amounting to ₹249.53 lakhs. The same is secured by way of the first charge on all current assets such as raw material, finished goods, work-in-process, stores and spare parts, book debts, and packing materials etc. of the subsidiary company situated at G-1 202-203, IID center RIICO, Kaladwas, Udaipur. It is also secured by way of personal guarantee of Mr. Murtaza Ali Moti, Director and corporate guarantee of Sah Polymers Ltd.
- (b) Secured against lien of fixed deposit with ICICI Bank and also secured by ways of corporate guarantee of Sat Industries Ltd. Rate of interest as on 31.03.2025 is 9.25% per annum.
- (c) Guaranteed by Mr. Asad Daud, Director and Mr. Hakim Sadiq Ali Tidiwala, Wholetime Director of the company. Rate of interest as on 31.03.2025 is 10.25% per annum.
- (d) There is no continuing default in the payment of interest.

NOTE 21: TRADE PAYABLE - CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Total outstanding dues of micro enterprises and small enterprises	923.38	323.68
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,178.81	6,237.73
	7,102.19	6,561.41

Note: There are no unbilled and not due trade payables, hence the same are not disclosed in the ageing schedule

Trade payables ageing schedule as at 31st March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - micro & small enterprises	921.96	-	-	-	-	1.42	923.38
(ii) Undisputed others	6,146.66	-	25.78	3.97	-	2.40	6,178.81
(iii) Disputed dues - micro & small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	7,068.62	-	25.78	3.97	-	3.82	7,102.19

Trade payables ageing schedule as at 31st March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - micro & small enterprises	322.1	-	-	-	-	-	322.10
(ii) Undisputed others	6,236.91	-	-	-	-	2.40	6,239.31
(iii) Disputed dues - micro & small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-	-
Total	6,559.01	-	-	-	-	2.40	6,561.41

NOTE 22: OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Statutory liabilities	188.84	169.65
Advance received from customers	685.48	621.96
Other payable*	1,491.40	1,921.03
Total	2,365.72	2,712.64

* includes unpaid dividend of ₹0.28 lakhs (PY ₹0.06 lakhs).

NOTE 23: CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Income tax (net of advance tax)	738.35	677.01
Total	738.35	677.01

NOTE 24: REVENUE FROM OPERATION

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(a) Manufactured goods	54,155.47	47,386.90
(b) Traded goods	2,286.04	1,078.37
(c) Sale of services:		
i) Commission - DCA	58.93	56.90
ii) Lease rent	53.05	97.74
(d) Interest income (business)	808.71	1,045.12
(e) Other operating income		
i) Miscellaneous income	491.57	397.25
Total	57,853.77	50,062.28

NOTE 25: OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Income from interest on fixed deposits amortised cost	1,541.07	400.29
Interest on income tax refund	0.64	-
Export incentive	39.29	1.42
Foreign exchange fluctuation	828.20	499.49
Miscellaneous income	41.71	1,276.51
Profit on sales of property, plant and equipment	148.90	0.21
Profit on sales of investment	155.17	25,601.96
Total	2,754.98	27,779.88

NOTE 26: COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening stock	2,592.70	3,483.00
Add: Purchases and adjustments	33,019.44	31,379.87
Acquisition of subsidiary	195.59	-
	35,807.73	34,862.87
Less: Closing stock	3,714.09	2,592.70
	32,093.64	32,270.17

NOTE 27: PURCHASE OF STOCK IN TRADE

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Purchases - traded goods	1,819.99	1,006.79
	1,819.99	1,006.79

NOTE 28: CHANGE IN INVENTORIES

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Stock:		
Finished goods	756.95	860.87
Add: Acquisition of subsidiary	2,264.16	-
Work-in-progress	5,232.92	3,975.32
Add: Acquisition of subsidiary	-	-
	8,254.03	4,836.19
Less: Closing stock		
Finished goods	4,546.12	756.95
Work-in-progress	4,392.60	5,232.92
	8,938.72	5,989.87
(Increase)/decrease in inventories	(684.69)	(1,153.68)

NOTE 29: EMPLOYEE BENEFITS

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(i) Salaries, wages and bonus	5,056.95	3,271.87
(ii) Contribution to provident and other funds	200.97	134.24
(iii) Gratuity fund contributions	86.96	34.72
(iv) Staff welfare expenses	333.30	221.21
Total	5,678.18	3,662.04

NOTE 30: FINANCE COST

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(a) Interest expense:		
(i) On lease liabilities	6.85	-
(ii) On financial liabilities measured at amortised cost	477.17	928.70
(iii) Others (to statutory authorities etc.)	57.71	30.35
(b) Other borrowing costs - bank/processing charges	16.58	22.62
Total	558.31	981.67

NOTE 31: OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Consumption of stores and spare parts	122.39	101.49
Electric & power	1,053.72	1,014.84
Processing labour charges	159.84	65.88
Fuel & lubricant	37.55	37.51
Fabric weaving expenses	128.45	131.12
Bag stitching expenses	918.45	166.82

NOTE 31: OTHER EXPENSES (Contd.)

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Bag printing expenses	20.55	18.27
Printing ink	34.36	40.09
Repairs & maintenance:		
Plant and machinery	433.09	804.28
Building	30.68	14.35
Others	10.18	13.89
Job charges	50.04	1,013.42
Packing materials	145.05	108.30
Carriage outward	245.96	145.54
Export freight, insurance & other expenses	1,453.68	1,002.86
Rebate, claim & discounts	21.40	22.10
Shorting and counting charges	65.00	27.72
Commission on sales	217.17	105.55
Office expense	459.49	204.43
Insurance charges	121.33	80.53
CSR activity	139.50	69.50
Legal & professional exp.	166.53	99.72
Payment to auditors		
(i) as auditor	32.02	9.83
(iii) for taxation matters	0.20	0.13
(ii) for reimbursement expenses	-	0.05
Other manufacturing exp.	271.78	296.57
Bank commission	102.20	87.55
Sundry balances written off and provisions	238.97	237.61
Foreign currency exchange fluctuation	-	46.73
Subscription and membership	73.70	13.00
Lease rent	185.46	38.95
Business promotion expenses	232.13	5.80
Printing & stationery expenses	43.42	6.27
Trunk & telephone	62.06	42.28
Selling and distributors	77.04	-
Consultancy charges	237.36	192.87
Conveyance & travelling expenses	573.34	354.18
Miscellaneous expenses	542.19	363.96
Total	8,706.28	6,983.99

NOTE 32: DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(i) Depreciation		
(a) On property, plant and equipment	1,427.35	883.53
(ii) Amortisation		
(a) On intangible assets	39.48	32.48
(b) On right of use assets	60.49	-
	1,527.32	916.01

NOTE 33: EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	2024-25	2023-24
Earning per share has been computed as under:		
(a) Profit for the year	8,073.19	27,422.46
(b) Weighted average number of ordinary shares outstanding for the purpose of basic earnings per share	11,30,85,000	11,30,85,000
(c) Effect of potential equity shares on conversion of outstanding share warrants	-	-
(d) Weighted average number of equity shares in computing diluted earnings per share [(b) + (c)]	11,30,85,000	11,30,85,000
(e) Earnings per share on profit for the year (face value ₹2.00 per share)	-	-
- Basic (a/b)	7.14	24.25
- Diluted (a/d)	7.14	24.25

NOTE 34: CONTINGENT LIABILITIES AND COMMITMENTS:**(a) Contingent liabilities:**

GST for the FY 2017-18 including interest and penalty ₹226.20 lakhs (PY - ₹226.20 lakhs)

GST for the FY 2018-19 including interest and penalty ₹151.94 lakhs (PY - ₹151.94 lakhs)

also refer to the note 63

*Net of deposit.

*It is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any, in respect of the above.

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
(b) Commitments		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-	7.74

Guarantees

(₹ in Lakhs)

Particulars	31 st March, 2025	31 st March, 2024
(c) Guarantees given on behalf of subsidiary		
i) Guarantee given by the holding company to ICICI Bank, Kotak Mahindra Bank and UCO Bank to secure facilities given to subsidiaries.	3,761	3,761
ii) Guarantees issued by UCO Bank and Kotak Mahindra Bank.	708.21	700

NOTE 35:

The companies considered in the consolidated financial statement are:

Name	Country of incorporation	% of ownership interest as at 31 st March, 2025	% of ownership interest as at 31 st March, 2024
Subsidiaries:			
Sah Polymers Limited	India	55.50%	55.50%
Aeroflex Industries Limited*	India	66.99%	66.99%
Aeroflex Finance Private Limited	India	100.00%	100.00%
M.R.Organastion Limited	India	51.00%	100.00%
Italica Global FZC, UAE	UAE	100.00%	100.00%

*excluding 5.76% held through Italica Global FZC, UAE, an wholly owned subsidiary Company.

NOTE 36:

Financial instruments and related disclosures

A. Capital Management

The Group's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Group funds its operations through internal accruals, borrowings etc. The Group aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Group.

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

The Group determines the amount of capital required on the basis of annual business plan also taking into consideration any long term strategic investment and expansion plans. The funding needs are met through equity and cash generated from operations.

The Group's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Group funds its operations through internal accruals, borrowings etc. The Group aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Non-current borrowings	461.81	1,016.52
Current borrowings	2,435.53	5,289.74
Gross debt	2,897.34	6,306.26
Less: Cash and cash equivalents	4,386.63	8,579.88
Less: Other bank deposits	14,875.83	25,108.09
Adjusted net debt (A)	(16,365.12)	(27,381.71)
Total equity (B)	82,305.61	72,066.76
Adjusted net debt to equity ratio	(19.88)	(37.99)
Total capital (A)+(B)	65,940.49	44,685.05
Gearing ratio	3.52	8.75

B. Categories of financial Instruments and fair value

Carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A Financial assets				
a) Measured at amortised cost				
i) Cash and cash equivalent	4,386.63	4,386.63	8,579.88	8,579.88
ii) Other bank balance	14,875.83	14,875.83	25,108.09	25,108.09
iii) Loans	8,985.55	8,985.55	8,948.33	8,948.33
iv) Debenture	66.35	66.35	61.85	61.85

B. Categories of financial Instruments and fair value (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
v) Funds	1,138.06	1,138.06	917.69	917.69
vi) Trade receivables	18,984.65	18,984.65	14,800.48	14,800.48
vii) Other financial assets	762.19	762.19	320.84	320.84
Sub Total	49,199.26	49,199.26	58,737.16	58,737.16
b) Measured at fair value through OCI				
i) Equity instrument - unquoted	909.64	909.64	950.65	950.65
ii) Equity instruments - quoted	51.84	51.84	46.27	46.27
Sub Total	961.48	961.48	996.92	996.92
Total financial assets	50,160.74	50,160.74	59,734.08	59,734.08
B Financial Liabilities				
a) Measured at amortised cost				
i) Borrowings	3,106.65	3,106.65	6,306.26	6,306.26
ii) Trade payables	7,102.19	7,102.19	6,561.41	6,561.41
iii) Other financial liabilities	1.93	1.93	2.69	2.69
Total financial liabilities	10,210.77	10,210.77	12,870.36	12,870.36

Level 1: Quoted price (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

C. Financial Risk Management

The Group has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Group's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

The activities of the Group exposes it to a number of financial risks namely market risk, credit risk and liquidity risk and currency risk. The Group seeks to minimise the potential impact of unpredictability of the financial markets on its financial performance.

The Group does regularly monitor, analyse and manage the risks faced by the Group and to set and monitor appropriate risk limits and controls for mitigation of the risks.

1. Management of market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings and investments instruments. The Company is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments. Investments are largely in subsidiaries and others are on long term basis.

