

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L25199MH1984PLC034632

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	AEROFLEX ENTERPRISES LIMITED	AEROFLEX ENTERPRISES LIMITED
Registered office address	53, C-Wing,Mittal Tower,Nariman Point,Mumbai,Mumbai,Maharashtra,India,4000 21	53, C-Wing,Mittal Tower,Nariman Point,Mumbai,Mumbai,Maharashtra,India,4000 21
Latitude details	18.927338	18.927338
Longitude details	72.819943	72.819943

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Registered office photo.jpeg

(b) *Permanent Account Number (PAN) of the company

AA*****7F

(c) *e-mail ID of the company

*****rate@satgroup.in

(d) *Telephone number with STD code

02*****00

(e) Website

iv *Date of Incorporation (DD/MM/YYYY)

23/11/1984

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

16/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

4

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Administrative and support service activities	77	Rental and leasing activities	12.39
2	K	Financial and insurance activities	66	Other financial activities	75.94
3	M	Professional, Scientific and Technical activities	70	Activities of head offices; management consultancy activities	1.17
4	M	Professional, Scientific and Technical activities	73	Advertising and market research	10.5

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

5

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L24201RJ1992PLC006657		AEROFLEX NEU LIMITED	Subsidiary	55.5
2	L27509MH1993PLC074576		AEROFLEX INDUSTRIES LIMITED	Subsidiary	61.23
3	U65929MH2016PTC282853		AEROFLEX FINANCE PRIVATE LIMITED	Subsidiary	100

4	U28130GJ2013PLC074365		M.R.ORGANISATION LIMITED	Subsidiary	51
5		BYWAZ20170704	Italica Global FZC, UAE	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	145000000.00	113085000.00	113085000.00	113085000.00
Total amount of equity shares (in rupees)	290000000.00	226170000.00	226170000.00	226170000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	145000000	113085000	113085000	113085000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	290000000.00	226170000.00	226170000	226170000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
<div style="border: 1px solid black; width: 150px; height: 20px; margin: 0 auto;"></div>				
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	113085000	113085000.00	290000000	226170000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify <input type="text" value="NIL"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NIL"/>	0	0	0.00	0	0	
At the end of the year	0.00	113085000.00	113085000.00	290000000.00	226170000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NIL"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NIL"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

42836519

ii * Net worth of the Company

3561856661

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	58335000	51.59	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	58335000.00	51.59	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	39446102	34.88	0	0.00
	(ii) Non-resident Indian (NRI)	476747	0.42	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	550	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	564368	0.50	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	8704233	7.70	0	0.00
10	Others	5558000	4.91		
	CM, LLP, AIF - III				
	Total	54750000.00	48.41	0.00	0

Total number of shareholders (other than promoters)

43777

Total number of shareholders (Promoters + Public/Other than promoters)

43779.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	9976
2	Individual - Male	21692
3	Individual - Transgender	0
4	Other than individuals	12111
	Total	43779.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	09/05/1994	France	564368	0.5

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	28517	43777
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	1	1	0	0
B Non-Promoter	1	3	1	3	0.00	0.06
i Non-Independent	1	0	1	0	0	0
ii Independent	0	3	0	3	0	0.06
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0

iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
Total	2	4	2	4	0.00	0.06

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHEHNAZ D ALI	00185452	Whole-time director	0	
PARTHA SARATHI SARKAR	00047272	Director	70200	
ARPIT KHANDELWAL	09684341	Director	0	
UMA MANOJ MANDAVGANE	03156224	Director	0	
HARIKANT GANESHLAL TURGALIA	AADPT4782B	CFO	0	
HARIKANT GANESHLAL TURGALIA	00049544	Whole-time director	0	
ASAD DAUD	02491539	Director	0	
ALKA PREMKUMAR GUPTA	ALNPG6252E	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RAMESH CHANDRA SONI	00049497	Director	30/09/2024	Cessation
UMA MANOJ MANDAVGANE	03156224	Additional Director	31/05/2024	Appointment
UMA MANOJ MANDAVGANE	03156224	Director	30/09/2024	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/07/2024	34153	51	59.69