(ii) Management of price risk:

The Group invests its surplus funds in deposits with banks on short term tenors on fixed interest rate and the same is not exposed to any price risk. This risk is mitigated by the Group by investing the funds in various tenors depending on the liquidity needs of the Group.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency trade receivables, trade payables and borrowings and is therefore exposed to foreign exchange risk. The Group mitigates the foreign exchange risk by setting appropriate exposure limits, periodic monitoring of the exposures etc.. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (the Group has exposure in USD/EUR/GBP/CNY/AED converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at 31st March, 2025 and 31st March, 2024 are as below:

(₹ in Lakhs)

Name	Exposure currency	As at 31.03.2025	As at 31.03.2024
Financial Assets (A)			
(i) Trade receivables	USD	8,380.61	7,850.83
	EUR	3,237.83	2,161.68
	GBP	0.97	179.69
	GBP	216.98	-
Total (i)		11,836.39	10,192.20
(ii) Advance to Suppliers	USD	148.84	553.33
Total (ii)		148.84	553.33
Total (i+ii)		11,985.23	10,745.53
Financial Liabilities (B)			
(i) Trade payable	USD	632.14	264.73
	EUR	73.02	12.50
	GBP	47.53	21.53
	GBP	-	23.15
Total (i)		752.69	321.91
(ii) Foreign Currency Term Loan	EUR	-	3,172.18
Total (ii)		-	3,172.18
(iii) Advance - Customers	USD	475.54	485.08
	GBP	-	6.03
	EUR	45.39	84.70
Total (iii)		520.93	575.81
Total (i+ii+iii)		1,273.62	4,069.90
Net Exposure (A-B)		10,711.61	6,675.63

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD/EUR/GBP at March 31 would have affected the measurement of financial instruments denominated in USD/EUR/GBP and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in Lakhs)

	As at	Strengthening	Weakening
Profit/(loss)	31.03.2025	535.58	535.58
Profit/(loss)	31.03.2024	333.78	333.78

2. Management of credit risk

Credit risk refers to the risk of default on its obligations by a counterparty to the Group resulting in a financial loss to the Group. The Group is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in deposits with banks.

Credit risk from trade receivables and loans is managed through the Group's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Group extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Group has no concentration of credit risk as the customer base is widely distributed.

The Group's customer base is large enough and does not have risk of credit concentration. Further, credit is extended in business interest.

3. Management of liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Group's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Group closely monitors its liquidity position and has a cash management system. The Group maintains adequate sources of financing including debt and

overdraft from domestic and international banks and financial markets at optimised cost.

The Group's current assets aggregate to ₹61,739.87 lakhs (PY - ₹68,853.00 lakhs) including cash and cash equivalents and other bank balances of ₹19,262.46 lakhs (PY - ₹33,687.97 lakhs) against an aggregate current liability of ₹12,831.58 lakhs (PY - ₹15,277.29 lakhs); non-current liabilities due between one year to three years amounting to ₹2,373.00 lakhs (PY - ₹1,983.14 lakhs) and non-current liabilities due after three years amounting to ₹2,373 lakhs (PY - ₹1,983.14 lakhs) on the reporting date. Further, while the Group's total equity stands at ₹82,305.61 lakhs (PY - ₹72,066.76 lakhs), it has borrowings of ₹2,897.34 lakhs (PY - ₹6,306.26 lakhs). In such circumstances, liquidity risk or the risk that the Group may not be able to settle or meet its obligations as they become due does not exist.

NOTE 37:

Disclosures in respect of related parties pursuant to Ind AS 21

(i) Key managerial personnel

- 01) Mrs. Shehnaz D Ali, Whole-Time Director
- 02) Mr. Harikant Turgalia, Whole-Time Director and Chief Financial Officer
- 03) Ms. Alka Premkumar Gupta, Company Secretary

(ii) Sat Foundation (formerly known as Taha Charitable Trust)

During the year following transactions were carried out with the related parties in the ordinary course of business at arm's length price

(₹ in Lakhs)

Name of related party	Nature of relation	2024-25	2023-24	Nature of transaction
Mr. Harikant Turgalia	Wholetime Director	25.09	20.46	Remuneration
Mrs. Shehnaz D. Ali	Wholetime Director	28.64	24.71	Remuneration
Ms. Alka Premkumar Gupta	Company Secretary	18.38	18.39	Remuneration
Sat Invest Pvt. Ltd.	Promoter Company	0.05	0.39	Fees paid on behalf
A Flex Invest Pvt Ltd	Promoter Company	-	0.01	i) Exp paid on behalf
		14.17	11.11	ii) Rent paid
Sat Foundation (formerly known as Taha Charitable Trust)	Director is trustee	122.96	76.75	CSR expenditure

Closing balances

(₹ in Lakhs)

Name	31 st March, 2025	31 st March, 2024
Mrs. Shehnaz D. Ali	1.81	1.59
Ms. Alka Premkumar Gupta	3.97	1.00
Mr. Harikant Turgalia	1.54	1.38

In case of other parties balance is NIL.

No amount in respect of the related parties have been written off/back are provided for during the year.

NOTE 38: EMPLOYEE BENEFITS**a) Defined Contribution Plan****Provident Fund:**

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

b) Defined Benefit Plan**Gratuity:**

The Group participates in the Employees' Group Gratuity-Scheme of Life Insurance Corporation Limited, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Group's scheme whichever is more beneficial to the employees.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

Provident Fund:

The Group makes Provident Fund contribution to the Government administered Provident fund. The Group has no part to play in this respect.

The above information regarding micro, small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group.

(₹ in Lakhs)

Information relating to the Micro, Small and Medium Enterprises	As at 31 st March, 2025	As at 31 st March, 2024
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;		
(i) Principal amount	910.27	322.10
(ii) Interest	-	-
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

c) Amounts Recognised as Expense**i) Defined Contribution Plan**

Employer's contribution to Provident Fund including contribution to Family Pension Fund amounting to ₹152.25 lakhs (PY ₹24.89 lakhs) has been included under contribution to provident and other funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹85.02 lakhs (PY ₹18.18 lakhs) has been included in Note 29 under contribution to provident and other funds.

NOTE 39:

There are no micro, small and medium enterprises, to whom the Group owes dues (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to micro, small and medium enterprises beyond 45 days. There were no amounts on account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act, 2006 not paid. Further, there were no amounts towards interest accrued that were remaining unpaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years.

NOTE 40:

The Group has elected not to apply the Indian Accounting Standard (Ind AS) 116 - Leases to account for those leases where underlying assets is of low value.

NOTE 41:

Disclosures pursuant to Section 186(4) of the Companies Act, 2013

- (i) for investment refer to Note 4.
- (ii) for guarantee refer to Note 33(b). Guarantee has been utilised by the recipient for business.
- (iii) No security has been provided.
- (iv) Details of the loans provided during the year are as under:

Name of the borrower	Amount given during the year (₹ in Lakhs)	Tenure	Rate of interest	Utilised
Park Continental Pvt. Ltd.	1,823.75	2 Year	12% per annum	For Business purpose

NOTE 42:

As per Ind AS 108 "Operating Segment", the segments details (after elimination of intra group transactions) are as under:

Particulars	(₹ in Lakhs)	
	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Segment Revenue		
(a) Trading	553.95	1,135.27
(b) Manufacturing:		
(i) Flexible packaging	12,274.40	9,913.36
(ii) Flexible flow solutions	38,420.61	31,937.83
(iii) SS wire rod	-	5,776.06
(iv) Engineering services	5,643.05	-
(c) Finance	961.76	1,299.76
Total	57,853.77	50,062.28
Other income	2,754.98	27,779.88
Total Revenue	60,608.75	77,842.16
Segment results		
(a) Trading	356.23	52.48
(b) Manufacturing:		
(i) Flexible packaging	(198.70)	(210.52)
(ii) Flexible flow solutions	6,463.50	5,345.20
(iii) SS wire rod	-	58.81
(iv) Engineering services	1,486.73	-
(c) Finance	46.98	149.32
Total Segment Results	8,154.74	5,395.29
Other income	2,754.98	27,779.88
Exceptional income	(12.81)	-
Profit before tax	10,896.91	33,175.17
Provision for tax		
Income tax	2,699.88	5,680.80
Deferred tax	123.84	71.91
Profit after tax	8,073.19	27,422.46

NOTE 42: (Contd.)

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Segment Assets		
(a) Trading	-	-
(b) Manufacturing:		
(i) Flexible packaging	12,306.05	12,397.05
(ii) Flexible flow solutions	47,086.77	41,363.91
(iii) SS wire rod	-	1,185.93
(iv) Engineering services	7,069.82	-
(c) Finance	31,048.33	34,380.81
Total	97,510.97	89,327.70
Segment Liabilities		
(a) Trading	-	-
(b) Manufacturing:		
(i) Flexible packaging	3,752.83	4,145.87
(ii) Flexible flow solutions	8,413.50	8,181.96
(iii) SS wire rod	-	161.51
(iv) Engineering services	2,004.30	-
(c) Finance	1,034.52	4,771.18
Total	15,205.15	17,260.52
Capital Employed	82,305.82	72,067.18

Geographical Information

(₹ in Lakhs)

Particulars	2025	2024
Non-current assets – Within India	35,770.32	20,474.13
– Outside India	-	-
Revenue from external customers – Within India	17,319.14	16,562.67
– Outside India	39,533.29	31,902.60

NOTE 43:

Balances of banks, sundry debtors and trade payables, current liabilities etc. as on 31.03.2025 are subject to confirmation and reconciliation.

NOTE 44:

In the opinion of the Management of the parent Company and subsidiary companies, there is no impairment of assets in accordance with the Ind AS - 36 as on the balance sheet date.

NOTE 45:

The financial statements were authorised for issue by the Board of Directors of the parent Company on May 24, 2025.

NOTE 46:

All amounts disclosed in the financial statements and notes have been rounded off to the nearest

lakhs and decimal thereof as per the requirements of Schedule III, unless otherwise stated.

NOTE 47:

The Parliament of India has approved the Code on Social Security, 2020 (the Code) which may impact the contributions by the Group towards provident fund, gratuity and ESIC. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. Final rules are yet to be notified. The Group will assess the impact of the Code when it comes into effect and will record related impact, if any.

NOTE 48:

Previous year's figures have been reclassified/ regrouped wherever necessary to conform with the current financial statements. The figures of the previous year are not comparable with the current year's figures due to acquisition of and change in shareholding of the subsidiary companies.

NOTE 49

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Not later than one year	-	97.74
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTE 50:

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end.

NOTE 51:

No proceeding has been initiated or pending against the Parent Company and its subsidiaries for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

NOTE 52:

The Group has borrowings from banks on the basis of security of current assets and the quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

NOTE 53:

Neither parent Company nor any of its subsidiary companies is a declared willful defaulter by any bank or financial institution or other lender.

NOTE 54:

The Group has no transaction with companies struck off under Section 248 of the Companies Act 2013 or Section 560 of Companies Act, 1956.

NOTE 55:

There is no charge or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 56:

The Group has complied with the number of layers, wherever applicable, prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 57:

No Scheme of Arrangement has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

NOTE 58:**Utilisation of Borrowed funds and share premium:**

- (a) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries); or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (b) The Group has not received any fund from any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

NOTE 59:

There is no transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Further there is no previously unrecorded income and related assets requiring recording in the books of account during the year.

NOTE 60:

The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

NOTE 61:

Revenue from contract with customers differ from the revenue as per contracted price due to factors such as taxes recovered, volume rebate, discounts, etc.