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2024	6	5	83.33
2	31/05/2024	6	6	100
3	27/07/2024	7	7	100
4	09/08/2024	7	7	100
5	12/11/2024	6	6	100
6	31/01/2025	6	6	100
7	08/03/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee	09/05/2024	3	3	100
2	Audit Committee	09/08/2024	3	3	100
3	Audit Committee	12/11/2024	3	3	100
4	Audit Committee	31/01/2025	3	3	100
5	Nomination and Remuneration Committee	31/05/2024	3	3	100
6	Stakeholder's Grievance Committee	09/05/2024	3	3	100
7	Stakeholder's Grievance Committee	09/08/2024	3	3	100
8	Stakeholder's Grievance Committee	12/11/2024	3	3	100
9	Stakeholder's Grievance Committee	31/01/2025	3	3	100
10	Corporate Social Responsibility Committee	31/05/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 16/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SHEHNAZ D ALI	7	7	100	2	2	100	Yes
2	HARIKANT GANESHLAL TURGALIA	7	7	100	9	9	100	Yes
3	ASAD DAUD	7	7	100	4	4	100	Yes
4	PARTHA SARATHI SARKAR	7	7	100	3	3	100	Yes
5	ARPIT KHANDELWAL	7	7	100	7	7	100	Yes
6	UMA MANOJ MANDAVGANE	5	5	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Harikant Turgalia	Whole-time director	2508738				2508738.00
2	Shehnaz D Ali	Whole-time director	2863576				2863576.00
	Total		5372314.00	0.00	0.00	0.00	5372314.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Alka PremkumarGupta	Company Secretary	1838004	0	0	0	1838004.00
	Total		1838004.00	0.00	0.00	0.00	1838004.00

C *Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

43779

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholders.xlsm

(b) Optional Attachment(s), if any

MGT-8 2025.pdf
Clarification regarding FPI FII
details.pdf
Clarification regarding attendance
of Director.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

AEROFLEX ENTERPRISES LIMITED

 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Gopika Shah (Partner of GHV & Co.)

Date (DD/MM/YYYY)

27/11/2025

Place

Mumbai

Whether associate or fellow:

Associate Fellow

Certificate of practice number

1*6*3

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

ALNPG6252E

*(b) Name of the Designated Person

ALKA PREMKUMAR GUPTA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*0*9*4*

***To be digitally signed by**

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

3*4*2

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC1245203

eForm filing date (DD/MM/YYYY)

21/01/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

For Office Use Only:

eForm Service request number(SRN)

AC1245203

eForm filing date(DD/MM/YYYY)

25/01/2026

Document certified by DS
REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI
<roc.mumbai@mca.gov.in>

Digitally signed by
DS REGISTRAR
OF COMPANIES
MAHARASHTRA
MUMBAI
Date: 2026.01.26
03:19:03 IST



Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **AEROFLEX ENTERPRISES LIMITED**, (Formerly known as SAT INDUSTRIES LIMITED) (CIN: L25199MH1984PLC03463) (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the financial year ended on March 31, 2025 (“**financial year**”). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately;
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act – **The Company is a Public Limited Non-Government Company, Limited by shares;**
 2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within/ beyond the prescribed time with additional fees;

The Company has filed all the applicable forms within the prescribed time except the following forms which were filed with additional fees:

- **e-form IEPF-2 (for Statement of unclaimed and unpaid amounts) filed on 19/09/2024;**
 - **e-form AOC-4 XBRL (for filing XBRL document in respect of financial statement and other documents with the Registrar) filed on 27/08/2024;**
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions ~~and resolutions passed by postal ballot, if any~~, have

been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. closure of Register of Members/ Security holders, as the case may be;
6. advances/ loans to its directors and/ or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures /alteration or reduction of share capital / conversion of shares/ securities and issue of security certificates in all instances - **The Company has not done any issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures /alteration or reduction of share capital / conversion of shares/ securities and issue of security certificates during the financial year ended March 31, 2025. Hence, this is not applicable for the financial year ended March 31, 2025;**
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act – **This is not applicable for the financial year ended March 31, 2025;**
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; - **The declaration/ payment of dividend during the financial year 2024-25 was done in accordance with the provisions of Companies Act, 2013. Further, the transfer of unpaid/ unclaimed dividend/ other amounts to the Investor Education and Protection Fund in accordance with section 125 of the Act was not applicable to the Company during the financial year ended on March 31, 2025;**
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act – **There were no appointment/ reappointment/**

filling up casual vacancies of auditors as per the provisions of section 139 of the Act during the financial year ended March 31, 2025. Hence, this is not applicable for the financial year ended March 31, 2025;