NOTE 62:

The Group has neither long-term contracts nor derivatives as at 31st March, 2025

NOTE 63:

Aeroflex Industries Limited (AIL), a subsidiary, has received a show cause notice for GST liability of ₹7,761.30 lakhs raised since FY 2019-20 to 2024-25 which is towards the GST refunds claimed by (AIL) for the input tax credit availed towards export of goods. The GST department has raised the said SCN under the contention that the refund so claimed under rule 89(4) & 96(10) of CGST Rules 2017 is erroneous. AIL has filed writ petition in Bombay High Court against the said show cause notice. The Bombay High Court has granted interim stay and no demand has been confirmed against the said show cause notice till the date of the balance sheet and the matter is still sub-judice. AIL has

further received show cause notice from the GST department for demand of ₹359.47 lakhs towards the disallowance of the GST input credit claimed for the IPO expenses. AIL has filed the reply to the GST department with required documents & explanations for allowability of the said input GST credit. GST department has not called for any further clarification and no demand has been confirmed in the matter till the date of the balance sheet.

NOTE 64:

The Group has not traded or invested in crypto currency or virtual currency during the financial year.

NOTE 65:

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 66: CORPORATE SOCIAL RESPONSIBILITY (CSR)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at 31 st March, 2024
(i) Amount required to be spent by the Company during the year	124.37	75.39
(ii) Amount of expenditure incurred	139.50	76.75
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reasons for shortfall	Not applicable	Not applicable
(vi) Nature of CSR activities	Activities Specified in Schedule VII of the Act.	
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	-	-
Education and health including contributed to Sat Foundation	124.46	76.75
Smt. Manjulaben Indukumar Ratilal Kamdar Charitable Trust	15.04	-

(vii) Details of related party transactions:

Out of (i) above, ₹124.46 lakhs (PY ₹76.75 lakhs) contributed to Sat Foundation which is related party.

(viii) The Group does not carry any provisions for corporate social responsibility expenses for the current year and the previous year.

As approved by the shareholders a dividend of ₹0.15 per equity share aggregating to ₹169.63 lakhs in respect of year ended 31st March, 2024 has been paid during the year.

(b) The Board of Directors of the Aeroflex Industries Limited has also recommended a final dividend of ₹0.30 per equity shares of ₹2/- each for the financial year 2024-25.

NOTE 67:

(a) The Board of Directors of the parent Company has recommended final dividend of ₹0.30 per equity share for the financial year ended 31st March, 2025 (for the year ended 31st March, 2024 - ₹0.15 per equity share) to be paid on fully paid equity shares amounting to ₹339.26 lakhs. The final dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

NOTE 68: EVENTS AFTER THE REPORTING PERIOD:

(a) The Board of Directors of the parent Company has recommended a final dividend of ₹0.30 per equity share of ₹2/- each for the financial year 2024-25.

(b) The Board of Directors of the Aeroflex Industries Limited, subsidiary has also recommended a final dividend of ₹0.30 per equity share of ₹2/- each for the financial year 2024-25.

NOTE 69:**Offsetting financial assets and liabilities**

The Group has not offset any financial asset and financial liability. It offsets a financial asset and a financial liability when it currently has a legal enforceable right to set-off the recognised amounts and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Collateral against borrowings

The Group has hypothecated/mortgaged assets as collateral against a number of its sanctioned line of credit (Refer Note 15 and 18 for further information on assets hypothecated/mortgaged as security). In case of default as per borrowing arrangement, such collateral can be adjusted against the amounts due.

NOTE 70:

Maintenance of books of accounts under section 128 of the Companies Act, 2013:

The Group has defined process to take daily back-up of books of account maintained electronically and complied with the provisions of the Companies (Accounts) Rules, 2014 (as amended).

NOTE 71:

- (a) During the financial year 2022-2023, Sah Polymers Limited - subsidiary raised ₹6,630 lakhs by way of the initial public offer. Details of amount utilised out of the un-utilised amount during the year are as under:

(₹ in Lakhs)

Nature of the fund raised	Purpose for which funds were raised	Opening un-utilised balance	Amount utilised for the purpose during the year	Unutilised balance as at balance sheet date	Remark
Initial Public Offer	Setting up of a new manufacturing facility to manufacture new variant of Flexible Intermediate Bulk Containers (FIBC)	405.02	405.02	-	
	General corporate purposes	671.15	671.15	-	
	Issue related expenses	10.01	10.01	-	

*The purpose was changed to working capital with the approval of the shareholders through special resolution passed on 07.09.2024.

- (b) During the financial year 2023-2024, Aeroflex Industries Limited - subsidiary raised ₹13,601.10 lakhs (net of issue expenses) by way of the initial public offer. Details of amount utilised during the year are as under:

(₹ in Lakhs)

Nature of the fund raised	Purpose for which funds were raised	Amount	Amount utilised for the purpose during the year	Unutilised balance as at balance sheet date
Initial Public Offer	Repayment of borrowings	-	-	-
	Working capital	3,434.60	3,434.60	-
	General corporate purposes	1,466.10	1,466.10	-

NOTE 72:

Aeroflex Industries Limited (AIL), a subsidiary, has over due receivables against the export realisation of goods for INR equivalent to ₹5,337.13 lakhs due to the various business reasons. As per the information available and as intimated by the management, AIL is in process of availing extension from RBI through its authorised dealers for the overdue realisations however till the date of the balance sheet such extension has not been made.

NOTE 73:

Additional information, as required under schedule III to the Companies Act, 2013, of enterprises controlled as subsidiary (after elimination)

Name of the enterprises	Share in other comprehensive income			Share in total comprehensive income		
	Amount (₹ lakhs)		Share in profit/loss account	Amount (₹ in Lakhs)		Amount (₹ in Lakhs)
	As % of consolidated net assets	Amount (₹ in Lakhs)		As % of consolidated other comprehensive income	Amount (₹ in Lakhs)	
Parent						
Aeroflex Enterprises Limited (formerly known as Sat Industries Limited)	28,297.37	29.02	10.03	2.35	5.13	814.72
Subsidiary						
Indian						
Sah Polymers Limited	12,464.35	12.78	0.72	-	-	57.78
Aeroflex Industries Limited	42,522.14	43.61	68.78	0.10	0.22	5,552.79
M.R. Organisation Limited	7,069.82	7.25	13.67	7.81	17.06	1,120.90
Aeroflex Finance Private Limited	2,719.42	2.79	1.98	-	-	159.81
Foreign						
Italica Global FZC	4,437.88	4.55	4.83	89.74	195.96	585.56
Total	97,510.98	100.00	100.00	100.00	218.37	8,291.56

for and on behalf of
AJAY PALIWAL & CO.,
 Chartered Accountants
 FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
 Proprietor
 M.No.: 403290

ALKA PREMKUMAR GUPTA
 Company Secretary
 M.No.: A35442

SHEHNAZ D ALI
 Whole-Time Director
 DIN: 00185452

HARIKANT TURGALIA
 Whole-Time Director and CFO
 DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
 UDIN: 25403290BMLEJU2447

Independent Auditor's Report

Report on the Audit of the Standalone Financial Statements

To the Members of **Aeroflex Enterprises Limited (formerly known as Sat Industries Limited)**

OPINION

We have audited the standalone financial statements of **Aeroflex Enterprises Limited** (formerly known as Sat Industries Limited) "the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Integrated Report, Board's Report along with its Annexures and Financial Highlights included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

On the facts and circumstances of the Company and the audit, we determine that there are no key audit matters to communicate.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial

controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"**.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2015, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company does not have any pending litigations which would impact its financial position except disclosed in note 33(a) to the accounts.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether,

directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- (v) The dividend declared and/or paid during the year by the Company is in compliance with Section 123 of the Act.

- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJW6937

Place of signature: Mumbai
Dated: May 24, 2025

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT (REFERRED TO IN PARAGRAPH 8 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)

- i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) These property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a registered valuer; specifying the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of property, plant and equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the company as at 31.03.2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statement does not arise.
- (ii) (a) The Company does not have inventory. Accordingly, reporting under clause 3(ii) (a) of the Order is not applicable.
- (b) During the year the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company does not arise.
- (iii) During the year the Company has made investments in, provided guarantee and granted unsecured loans to companies, firms, limited liability partnerships or other parties but has not provided security to any other entity,
- a) During the year the Company has provided loans or provided advances in loans and stood guarantee but has not provided security to any other entity:
- (A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to subsidiaries, joint ventures and associates:

Loan to	Aggregate amount during the year (₹ in lakhs)	Amount outstanding as on 31 st March, 2025 (₹ in lakhs)
Subsidiaries	1,106.00	NIL
Joint venture	NIL	NIL
Associates	NIL	NIL

Guarantee to	Aggregate amount during the year (₹ in lakhs)	Amount outstanding as on 31 st March, 2025 (₹ in lakhs)
Subsidiaries	NIL	3,760.99
Joint venture	NIL	NIL
Associates	NIL	NIL

- (B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances, but has not stood guarantees or provided security, to parties other than subsidiaries, joint ventures and associates.

Loan to	Aggregate amount during the year (₹ in lakhs)	Amount outstanding as on 31 st March, 2025 (₹ in lakhs)
Loan to others	1,823.75	5,904.00

- (b) The investments made, guarantee provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, except wherever interest free loans have been granted, are not prejudicial to the Company's interest.
- (c) In respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated.
- (d) In respect of aforesaid loans, there is no amount overdue for more than ninety days.
- (e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) During the year the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under:

Aggregate amount (₹ In lakhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (₹ In lakhs)
2,929.75	37.75%	1,106.00

- (iv) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans granted, investments made, guarantees, and security provided.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 does not arise. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of products of the Company.

- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, details of statutory dues referred to in sub-clause (a) have not been deposited as on 31st March, 2025 on account of disputes are given below:

Name of statutes	Nature of dues	Amount ₹ In Lakhs (Net of deposit)	The period to which the amount relates	Forum where dispute is pending
CGST ACT, 2017	GST demand	226.20	2017-18	Under Appeal
CGST ACT, 2017	GST demand	151.94	2018-19	Under Appeal

** First Appellate Authority.

- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), that has not been recorded in the books of account.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedure performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been utilised for long term purposes by the Company.
- (e) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has taken no funds from any entity or person on account of or meet the obligations of its subsidiaries, associates or joint venture. Accordingly, reporting under clause 3(ix) of the Order is not applicable.
- (f) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies during the year. Accordingly, reporting under clause 3(ix) (f) of the Order is not applicable.
- (x) (a) The Company has raised no money by way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x) (a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Accordingly, reporting under clause 3(x) (b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information

and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, a report under section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, was not required to be filed with the Central Government. Accordingly, reporting under clause 3(xi) (b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, the Company has received no whistle-blower complaints during the year. Accordingly, reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) (a) As the Company is not a Nidhi company, therefore, the clauses (xii)(a), (b) and (c) of the Order are not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, etc., as required by the Indian Accounting Standard 24 "Related Party Disclosures" specified under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal auditors for the period under audit were considered by us.

(xv) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.

- (xvi) (a) In our opinion and according to the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934; Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company;
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3(xv)(c) of the Order is not applicable to the Company;
- (d) Based on the information and explanations provided by the Management of the Company, the Group does not have any CIC, which is part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xv)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanation given to us and on the basis of the financial ratios (also refer note 53 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information

accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance sheet date will get discharged by the Company as and when they fall due.

- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 42 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
- (xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJW6937

Place of signature: Mumbai
Dated: May 24, 2025

ANNEXURE - “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of **Aeroflex Enterprises Limited** (formerly known as Sat Industries Limited) (“the Company”) as of 31st March 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **AJAY PALIWAL & Co.**
Chartered Accountants
Firm's Registration No. 12345C

Ajay Paliwal
Proprietor
M No. 403290
UDIN: 25403290BMLEJW6937

Place of signature: Mumbai
Dated: May 24, 2025

Standalone Balance Sheet

As at 31st March, 2025

(₹ in Lakhs)

Particulars	Note	As at 31 st March, 2025	As at 31 st March, 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant & equipment	3	709.60	799.00
(b) Capital work-in-progress		-	-
(c) Investment property		-	-
(d) Goodwill		-	-
(e) Other intangible assets	4	0.78	0.15
(f) Intangible assets under development		-	-
(g) Biological assets other than bearer plants		-	-
(h) Financial assets			
(i) Investments	5	12,333.90	6,381.18
(ii) Trade receivables		-	-
(iii) Loans	6	4,314.05	5,215.50
(iv) Others		-	11,596.68
(i) Deferred tax assets (net)		-	-
(j) Other non-current assets	7	77.28	27.03
(2) Current assets			
(a) Inventories		-	-
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	8	1,067.10	1,185.93
(iii) Cash and cash equivalents	9	37.88	33.42
(iv) Bank balances other than (iii) above	10	14,312.49	20,929.40
(v) Loans	11	1,589.62	1,728.91
(vi) Others	12	131.05	48.63
(c) Current tax assets (net)		-	-
(d) Other current assets	13	1,351.55	2,161.53
Total Assets		35,925.30	38,510.66
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	2,261.70	2,261.70
(b) Other equity	15	33,356.91	32,494.84
		35,618.61	34,756.54
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	4.78	8.41
(ia) Lease liabilities		-	-
(ii) Trade payables		-	-
(iii) Other financial liabilities (other than those specified in item (b) to be specified)		-	8.41
(b) Provisions		-	-
(c) Deferred tax liabilities (net)	17	192.28	141.11
(d) Other non-current liabilities		-	-
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	4.08	2,937.78
(ia) Lease liabilities		-	-
(ii) Trade payables			
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	19	58.27	161.51
(iii) Other financial liabilities (other than those specified in item (c))		-	3,099.29
(b) Other current liabilities	20	4.12	32.20
(c) Provisions		-	-
(d) Current tax liabilities (net)	21	43.16	473.11
Total Equity and Liabilities		35,925.30	38,510.66

See accompanying notes to financial statements 1 to 60

As per our Report attached

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
Proprietor
M.No.: 403290

ALKA PREMKUMAR GUPTA
Company Secretary
M.No.: A35442

SHEHNAZ D ALI
Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJW6937

Standalone Statement of Profit and Loss

For the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Note	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Income:			
I Revenue from operations	22	428.36	6,656.06
II Other income	23	1,764.07	27,036.66
III Total Income (I+II)		2,192.43	33,692.72
IV Expenses:			
Cost of materials consumed	24	-	5,110.06
Purchases of stock-in-trade	25	-	226.99
Employee benefits expense	26	246.82	182.72
Finance costs	27	71.79	220.59
Depreciation and amortisation expenses	29	41.67	50.97
Other expenses	28	286.66	766.96
Total expenses		646.94	6,558.29
V Profit before exceptional items and tax (III-IV)		1,545.49	27,134.43
VI Exceptional items		-	-
VII Profit/(loss) before tax (V-VI)		1,545.49	27,134.43
VIII Tax expense:			
(1) Current tax		449.68	4,114.20
(2) (Excess)/short provision for tax of earlier years		18.07	10.33
(3) Deferred tax		51.17	2.93
		518.92	4,127.46
IX Profit/(loss) for the period from continuing operations (VII-VIII)		1,026.57	23,006.97
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from discontinued operations (X-XI)		-	-
XII Profit/(loss) for the period (IX+XII)		1,026.57	23,006.97
XIV Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
Equity Instrument through other comprehensive income		5.13	12.19
(ii) Income tax relating to item that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to item that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising profit (loss) and other comprehensive income for the period)		1,031.70	23,019.16
XVI Earnings per equity share: (for continued operations):			
(1) Basic	30	0.91	20.34
(2) Diluted	30	0.91	20.34
XVII Earnings per equity share: (for discontinued operations):			
(1) Basic		-	-
(2) Diluted		-	-
XVII Earnings per equity share: (for discontinued & continuing operations)			
(1) Basic	30	0.91	20.34
(2) Diluted	30	0.91	20.34

See accompanying notes to financial statements 1 to 60

As per our Report attached

for and on behalf of
AJAY PALIWAL & CO.,
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FRN: 012345C

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Company Secretary
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Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJW6937

Standalone Cash Flow Statement

For the year ended 31st March, 2025

(₹ in Lakhs)

Sr. No.	Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
A	Cash Flow from Operating Activities		
	Net profit before tax	1,545.49	27,134.43
	Adjustments for:		
	Depreciation	41.67	50.97
	Interest paid	71.79	220.59
	Dividend received	(197.95)	(264.94)
	Profit/loss on sale of property, plant and equipment	(169.12)	
	Profit/loss on sale of Investments	(95.71)	(26,424.04)
	Bad debts	4.17	1.81
	Refund of income tax	-	(10.91)
	TDS not recoverable	0.39	-
	Operating Profit before working capital changes	1,200.73	707.91
	Adjustment for:		
	Trade receivables	114.66	(336.93)
	Trade payables	(103.24)	(554.74)
	Loans	1,040.73	(1,274.38)
	Changes in inventories	-	361.73
	Other financial assets	(82.42)	(3.46)
	Non-financial liabilities	-	2.93
	Current liabilities	(458.03)	(41.98)
	Increase/(decrease) non-current assets	(50.26)	98.47
	Increase/(decrease) in other current assets	809.98	(672.35)
	Cash generated from operations	2,472.16	(1,712.80)
	Income tax paid	467.75	3,651.42
	Net Cash Inflow/(Outflow) from Operations (A)	2,004.41	(5,364.22)
B	Cash Flow from Investing Activities		
	Purchase of property, plant and equipment	(484.52)	(200.93)
	Dividend	197.95	264.94
	Withdrawal/(investment) in other bank deposits (net)	6,616.91	(20,929.40)
	Sale of property, plant and equipment	700.00	-
	Sale of investments	239.00	26,693.93
	Purchase of investments - non-current	(6,090.54)	(1,195.65)
	Net Cash Inflow/(Outflow) from Investing Activities (B)	1,178.80	4,632.89
C	Cash flow from Financing Activities		
	Increase in borrowings	(2,937.33)	(537.84)
	Dividend paid	(169.63)	(282.71)
	Interest paid	(71.79)	(220.59)
	Net Cash Inflow/(Outflow) from Financing Activities (C)	(3,178.74)	(1,041.17)
	Net Increase/Decrease in cash & cash equivalents (A+B+C)	4.47	(1,772.49)
	Cash and cash equivalents at the beginning of the year	33.42	1,805.91
	Cash and cash equivalents at the end of the year	37.88	33.42

Standalone Cash Flow Statement (Contd.)

For the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
I. Cash and cash equivalents as per above comprise of the following:		
Cash on hand	0.25	0.84
Balances with scheduled banks:		
- On current accounts	37.63	32.58
- On deposit accounts (deposits having an original maturity of 3 months or less)	-	-
Cash and cash equivalents as per note 9	37.88	33.42

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Act, 2013.

The notes 1 to 60 form an integral part of the financial statements

This is the Statement of Cash Flows referred to in our report of even date.

for and on behalf of
AJAY PALIWAL & CO.,
Chartered Accountants
FRN: 012345C

Signatures to the Financial Statements and Notes

AJAY PALIWAL
Proprietor
M.No.: 403290

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M.No.: A35442

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Whole-Time Director
DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJW6937

Standalone Statement of Changes in Equity

A) EQUITY SHARE CAPITAL

(1) Current reporting period

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current reporting period	Balance at the end of the current reporting period
2,261.70	-	-	-	2,261.70

(2) Previous reporting period

(₹ in Lakhs)

Balance at the beginning of the previous reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous reporting period	Balance at the end of the previous reporting period
2,261.70	-	-	-	2,261.70

B) OTHER EQUITY

(₹ in Lakhs)

	Reserves & Surplus				Equity instruments through other comprehensive income	Total
	Capital reserve	Securities premium	General reserve	Retained earnings		
Balance at the end of the reporting period - 31/03/2023	338.25	7,898.00	47.40	1,515.61	(40.87)	9,758.39
Profit for the year	-	-	-	23,006.97	-	23,006.97
Other comprehensive income	-	-	-	-	12.19	12.19
Dividend	-	-	-	282.71	-	282.71
Total comprehensive income for the year	-	-	-	-	-	-
Balance at the end of the reporting period - 31/03/2024	338.25	7,898.00	47.40	24,239.87	(28.68)	32,494.84
Profit for the year	-	-	-	1,026.57	-	1,026.57
Other comprehensive income	-	-	-	-	5.13	5.13
Dividend	-	-	-	169.63	-	169.63
Total comprehensive income for the year	-	-	-	-	-	-
Balance at the end of the reporting period - 31/03/2025	338.25	7,898.00	47.40	25,096.81	(23.55)	33,356.91

See accompanying notes to financial statements

As per our Report attached

for and on behalf of
AJAY PALIWAL & CO.,
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FRN: 012345C

Signatures to the Financial Statements and Notes

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DIN: 00185452

HARIKANT TURGALIA
Whole-Time Director and CFO
DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJW6937

Notes to the Standalone Financial Statements

1. COMPANY INFORMATION

- a) Aeroflex Enterprises Limited (formerly known as Sat Industries Limited) (the Company), is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 53, C-wing, Mittal Tower, Nariman Point, Mumbai - 400 021.
- b) The Company is engaged in the business of international trading, investment and finance, leasing of assets, manufacturing of flexible packaging, hose pipes, engineering services etc. through its own or through subsidiary companies.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment – Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All upgradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortises the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a written down value basis.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Plant and Equipment	7 – 25 Years
Furniture and Fixtures	8 – 10 Years
Vehicles	8 – 10 Years
Office Equipment	5 Years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets

Intangible assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant.
- for separately acquired assets, at cost comprising the purchase price (including import duties and nonrefundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., patents, licenses, trademarks, franchise

and servicing rights) or the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes) or commercial obsolescence (e.g., lesser known brands are those to which adequate marketing support may not be provided). If there are no such limitations, the useful life is taken to be indefinite. Intangible assets that have finite lives are amortised over their estimated useful lives by the written down value method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortised.

All intangible assets are tested for impairment. Amortisation expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortisation and/or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on FIFO basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in Foreign Currency Translation Reserve.

Investment in Subsidiary and Associate

Investment in subsidiary and associate are carried at cost less accumulated impairment, if any.

Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification:

When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition:

Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes excise and other duties which the

Company pays as a principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Employee Benefits

- i) Short-term employee benefits liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined Benefit Plans**Gratuity Fund**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Company as a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is

authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led.

Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives/ costs attributable to the enterprise as a whole and are not attributable to segments.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies

The judgements, apart from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of intangible assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial risks of obsolescence or limitations under contract or law. Other trademarks have been amortised over their useful economic life. Refer notes to the financial statements.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

4. Claims, provisions and contingent liabilities:

In respect of litigations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Owned Assets								Total
	Office premises	Land - freehold	Furniture and fixtures	Vehicle	Computers	Office equipment	Moulds	Plant and equipment	
Year ended March 31st, 2025									
GROSS CARRYING AMOUNT									
Opening gross carrying amount	-	196.65	2.83	216.55	14.31	11.87	509.59	319.70	1,271.50
Additions	354.45	32.61	66.21	-	3.15	27.42	-	-	483.84
Disposals/adjustment	-	-	-	-	1.02	-	509.59	319.70	830.31
Closing Gross Carrying Amount	354.45	229.26	69.04	216.55	16.44	39.29	-	-	925.03
ACCUMULATED DEPRECIATION									
Opening accumulated depreciation	-	-	2.17	170.33	9.76	8.75	168.74	112.75	472.50
Depreciation charged during the year	4.21	-	1.72	13.90	2.25	2.76	9.99	6.79	41.62
Disposals/adjustments	-	-	-	-	0.42	-	178.73	119.54	298.69
Closing Accumulated Depreciation	4.21	-	3.89	184.23	11.59	11.51	-	-	812.81
Net Carrying Amount	350.24	229.26	65.15	32.32	4.85	27.78	-	-	709.60
Year ended March 31st, 2024									
GROSS CARRYING AMOUNT									
Opening gross carrying amount	-	-	2.83	216.55	10.95	10.95	509.59	319.70	1,070.57
Additions	-	196.65	-	-	3.36	0.92	-	-	200.93
Disposals/adjustment	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Amount	-	196.65	2.83	216.55	14.31	11.87	509.59	319.70	1,271.50
ACCUMULATED DEPRECIATION									
Opening accumulated depreciation	-	-	2.00	153.48	7.94	7.84	150.30	99.98	421.54
Depreciation charged during the year	-	-	0.17	16.85	1.82	0.91	18.44	12.77	50.96
Disposals/adjustments	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	-	-	2.17	170.33	9.76	8.75	168.74	112.75	472.50
Net Carrying Amount	-	196.65	0.66	46.22	4.55	3.12	340.85	206.95	799.00

Note:

- (a) There are no immovable properties whose title deeds are not in the name of the Company.
- (b) The Company has not revalued property, plant and equipment.
- (c) The Company has not revalued its intangible assets.
- (d) The Company has no capital work-in-progress.
- (e) There is no intangible assets under development.