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act - **The Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act. Hence, this is not applicable for the financial year ended March 31, 2025;**
15. acceptance/ renewal/ repayment of deposits; - **The Company has not accepted/renewed /repayed deposits during the financial year ended March 31, 2025. Hence, this is not applicable for the financial year ended March 31, 2025;**
16. borrowings from ~~its directors, members, public financial institutions,~~ banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company – **The Company has not altered the provisions of the Memorandum and/or Articles of Association of the Company during the financial year ended March 31, 2025. Hence, this is not applicable for the financial year ended March 31, 2025.**

**For GHV & Co,
Practising Company Secretaries**



**Gopika Shah-Partner
Membership No. F10416
C.P No. 11663
UDIN: F010416G002061511
Date: 27.11.2025
Place: Mumbai**

Date: 24/12/2025

To,
The Register of Companies
Ministry of Corporate Affairs,
100, Everest, Marine Drive,
Mumbai- 400002.

Subject : Clarification regarding the Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI) details in Form MGT-7 for Aeroflex Enterprises Limited (Formerly ‘SAT Industries Limited’)

Dear Sir/Madam,

With respect to the captioned subject, we hereby inform you that, the Aeroflex Enterprises Limited (Company) had ‘6’ FII(s) as on March 31, 2025, for which the ‘Date of incorporation’ & ‘country of incorporation’ is mandatory field required in in point VI C ‘**Details of Foreign institutional investors’ (FIIs) holding shares of the company’** of the Form MGT-7.

However, the relevant details are unavailable with MUFG Intime India Private Limited, the Registrar and Share transfer Agent of the Company.

Further, the Company tried to fetch the details and got the date & country of incorporation only for 3 of them.

Accordingly, we have made a **single entry** for ‘BNP PARIBAS FINANCIAL MARKETS – ODI’ and entered the total number and percentage of shares held by all the FII/FPI in this single entry in point VI C **only for the purpose of submission of the Form.**

Accordingly, please find below the available details of the FII/FPI (s) shareholders of the Company as on March 31, 2025:

SR NO	NAME OF THE FII	ADDRESS	DATE OF INCORPORATION	COUNTRY	NUMBER OF SHARES HELD	% OF SHARES HELD
1	MERU INVESTMENT FUND PCC-CELL 1	ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLEIS GOLF CLUB ROAD, SECTOR-54 GURGAON			520000	0.46
2	RED BAY LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	12/11/2009	Mauritius	5817	0.01
3	SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING	01/04/1985	France	3541	0.00

		GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI				
4	CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr, JP MORGAN TOWER, OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI			6596	0.01
5	BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	09/05/1994	France	3282	0.00
6	MINERVA VENTURES FUND	ICICI BANK LTD EMPIRE COMPLEX 1ST FLOOR 414 S B MARG LOWER PAREL WEST MUMBAI MAHARASHTRA			25132	0.02
		TOTAL			5,64,368	0.50

Request you to take the same on your records and oblige

Thanking you.

For Aeroflex Enterprises Limited



Alka Premkumar Gupta

Company Secretary & Compliance officer

M.No: A35442

Date: 24/12/2025

To,
The Register of Companies
Ministry of Corporate Affairs,
100, Everest, Marine Drive,
Mumbai- 400002.

Subject : Clarification regarding the Attendance of Director details in form MGT-7 for Aeroflex Enterprises Limited (Formerly 'SAT Industries Limited')

Dear Sir/Madam,

With respect to the captioned subject, we hereby inform you that Mr. Ramesh Chandra Soni (DIN: 00049497) was an Independent Director of Aeroflex Enterprises Limited (Company) till September 30, 2024. Hence, we have not mentioned his details in point 'VIII B (i) Details of Directors and Key managerial personnel as on the closure of financial year' of Form MGT-7.

Since, he was not the Director of the Company as on the closure of the financial year ended March 31, 2025, we are unable to enter his attendance details in point IX D Attendance of Directors.

Accordingly, we are submitting the details in the table below:

Sr No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 16/09/2025
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Ramesh Chandra Soni	4	3	75	5	5	100	Not applicable

Request you to take the same on your records and oblige

Thanking you.

For Aeroflex Enterprises Limited



Alka Premkumar Gupta
Company Secretary & Compliance officer
M.No: A35442