NOTE 4: INTANGIBLE ASSET

(₹ in Lakhs)

	Software		Total
Year ended March 31st, 2025			
GROSS CARRYING AMOUNT			
Opening gross carrying amount	0.16	-	0.16
Additions	0.68	-	0.68
Disposals/adjustment	-	-	-
Closing Gross Carrying Amount	0.84	-	0.84
ACCUMULATED DEPRECIATION			
Opening accumulated depreciation	0.01	-	0.01
Depreciation charged during the year	0.05	-	0.05
Disposals/adjustments	-	-	-
Closing Accumulated Depreciation	0.06	-	0.06
Net Carrying Amount	0.78	-	0.78
Year ended March 31st, 2024			
GROSS CARRYING AMOUNT			
Opening gross carrying amount	0.16	-	0.16
Additions	-	-	-
Disposals/adjustment	-	-	-
Closing Gross Carrying Amount	0.16	-	0.16
ACCUMULATED DEPRECIATION			
Opening accumulated depreciation	-	-	-
Depreciation charged during the year	0.01	-	0.01
Disposals/adjustments	-	-	-
Closing Accumulated Depreciation	0.01	-	0.01
Net Carrying Amount	0.15	-	0.15

NOTE 5: INVESTMENTS - NON-CURRENT

(₹ in Lakhs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No of units	Amount	No of units	Amount
A) Investments in Equity Instruments				
i) Unquoted				
(a) Investments in Subsidiary (fully paid up) (Carried at cost)				
Italica Global FZC	100	34.04	100	34.04
(Shares of AED 1,850 each)				
Aeroflex Finance Private Limited	1,01,00,000	1,010.00	71,00,000	710.00
(Shares of ₹10/- each)				
M.R.Organisation Ltd	13,17,720	5,463.27	-	-
(Shares of ₹10/- each)				
(b) Investment in CCD				
Positive Food Ventures Pvt Ltd - CCD	3,394	4.75	3,394	4.75
(CCD of ₹10/- each)				
Gozing Technology Pvt Ltd - CCD	35	2.10	35	2.10
(CCD of ₹10/- each)				
Legalpay Technology Pvt Ltd - CCD	500	5.00	500	5.00
(CCD of ₹10/- each)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
Ncome Tech Solutions Pvt Ltd - CCD (CCD of ₹10/- each)				
Artha Energy Projects Pvt Ltd - CCD (CCD of ₹10/- each)	50	50.00	50	50.00
Giggle Galaxy Private Limited - CCD (CCD of ₹10/- each)	30	4.50	-	-
(c) Investment in CCPS				
Globalvalue Food and Condiments Pvt Ltd (CCPS of ₹10/- each)	26	2.50	26	2.50
Aubotz Labs Pvt Ltd (Face value ₹10/-)	39	7.01	39	7.01
Botson Labs Private Limited (Face value ₹10/-)	1,902	12.51	1,902	12.51
Broomees India Pvt Ltd (Face value ₹10/-)	112	16.26	112	16.26
CarterPorter Pvt Ltd (Face value ₹10/-)	44	3.60	44	3.60
Chakshu.AI Pvt Ltd (Face value ₹10/-)	985	10.00	985	10.00
Comfypets Pvt Ltd (Face value ₹10/-)	-	-	97	11.03
Crescere Technologies Pvt Ltd (Face value ₹10/-)	10	7.00	10	7.00
Devnagri AI Private Limited (Face value ₹10/-)	94	10.92	94	10.92
DVDP Technologies Pvt Ltd (Face value ₹10/-)	79	7.01	79	7.01
Ensuredit Technologies Pvt Ltd (Face value ₹10/-)	120	2.48	120	2.48
Expertrons Technologies Pvt Ltd (Face value ₹10/-)	12	10.73	12	10.73
Frello Technology Pvt Ltd (Face value ₹10/-)	39	9.23	39	9.23
Giggle Galaxy Private Limited (Face value ₹10/-)	27,064	6.22	27,064	6.22
Joule Consulting Private Limited (Face value ₹10/-)	240	6.69	240	6.69
Meliorism Switchism Pvt Ltd (Face value ₹10/-)	129	10.07	129	10.07
Mothersense Technologies Pvt Ltd (Face value ₹10/-)	2	4.28	2	4.28
Ncome Tech Solutions Pvt Ltd (Face value ₹10/-)	89	12.53	89	12.87
Pinbox Inclusion Pvt Ltd (Face value ₹10/-)	11	11.69	11	11.69
Prescinto Technologies Pvt Ltd (Face value ₹10/-)	-	-	429	11.71

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
Qzense Labs Pvt Ltd	41	3.94	41	3.94
(Face value ₹10/-)				
Sampatra Technologies Pvt Ltd	750	7.61	750	7.61
(Face value ₹10/-)				
Seygnux Solutions Pvt Ltd	39	5.59	39	5.59
(Face value ₹10/-)				
Shrikar Datakund Pvt Ltd	-	-	52	7.52
(Face value ₹10/-)				
SPV Laboratories Pvt Ltd	7,400	7.03	7,400	7.03
(Face value ₹10/-)				
Tecso Charge Zone Private Limited	2,191	4.60	2,191	4.60
(Face value ₹10/-)				
Wizzy Softech Pvt Ltd	97	11.11	97	11.11
(Face value ₹10/-)				
Asht Capital Pvt Ltd - CCPS	174	16.07	174	16.07
(Face value ₹10/-)				
Cyberviking Ventures Pvt Ltd (Nooble) - CCPS	-	-	13	6.97
(Face value ₹10/-)				
DCG Tech Limited CCPS	4,340	25.00	4,340	25.00
(Face value ₹10/-)				
Globalvalue Food and Condiments Pvt Ltd - CCPS	26	2.50	26	2.50
(Face value ₹10/-)				
Gozing Technology Pvt Ltd - CCPS	115	4.25	115	4.25
(Face value ₹10/-)				
Mestis Energy Pvt Ltd - CCPS	104	11.01	104	11.01
(Face value ₹10/-)				
Red Basil Technologies Pvt Ltd - CCPS	904	11.01	904	11.01
(Face value ₹10/-)				
Riverus Technology Solutions Pvt Ltd - CCPS	1,25,148	20.18	93,862	15.00
(Face value ₹10/-)				
Snippt Media Pvt Ltd - CCPS	1,248	10.01	1,248	10.01
(Face value ₹10/-)				
Sunfox Technologies Pvt Ltd - CCPS	53	6.99	53	6.99
(Face value ₹10/-)				
Text Mercato Solutions Pvt Ltd - Ccps	15	5.02	15	5.02
(Face value ₹10/-)				
Thermal Energy Service Solutions Pvt Ltd - CCPS	155	11.05	155	11.05
(Face value ₹10/-)				
Zoofresh Foods Pvt Ltd - CCPS	5,175	25.97	5,175	25.97
(Face value ₹10/-)				
Easy To Pitch Networks Pvt Ltd	13	9.09	13	9.09
(Face value ₹10/-)				
Thinkmetal Pvt Ltd	116	11.02	116	11.02
(Face value ₹10/-)				
Bugbase Security Pvt Ltd	64	11.14	64	11.14
(Face value ₹10/-)				
Dr. Jackfruit India Pvt Ltd	10	11.96	10	11.96
(Face value ₹10/-)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
Fifty Fintech Private Limited	79	11.13	79	11.13
(Face value ₹10/-)				
Geotalgo Technologies Pvt Ltd	305	11.03	305	11.03
(Face value ₹10/-)				
Imagine Healthfin Pvt Ltd CCPS	3,895	11.00	3,895	11.00
(Face value ₹10/-)				
Metashop Pvt Ltd- CCPS	68	11.15	68	11.15
(Face value ₹10/-)				
Super Saiyan Labs Pvt Ltd	66	11.14	66	11.14
(Face value ₹10/-)				
Toroi Technologies Pvt Ltd	217	32.28	217	16.14
(Face value ₹10/-)				
XETGO Pvt Ltd CCPS	294	40.10	294	40.10
(Face value ₹10/-)				
Dolf Labs Pvt Ltd-EQ	-	-	114	11.08
(Face value ₹10/-)				
Flickstree Productions Pvt Ltd. - CCPS	10	11.64	-	-
Lorien Business Management Pvt Ltd - CCPS	1,00,000	10.00	-	-
(d) Investments in Others (fully paid up) (At fair value through other comprehensive income):				
Ensuredit Technologies Pvt Ltd - E/s	23	0.47	23	0.47
(Shares of ₹10/- each)				
Positive Food Ventures Private Limited - E/S	178	0.25	89	0.12
(Shares of ₹10/- each)				
Vphrase Analytics Solution Pvt Ltd	-	-	112	10.13
(Shares of ₹10/- each)				
Ideope Media Pvt Ltd	-	-	-	-
(Shares of ₹10/- each)				
Urbtranz Technologies Pvt Ltd	279	3.11	279	3.11
(Shares of ₹10/- each)				
Creditas Solutions Private Limited	-	-	-	-
(Shares of ₹10/- each)				
Zeva Capsol Private Limited	19,634	20.01	19,634	20.01
(Shares of ₹10/- each)				
Reconext Labs Private Limited	16	2.11	16	2.11
(Shares of ₹10/- each)				
Eduvanz Financing Private Limited	4,294	31.40	4,294	31.40
(Shares of ₹10/- each)				
Flickstree Productions P Ltd	50	6.19	50	6.19
(Shares of ₹10/- each)				
Metro politan Exchange Limited	5,00,000	6.10	5,00,000	6.10
(Shares of ₹1/- each)				
Nuve Pro Technologies Pvt Ltd	76,920	20.00	76,920	20.00
(Shares of ₹1/- each)				
Kalprik Technologies Pvt Ltd	-	-	21,688	5.12
(Shares of ₹1/- each)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
Bohri Kitchen Pvt Ltd	55	4.73	55	4.73
(Shares of ₹10/- each)				
Karma Primary Healthcare Services Pvt Ltd	1,188	5.97	1,188	5.97
(Shares of ₹1/- each)				
Truelan Textiles Pvt Ltd	32	3.15	32	3.15
(Shares of ₹10/- each)				
SynThera Biomedical Private Limited	82	5.03	82	5.03
(Shares of ₹10/- each)				
Switchme Technologies and Services Pvt Ltd	103	5.00	103	5.00
(Shares of ₹10/- each)				
Insorce Operational Optimizers Pvt Ltd	34,165	5.00	34,165	5.00
(Shares of ₹1/- each)				
Mynvax Private Limited	51	5.00	51	5.00
(Shares of ₹10/- each)				
Supa Star Foods P Ltd	-	-	136	9.97
(Shares of ₹10/- each)				
Lenden Club Techserve P Ltd	1,011	0.01	1,011	0.01
(Shares of ₹1/- each)				
Lightsaber Food Ventures Private Limited	51	5.82	51	5.82
(Shares of ₹10/- each)				
Rare Plant Handicrafts Limited	514	19.44	514	19.46
(Shares of ₹10/- each)				
Irida Interative Private limited	30	5.53	30	5.53
(Shares of ₹10/- each)				
Wi Digital Services Private Limited	2,825	0.29	2,825	0.29
(Shares of ₹10/- each)				
Rocktium Com Technology Private Limited	84	0.01	84	0.01
(Shares of ₹10/- each)				
Instoried Research Labs Pvt Ltd	344	0.03	344	0.03
(Shares of ₹10/- each)				
Ramtirth Leasing and Finance Co.P Ltd	9,265	0.93	9,265	0.93
(Shares of ₹10/- each)				
My Aashiana Management Services Pvt Ltd	25,480	26.31	25,480	26.31
(Shares of ₹10/- each)				
Zoofresh Foods Pvt Ltd	244	1.42	244	1.42
(Shares of ₹10/- each)				
(e) Investment in convertible preference shares				
Duronto Technologies Private Limited	1,122	10.00	1,122	10.00
(Shares of ₹45/- each)				
Lithasa Technologies Pvt Ltd	83	19.03	83	19.03
Pre - Series A1 Cumulative Convertible Preference shares of ₹100/- each fully paid up				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
Manali E-Business Pvt Ltd	-	-	112	5.04
0.01% (Shares of ₹10/- each)				
Reverus Technology Solutions Pvt Ltd	-	-	31,286	5.18
0.01% (Shares of ₹10/- each)				
Text Mercato Solutions Pvt Ltd	32	5.18	32	5.18
(Shares of ₹10/- each)				
Entellus Business Solutions Pvt Ltd	17	2.89	17	2.89
(Shares of ₹10/- each)				
Mynvax Pvt Ltd	24	7.69	24	7.69
(Shares of ₹10/- each)				
Trudel Faishion Private Limited	33	5.19	33	5.19
(Shares of ₹10/- each)				
Modaviti E-Marketing Pvt Ltd	25	0.01	25	0.01
(Shares of ₹10/- each)				
Skilancer Solar Private Limited	36	2.09	36	2.09
(Shares of ₹10/- each)				
Getsup for Change Service Pvt Ltd	84	0.01	84	0.01
(Shares of ₹300/- each)				
Mynvax Private Limited	17	4.70	17	4.70
(Shares of ₹10/- each)				
(f) Investment in Funds				
Venture Capital Fund				
9Unicorns Accelerator Fund - I	1,00,000	97.93	85,000	84.95
(Units of ₹100/- each)				
BlinC Fund II	850	84.85	700	69.98
(Units of ₹10,000/- each)				
Z Nation Lab Growth Fund	3,400	300.14	3,360	296.05
(Units of ₹100/- each)				
Artha Select Fund	15,000	14.98	10,000	10.00
(Units of ₹100/- each)				
Beams Fintech Fund I	60,000	59.99	35,000	35.00
(Units of ₹100/- each)				
Siriusone Capital Fund	25,000	25.50	25,000	25.50
(Units of ₹100/- each)				
India Quotient Fund II	100	66.99	100	69.34
(Units of ₹1,00,000/- each)				
Artha Continuum Fund	15,000	15.44	15,000	15.44
(Units of ₹100/- each)				
1 Funds Trust 2	11	11.00	11	11.00
(Units of ₹1,00,000/- each)				
Gostops Hospitality Private Limited	16	16.00	16	16.00
(Units of ₹1,00,000/- each)				
India Inflection Opportunity Fund	252	252.18	195	195.00
(Units of ₹1,00,000/- each)				
Simyog Technology Private Limited	8	8.00	8	8.00
(Units of ₹1,00,000/- each)				
Artha Venture Fund-1	39,750	88.80	27,000	76.07
(Units of ₹100/- each)				

NOTE 5: INVESTMENTS - NON-CURRENT (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No of units	Amount	No of units	Amount
LV Angel Fund	11	5.36	11	5.36
(Units of ₹1,00,000/- each)				
Haystack Analytics Pvt Ltd (1 Fund Trust 2)	15	15.00	-	-
Xyma Analytics Pvt Ltd (1 Fund Trust 2)	25	25.00	-	-
Real Time Angel Fund	5,090	50.90	-	-
B) Investments in LLP				
Rubis Capital Advisors LLP	-	5.12	-	5.12
3.13% Share				
EQUIPACT ADVISORY LLP	-	100.00	-	100.00
6.67% Share				
A) Investments in Equity Instruments				
ii) Quoted				
(a) Investments in Subsidiary (fully paid up) (Carried at cost)				
Sah Polymers Limited	1,43,16,000	1,854.95	1,43,16,000	1,854.95
(Shares of ₹10/- each)				
Aeroflex Industries Ltd.	7,91,81,833	1,837.81	7,91,81,833	1,837.81
(Shares of ₹10/- each)				
(b) Others				
Tirupati Sarjan Limited	3,75,000	51.38	3,75,000	46.27
(Shares of ₹10/- each)				
BCL Industries	580	0.33	-	-
(Shares of ₹10/- each)				
Hindustan Construction Company Ltd	300	0.08	-	-
(Shares of ₹10/- each)				
New India Assurance Company Ltd.	10	0.02	-	-
(Shares of ₹10/- each)				
Tata Consultancy Service Ltd	2	0.06	-	-
(Shares of ₹10/- each)				
Total	-	12,333.90	-	6,381.18

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Total investment	12,333.90	6,381.18
Aggregate amount of quoted investments	3,744.63	3,739.03
Market value of the quoted investments	1,46,070.88	1,09,000.15
Aggregate amount of unquoted investments	8,589.27	2,642.15
Aggregate provision for diminution in value of investments	-	-

NOTE 6: FINANCIAL ASSETS: LOANS NON-CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Other Loans:		
(a) Loan considered good - secured	-	-
(b) Loan considered good - unsecured	4,314.05	5,215.50
(c) Loans which have significant increase in credit risk	-	-
(d) Loans - credit impaired	-	-
	4,314.05	5,215.50
Less: Allowance for doubtful debts	-	-
Total	4,314.05	5,215.50

Note 6.01:

No loans are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties.

NOTE 7: OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Advances other than capital advances		
- Others	0.57	0.32
Other advances		
- With statutory authorities	26.70	26.70
- Advance against shares	50.01	-
Total	77.28	27.03

NOTE 8: TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(a) Trade receivables considered good - secured	-	-
(b) Trade receivables considered good - unsecured	1,067.10	1,185.93
(c) Trade receivables which have significant increase in credit risk	-	-
(d) Trade receivables - credit impaired	-	-
	1,067.10	1,185.93
Less: Allowance for doubtful debts	-	-
Total	1,067.10	1,185.93

Note 8.01:

No trade receivables are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no trade receivables are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties.

Trade receivables ageing schedule as at 31st March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 months	6 months- 1 year	1-2 years	
(i) Undisputed trade receivables – considered good	0.10	13.18	1,053.82	1,067.10
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-
(v) Disputed trade receivables – credit impaired	-	-	-	-
(vi) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-
Total	0.10	13.18	1,053.82	1,067.10

Trade receivables ageing schedule as at 31st March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 months	6 months- 1 year	1-2 years	
(i) Undisputed trade receivables – considered good	25.75	1,129.08	31.10	1,185.93
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-
(v) Disputed trade receivables – credit impaired	-	-	-	-
(vi) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-
Total	25.75	1,129.08	31.10	1,185.93

NOTE 9: CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
a) Balances with banks		
i) in current accounts	37.63	32.58
ii) in fixed deposit*	-	-
b) Cash on hand	0.25	0.84
Total	37.88	33.42

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period.

NOTE 10: OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Bank deposit with less than 12 months maturity	14,000.00	20,500.00
- Interest accrued on deposit etc.	312.49	429.40
Total	14,312.49	20,929.40

NOTE 11: FINANCIAL ASSETS - LOANS CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(a) Loan considered good - secured	-	-
(b) Loan considered good - unsecured *	1,589.62	4,307.32
(c) Loans which have significant increase in credit risk	-	-
(d) Loans - credit impaired	-	-
	1,589.62	4,307.32
Less: Allowance for doubtful debts	-	-
Total	1,589.62	4,307.32

Note 11.01:

No loans are due from directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans are due from firms or private companies in which any director is a partner, a director or a member, other than dues from related parties disclosed as mentioned in Note No. 33.

No loans and advances are due from directors or other officers and related party of the Company

Loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties

(a) Repayable on demand or (b) without specifying terms of period of repayment

(₹ in Lakhs)

Type of Borrower	Amount of loan or advance in the nature of outstanding as on 31 st March, 2025	Amount of loan or advance in the nature of outstanding as on 31 st March, 2024
Promoters	-	-
Directors	-	-
KMP's	-	-
Related Parties	-	361.00
Total	-	361.00

NOTE 12: OTHER CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Bank deposit with more than 12 months maturity	2.00	2.00
Other Financial Assets		
- Interest accrued on loan, deposit etc.	129.05	46.63
Total	131.05	48.63

NOTE 13: OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Advances other than capital advances		
- Others	17.40	17.00
Other advances		
- With statutory authorities	54.56	68.38
- Prepaid expenses	23.80	2.94
- Employees	5.77	2.12
- Other receivables	1,250.02	2,053.53
Advance to suppliers	-	17.57
Total	1,351.55	2,161.53

NOTE 14: SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of ₹2/- each	14,50,00,000	2,900.00	14,50,00,000	2,900.00
	14,50,00,000	2,900.00	14,50,00,000	2,900.00
Issued				
Equity Shares of ₹2/- each fully paid up	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Total	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 14.01: Reconciliation for no. of shares outstanding during the year

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	11,30,85,000	2,261.70	11,30,85,000	2,261.70

Note 14.02: Details of shareholders holding more than 5%

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of shares	% of holding	No. of shares	% of holding
1. Sat Invest Private Limited	5,08,35,000	44.95%	5,08,35,000	44.95%
2. A Flex Invest Private Limited	75,00,000	6.63%	75,00,000	6.63%

Note 14.03:

The Company has only one class of equity shares having face value of ₹2/- each. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Company. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the

holders of equity shares will be entitled to receive the remaining assets of the Company in the same proportion as the capital paid-up on the equity shares held by them bears to the total paid-up equity share capital of the Company.

Note 14.04:

There are no calls unpaid on equity shares.

Note 14.05:

No equity shares have been forfeited.

Note 14.06:

No shares have been reserved for issue under options.

Note 14.07:

The Company has not allotted any shares pursuant to contract without payment being received in cash.

Shares held by promoters at the end of the year

Promoter Name*	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of shares	% of holding	No. of shares	% of holding
Sat Invest Pvt Ltd	5,08,35,000	44.95%	5,08,35,000	44.95%
A Flex Invest Pvt Ltd	75,00,000	6.38%	75,00,000	6.38%
Total	5,83,35,000	51.33%	5,83,35,000	51.33%

*Considered as per the information filed by the Company with stock exchanges for the year ended 31st March, 2025 and Annual return filed by the Company for the year ended March 31, 2024.

NOTE 15: OTHER EQUITY

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
1. Securities Premium		
As per the last year accounts	7,898.00	7,898.00
Add: Addition during the year	-	-
	7,898.00	7,898.00
2. Capital Reserve		
As per the last year accounts	338.25	338.25
3. General Reserve		
As per the last year accounts	47.40	47.40
4. Retained Earnings		
As per the last year accounts	24,239.87	1,515.61
Add: Surplus for the year	1,026.57	23,006.97
	25,266.44	24,522.58
Less: Dividend on equity shares	169.63	282.71
	25,096.81	24,239.87
5. Equity Instruments through Other Comprehensive Income		
As per the last year accounts	(28.68)	(40.87)
Add: Addition during the year	5.13	12.19
	(23.55)	(28.68)
Total	33,356.91	32,494.84

Nature and purpose of reserves**1) Securities Premium**

The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

2) General Reserve

This reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

3) Capital Reserve

Capital Reserve represents the amount forfeited on not exercising the option attached to the conversion of warrants into equity shares within a scheduled time.

4) Retained Earnings

This reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

5) Equity Instruments through Other Comprehensive Income

This reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to retained earnings when those instruments are disposed of.

NOTE 16: BORROWINGS - NON-CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Current	Non-current	Current	Non-current
Secured				
Term Loan				
From bank				
Yes Bank ^(a)	4.08	4.78	4.09	8.41
	4.08	4.78	4.09	8.41

(a) Term loan from Yes Bank is secured against hypothecation of car no. MH01 DX 9934. The loan is repayable in 60 equated monthly instalments of ₹37,079/- each commencing from 15.06.2023 and the last instalment is payable on 15.05.2027. Rate of Interest as on 31.03.2025 is @7.51% There was no continuing default in the repayment of instalment and interest thereon.

NOTE 17: DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Opening balance	141.11	138.18
Deferred tax liability		
Depreciation	51.17	1.63
Gratuity	-	1.30
Deferred tax assets		
Amalgamation	-	-
Gratuity	-	-
Net amount charged to Profit & Loss	51.17	2.93
Total	192.28	141.11

NOTE 18: BORROWINGS - CURRENT

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Current maturity of long term debt*	4.08	4.09
Others	-	2,933.69
	4.08	2,937.78

*for security etc. refer Note 16

NOTE 19: TRADE PAYABLE

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	58.27	161.51
	58.27	161.51

Trade payables ageing schedule as at 31st March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 months	6 months-1 year	1-2 years	
(i) Undisputed - micro & small enterprises	-	-	-	-
(ii) Undisputed others	31.90	22.91	3.46	58.27
(iii) Disputed dues - micro & small enterprises	-	-	-	-
(iv) Disputed dues - others	-	-	-	-
Total	31.90	22.91	3.46	58.27

Trade payables ageing schedule as at 31st March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 6 months	6 months-1 year	1-2 years	
(i) Undisputed - micro & small enterprises	-	-	-	-
(ii) Undisputed others	120.62	35.50	5.39	161.51
(iii) Disputed dues - micro & small enterprises	-	-	-	-
(iv) Disputed dues - others	-	-	-	-
Total	120.62	35.50	5.39	161.51

NOTE 20: OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Statutory liabilities	4.12	23.64
Advance from customers	-	8.56
Total	4.12	32.20

NOTE 21: CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Income Tax (net of advance tax)	43.16	473.11
Total	43.16	473.11

NOTE 22: REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
i) Trading	-	224.30
ii) Manufacturing goods	-	5,776.06
iii) Services		
a) Income from equipment uses charges	53.05	97.74
b) Income from interest	325.31	347.96
c) Income from professional fees	50.00	210.00
Total	428.36	6,656.06

NOTE 23: OTHER INCOME

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Profit from sale of investment in shares	155.17	25,601.96
Income from interest on fixed deposit	1,223.01	1,141.40
Other income	6.89	28.36
Profit on sale of property, plant and equipment	181.05	-
Dividend	197.95	264.94
Total	1,764.07	27,036.66

NOTE 24: COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Opening stock	-	361.73
Add: Purchases and adjustments	-	4,748.33
	-	5,110.06
Less: Closing stock	-	-
	-	5,110.06

NOTE 25: PURCHASE OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Traded goods	-	226.99
Total	-	226.99

NOTE 26: EMPLOYEE BENEFITS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Salary, wages, bonus & other benefits	244.63	178.49
Gratuity fund contributions	2.19	4.23
Total	246.82	182.72

NOTE 27: FINANCE COST

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Interest on borrowing	44.01	213.61
Interest on delayed payment of tax	27.78	6.98
Total	71.79	220.59

NOTE 28: OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Payment to auditor	0.50	0.50
Advertisement, publicity & marketing	2.85	1.23
Bad debts written off	4.17	1.81
Bank charges and commission	1.15	1.86
Conveyance & travelling expenses	13.64	7.58

NOTE 28: OTHER EXPENSES (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Depository charges	2.13	1.50
CSR activities	14.00	12.00
Electricity and power	1.63	3.23
Listing fees	5.35	5.85
ROC filing fees	0.55	0.41
Insurance charges	2.08	2.81
Profession tax	0.08	0.10
Web development expenses	3.05	3.23
Office expenses	18.15	18.95
Printing & stationery	1.89	1.09
Legal & professional fees	84.52	52.91
Rent expenses	14.41	18.23
TDS not recoverable	0.39	-
Directors sitting fees	4.65	3.00
Loss on sale of investments	59.46	-
Rebate, claim and discount	8.04	-
Loss on sale of mould	11.93	-
Job charges	-	553.89
Carriage outward	-	53.30
Telephone & communication expenses	6.83	6.81
Demat charges	0.03	0.30
Repairs & maintenance	8.11	9.16
Other expenses	17.07	7.21
Total	286.66	766.96

NOTE 29: DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Depreciation and amortisation expenses		
(i) Depreciation	41.62	50.96
(ii) Amortisation	0.05	0.01
	41.67	50.97

NOTE 30: EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Earnings per share has been computed as under		
(a) Profit for the year	1,026.57	23,006.97
(b) Weighted average number of ordinary shares outstanding for the purpose of basic earnings per share	11,30,85,000.00	11,30,85,000.00
(c) Effect of potential equity shares on conversion of outstanding share warrants	-	-

NOTE 30: EARNINGS PER SHARE (Contd.)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(d) Weighted average number of equity shares in computing diluted earnings per share [(b)+(c)]	11,30,85,000.00	11,30,85,000.00
(e) Earnings per share on profit for the year (Face Value Rs. 2.00 per share)		
- Basic (a/b)	0.91	20.34
- Diluted (a/d)	0.91	20.34

NOTE 31: CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(a) Contingent liabilities - Claim not acknowledged as debt		
GST for the FY 2017-18 including interest and penalty.	226.20	226.20
GST for the FY 2018-19 including interest and penalty.	151.94	151.94
Total	378.14	378.14

Guarantees

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(b) Guarantee given on behalf of subsidiary		
i) Guarantee given by the Company to ICICI Bank Ltd against loan provided to Sah Polymers limited	300.00	300.00
ii) Guarantee given by the Company to Uco Bank against loan provided to Sah Polymers limited	3,460.99	3,460.99
(c) Commitments		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-	-

NOTE 32: DETAILS OF SUBSIDIARIES

Name	Country of incorporation	% of ownership interest as at 31/03/2025	% of ownership interest as at 31/03/2024
Sah Polymers Limited	India	55.50%	55.50%
Aeroflex Finance Private Limited	India	100.00%	100.00%
Aeroflex Industries Limited	India	61.23%	61.23%
M.R.Organisation Limited	India	51.00%	-
Italica Global FZC, UAE	UAE	100.00%	100.00%

Financial Instruments and Related Disclosures**1. Capital Management**

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal accruals, borrowings etc. The Company aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

2. Categories of financial Instruments and fair value

Carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in Lakhs)

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
A: Financial assets				
Measured at amortised cost				
i) Cash and cash equivalent	37.88	37.88	33.42	33.42
ii) Other bank balance	-	-	-	-
iii) Loans	5,903.67	5,903.67	6,944.40	6,944.40
iv) Trade receivables	1,067.10	1,067.10	1,185.93	1,185.93
v) Other financial assets	131.05	131.05	48.63	48.63
Sub Total	7,139.70	7,139.70	8,212.39	8,212.39
Measured at fair value through OCI				
i) Equity instrument	2,133.36	2,133.36	1,944.40	1,944.40
Sub Total	2,133.36	2,133.36	1,944.40	1,944.40
Total Financial assets	9,273.06	9,273.06	10,156.79	10,156.79
B: Financial liabilities				
Measured at amortised cost				
i) Borrowings	8.86	8.86	2,946.19	2,946.19
ii) Trade payables	58.27	58.27	161.51	161.51
iii) Other financial liabilities	-	-	-	-
Total financial liabilities	67.13	67.13	3,107.70	3,107.70

Level 1: Quoted price (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

C: Financial Risk Management

The Company has a system-based approach to risk management, anchored to policies and procedures and internal financial controls aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

The activities of the Company exposes it to a number of financial risks namely market risk,

credit risk and liquidity risk. The Company seeks to minimise the potential impact of unpredictability of the financial markets on its financial performance. The Company does regularly monitor, analyse and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

a. Management of market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency risk. Financial instruments affected by market risk includes borrowings and investments instruments. The Company is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments. Investments are largely in subsidiaries and associates and are on long term basis.

(ii) Management of price risk:

The Company invests its surplus funds in deposits with banks on short term tenors on fixed interest rate and the same is not exposed to any price risk. This risk is mitigated by the Company by investing the funds in various tenors depending on the liquidity needs of the Company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has no foreign currency transactions and is, therefore, not exposed to foreign exchange risk.

The Company is not an active investor in equity markets; it continues to hold certain investments in equity for long term value accretion which are accordingly measured at fair value through other comprehensive income. The value of investments in such equity instruments as at 31st March, 2025 is ₹6,090.54 lakhs (PY - ₹1,195.65 lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in other comprehensive income.

As the Company is virtually debt-free and its deferred payment liabilities do not carry interest, the exposure to interest rate risk from the perspective of financial liabilities is negligible. The investment is guided by tenets of liquidity, safety and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

b. Management of credit risk:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in deposits with banks.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

The Company's customer base is large enough and does not have risk of credit concentration. Further, credit is extended in business interest.

c. Management of liquidity risk:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimised cost.

The Company's current assets aggregate to ₹18,489.69 lakhs (PY - ₹26,087.82 lakhs) including cash and cash equivalents and other bank balances of ₹37.88 lakhs (PY - ₹33.42 lakhs) against an aggregate current liability of ₹109.23 lakhs (PY - ₹3,604.60 lakhs); Non-current liabilities due between one year and three years amounting to ₹4.78 lakhs (PY ₹8.41 lakhs) and non-current liability due after three years amounting to ₹NIL (PY NIL) on the reporting date. Further, while the Company's total equity stands at ₹35,618.61 lakhs (PY - ₹34,756.54 lakhs), it has current borrowings of ₹4.78 lakhs (PY - ₹2,937.78 lakhs). In such circumstances, liquidity risk or the risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

NOTE 33:

Disclosures in respect of related parties pursuant to Ind AS 24

(i) Subsidiaries:

- 01) Sah Polymers Limited
- 02) Aeroflex Finance Private Limited
- 03) Aeroflex Industries Limited
- 04) Italica Global.FZC, UAE
- 05) M.R.Organisation Limited

(ii) Step down subsidiaries:

- 01) Fibcorp Polyweave Private Limited
- 02) Hyd Air Engineering Private Limited
- 03) M.R.Organisation (USA) LLC
- 04) M.R.Organisation Europe BVBA
- 05) Standard Air Limited UK

(iii) Key Managerial Personnel

- 01) Mrs. Shehnaz D Ali, Wholetime Director
- 02) Mr. Harikant Turgalia, Wholetime Director and Chief Financial Officer
- 03) Ms. Alka Premkumar Gupta, Company Secretary

During the year following transactions were carried out with the related parties in the ordinary course of business at arm's length price

(₹ in Lakhs)

Name of related party	As at 31 st March, 2025	As at 31 st March, 2024	Nature of transaction
Mr. Harikant Turgalia	25.09	20.46	i) Remuneration
Mrs. Shehnaz D. Ali	28.64	24.71	i) Remuneration
Ms. Alka Premkumar Gupta	18.38	18.39	i) Remuneration
Sat Invest Pvt. Ltd.	0.05	0.39	i) Fees paid on behalf
Aeroflex Finance Pvt. Ltd.	106.00	377.00	i) Unsecured loan given
	467.00	16.00	ii) Loan repayment received
	300.00	-	iii) Investment in equity
	0.70	-	iv) Sale of assets
	0.02	0.03	v) Fees paid on behalf
Sah Polymers Ltd.	700.00	430.00	i) Unsecured loan given
	700.00	430.00	ii) Unsecured loan repaid
	13.87	5.61	iii) Interest paid
	0.24	0.24	iv) Rent received
	-	71.58	v) Dividend received
Aeroflex Industries Ltd.	197.95	193.36	iv) Dividend received
	-	714.42	v) Exp paid on behalf
	-	53.10	vi) Finance management consultancy
M. R. Organisation Ltd	5.40	-	i) Consulting & advisory services
A Flex Invest Pvt Ltd	-	0.01	i) Exp paid on behalf
	14.17	11.11	ii) Rent paid
Fibcorp Polyweave Pvt Ltd	-	30.00	i) Unsecured loan given
	-	30.00	ii) Unsecured loan repaid
	-	0.03	iii) Interest paid
SAT Foundation (earlier known as Taha Charitable Trust)	14.00	12.00	CSR expenditure

Closing balances

(₹ in Lakhs)

Name	31 st March, 2025	31 st March, 2024
Mrs. Shehnaz D. Ali	1.81	1.59
Mr. Harikant Turgalia	1.54	1.38
Aeroflex Finance Pvt Ltd	-	361.00
Ms. Alka Premkumar Gupta	3.97	1.00

Closing balances in the case of other parties is NIL

None of the related parties balances has been written off.

NOTE 34:

Disclosures pursuant to Section 186(4) of the Companies Act, 2013:

- (i) for investment refer to Note 5.
- (ii) for guarantee refer to Note 31(b). Guarantee has been utilised by the recipient for business.
- (iii) No security has been provided.

(iv) Details of the loans provided during the year are as under:

Name of the borrower	Amount given during the year (₹ in Lakhs)	Tenure	Rate of interest	Utilised
Sah Polymers Ltd.	700.00	Repayable on demand	12% Per annum	For business purpose
Aeroflex Finance Pvt Ltd.	106.00	Repayable on demand	Zero interest loan	For business purpose
Park Continental Pvt. Ltd.	1,823.75	2 Year	12% Per annum	For business purpose

NOTE 35: TAX RECONCILIATIONS

(₹ in Lakhs)

	As at 31 st March, 2025	As at 31 st March, 2024
Tax expenses recognised in the Statement of Profit and Loss		
Current tax:		
Current tax on profits for the year	449.68	4,114.20
Deferred tax (net)	51.17	2.93
Total income tax expenses	500.85	4,117.13

Reconciliation of tax expenses and the accounting profit:

The reconciliation between estimated income tax at statutory income tax rate into income tax expenses reported in Statement of Profit and Loss is given below:

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Profit before income tax	1,545.49	27,134.43
Current tax for the year	449.68	4,114.20
Indian statutory income tax rate @ 25.17%	25.17%	25.17%
Expected income tax expenses	389.00	6,829.74
Tax effect of adjustment to reconcile expected income tax expenses to reported income tax expenses		
Tax effects of amounts which are not deductible for taxable income	28.75	4.78
Effect of depreciation under Income Tax	(8.88)	(1.33)
Effect of capital gain tax under Income Tax	(41.39)	2,652.26
Others	(39.17)	59.83
	(60.68)	2,715.53
Total expense as per statement of profit and loss	449.68	4,114.20

Deferred Tax (Liabilities)

(₹ in Lakhs)

	As at 31 st March, 2025	As at 31 st March, 2024
Property plant and equipment	51.17	1.63
Gratuity	-	1.30
Total deferred tax liabilities	51.17	2.93

Net Deferred tax (Liabilities)/Assets**Movement in Deferred tax Liabilities/Assets**

(₹ in Lakhs)

Particular	Property, plant and equipment	Other deferred tax assets	Deferred tax liabilities/asset (net)
As at 31st March, 2023	145.68	-	138.18
(Charged)/credited to Profit and Loss	2.93	-	2.93
As at 31st March, 2024	148.61	-	141.11
(Charged)/credited to Profit and Loss	51.17	-	51.17
As at 31st March, 2025	199.78	-	192.28

NOTE 36: EMPLOYEE BENEFITS**a) Defined Benefit Plan****Gratuity:**

The Company participates in the Employees' Group Gratuity-Scheme of Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Company's scheme whichever is more beneficial to the employees.

b) Amounts Recognised as Expense**i) Defined Benefit Plan**

Gratuity cost amounting to ₹2.19 lakhs (PY ₹4.22 lakhs) has been included in Note 26 under Contribution to Provident and Other Funds.

NOTE 37:

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro, Small and Medium Enterprises beyond 45 days. There were no amounts on account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act, 2006 not paid. Further, there were no amounts towards interest accrued that were remaining unpaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(₹ in Lakhs)

Information relating to the Micro, Small and Medium Enterprises	As at 31.03.2025	As at 31.03.2024
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	NIL	NIL
(i) Principal amount		
(ii) Interest		
(b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

NOTE 38: SEGMENT INFORMATION

Segment information in accordance with Ind AS 108, 'Operating Segments', segment information has been given in the Consolidated Financial Statements of AEROFLEX ENTERPRISES LIMITED (Formerly known as Sat Industries Limited) and, therefore, no separate disclosure on segment information is given in the Standalone Financial Statements.

NOTE 39: CORPORATE SOCIAL RESPONSIBILITY (CSR)

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
(i) Amount required to be spent by the Company during the year	13.94	10.68
(ii) Amount of expenditure incurred	14.00	12.00
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reasons for shortfall	Not applicable	Not applicable
(vi) Nature of CSR activities		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	-	-
Health and education	14.00	12.00
	14.00	12.00

(vii) Details of related party transactions:

Out of (i) above, (₹14.00 lakhs (PY ₹12.00 lakhs) contributed to Sat Foundation (formerly known as Taha Charitable Trust) which is related party.

(viii) The Company does not carry any provisions for corporate social responsibility expenses for the current year and the previous year.

NOTE 40:

Balances of banks, sundry debtors and trade payables, current liabilities etc. as on 31.03.2025 are subject to confirmation and reconciliation.

NOTE 41:

In the opinion of the Management, there is no impairment of assets in accordance with the Ind AS-36 as on the Balance Sheet date.

NOTE 42:

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

NOTE 43:

These financial statements were approved for issue with a resolution of the Board of Directors on May 24, 2025.

NOTE 44:

All amounts disclosed in the financial statements and NOTES have been rounded off to the nearest lakhs and decimal thereof as per the requirements of Schedule III to the Companies Act, 2013, unless otherwise stated.

NOTE 45:

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current Financial Statements.

NOTE 46:

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

(₹ in Lakhs)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Not later than one year	-	97.74
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTE 47:

No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

NOTE 48:

The Company has taken no borrowings from banks on the basis of security of current assets of the Company.

NOTE 49:

The Company is not a declared willful defaulter by any bank or financial institution or other lender.

NOTE 50:

The Company has no transaction with companies struck off under Section 248 of the Companies Act 2013 or Section 560 of Companies Act, 1956.

NOTE 51:

There is no charge or satisfaction yet to be registered with ROC beyond the statutory period.

NOTE 52:

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

NOTE 53: RATIOS

Particulars	Formula used	Ratio		Explanation for any change in ratio by more than 25% as compared to previous year.
		As at 31 st March, 2025	As at 31 st March, 2024	
(a) Current ratio	Current assets/current liabilities	168.65	7.24	Reduction in short term borrowings so there is a increase in current ratio.
(b) Debt equity ratio	Total debt/ shareholder's equity	0.0002	0.08	Reduction in short term borrowings and improved shareholder's equity.
(c) Debt service coverage ratio	Earnings available for debt service (before taxes)/debt service	0.47	2.40	Due to increase in repayment portion of borrowings during the year.
(d) Return on equity	Net profit after taxes/ Average shareholders' equity	2.92%	98.37%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
(e) Inventory turnover ratio	COGS/Average inventory	-	29.51	Slowed business of manufacturing of SS billets led to decrease in the ratio. The Company is evaluating new business avenues.
(f) Trade receivables turnover ratio	Net credit sales/ Average accounts receivable	0.38	6.54	Slowed business of manufacturing of SS billets led to decrease in the ratio. The Company is evaluating new business avenues.
(g) Trade payables turnover ratio	Net credit purchase/ average trade payables	-	11.34	Slowed business of manufacturing of SS billets led to decrease in the ratio. The Company is evaluating new business avenues.
(h) Net capital turnover ratio	Net sales/Average working capital	15.25%	303.57%	Reduction in short term borrowings and slowed business of manufacturing of SS billets led to decrease in the ratio.
(i) Net profit ratio	Net profit/Total income	46.82%	68.28%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
(j) Return on capital employed	Operating earnings before interest and taxes/Average capital employed	2.01%	167.79%	Reduction in ratio because of significantly higher profits last year from offer for sale of Aeroflex Industries shares in IPO.
(k) Return on investment	Income generated from investment/Time weighted average investment	-	-	Not calculated as investment in start up are made with a long term view which do not give return immediately. The same is also with investments in subsidiary companies which are made with the purpose of acquisition of business and long term wealth creation strategy.

NOTE 54: SIGNIFICANT ARRANGEMENTS IN TERMS OF SECTION 230 TO 237 OF THE COMPANIES ACT, 2013 DURING LAST YEAR

During the year no Scheme of Arrangement has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

NOTE 55: UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

- (a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (b) The Company has not received any fund from any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

NOTE 56:

There is no transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments

The notes referred to above form an integral part of the Financial Statements.

As per our Report attached

for and on behalf of
AJAY PALIWAL & CO.,
 Chartered Accountants
 FRN: 012345C

AJAY PALIWAL
 Proprietor
 M.No.: 403290

ALKA PREMKUMAR GUPTA
 Company Secretary
 M.No.: A35442

under the Income Tax Act, 1961. Further there is no previously unrecorded income and related assets requiring recording in the books of account during the year.

NOTE 57:

The Company has done an assessment to identify Core Investment Company (CIC) [including CICs in the Group] as per the necessary guidelines of Reserve Bank of India [including Core Investment Companies (Reserve Bank) Directions, 2016]. The Company is not a CIC and no entities have been identified as CIC in the Group, of which Company is a part.

NOTE 58:

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

NOTE 59:

The Board of Directors of the Company has recommended a final dividend of ₹0.30 per equity share for the financial year ended 31st March, 2025 (for the year ended 31st March, 2024 - ₹0.15 per equity share) to be paid on fully paid equity shares amounting to ₹339.26 lakhs. The final dividend is subject to the approval of shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

- (a) As approved by the shareholders a dividend of ₹0.15 per equity share aggregating to ₹169.63 lakhs in respect of year ended 31st March, 2024 has been paid during the year.

NOTE 60: EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended dividend of ₹0.30 per fully paid up equity share of ₹2/- each for the financial year 2024-25.

Signatures to the Financial Statements and Notes

SHEHNAZ D ALI
 Whole-Time Director
 DIN: 00185452

HARIKANT TURGALIA
 Whole-Time Director and CFO
 DIN: 00049544

Place: Mumbai
Dated: May 24, 2025
UDIN: 25403290BMLEJW6937



Aeroflex Enterprises Limited

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