



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EOGM”) of the Members of **SAT INDUSTRIES LIMITED** will be held on Monday, April 21, 2025, at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### **SPECIAL BUSINESS:**

- 1. To consider and approve change in the name of the Company from ‘SAT Industries Limited’ to ‘Aeroflex Enterprises Limited’.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactments thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other applicable law(s), regulation(s), rule(s) or guideline(s), and subject to such other approvals, consents or permissions as may be required from various appropriate regulatory or statutory authorities as may be applicable, the approval of the members of the Company be and is hereby accorded to change the name of the Company from **“SAT Industries Limited” to “Aeroflex Enterprises Limited”**.

**RESOLVED FURTHER THAT** upon issuance of the fresh Certificate of Incorporation by Registrar of Companies, the Clause I i.e., Name Clause of the Memorandum of Association of the Company be substituted by the following clause:

- I. **“The name of the Company is Aeroflex Enterprises Limited.”**

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company and to substitute Article 1 i.e., the Interpretation clause of “The Company” or “This Company” of the Articles of Association of the Company in the following manner:

“The Company” or “This Company” means **AEROFLEX ENTERPRISES LIMITED**.

**RESOLVED FURTHER THAT** any one of the Director of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorized copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”



## 2. Amendment in Object Clause of the Memorandum of Association of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded for alteration in the Clause III(A) of the Memorandum of Association of the Company in the manner mentioned hereinbelow:

- a) Renumber the exiting clause 2A as clause 2A(a)
- b) Insert the clauses 2A(b) to 2A(d) immediately after the clause 2A(a)
- c) Existing clause 2H(d) be deleted and instead the following clause 2H(d) be substituted

### **Clause 2A (b)**

*To carry on the business of incubating, developing, providing and launching innovative artificial intelligence products, information technology products, related services and solutions, and software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions.*

### **Clause 2A (c)**

*To carry on the business of buying, selling, trading, exporting, importing, developing, inventing, acquiring or taking on instalment basis, hire purchase basis, lease basis, whether directly or indirectly, on principal or agent basis, computer hardware, software, accessories, packages, intellectual property, and related or ancillary goods or services, of all kinds and description.*

### **Clause 2A (d)**

*To carry on the business of purchasing, acquiring, leasing, licensing, renting, hiring, managing, and exploiting all kinds of intellectual property rights, including but not limited to patents, trademarks, copyrights, designs, trade secrets, and other proprietary rights, in any part of India or abroad.*

### **Clause 2H (d)**

*To carry on the business of purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery, moulds, plants, tools, jigs and fixtures, agricultural machinery, barges, automobile and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and description, air conditioning plants and electronic equipment's of all kind and description, and for that purpose to buy, purchase, import, acquire or take on instalment basis, hire purchase basis, lease basis all kinds of aforementioned assets, spares parts and accessories required thereto and to employ, engage staff, personnel for carrying out the business activities.*

**RESOLVED FURTHER THAT** the Memorandum of Association of the company be further altered to realign with the provisions of The Companies Act, 2013.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Director and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file all the necessary forms and/or returns and/ or any other e-form to the Registrar of Companies and/ or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution.”

**By Order of the Board of Directors  
SAT INDUSTRIES LIMITED**

**Sd/-  
Alka Premkumar Gupta  
Company Secretary & Compliance Officer**

**Place: Mumbai  
Date: 26.03.2025**



**Notes :**

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated 08th December, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 and General Circular No.10/2022 dated 28th December, 2022, General Circular No.09/2023 dated 25th September, 2023 and General Circular No.09/2024 dated 19th September, 2024 (which has clarified that, the Companies whose AGM/EOGM and EOGM are due in the year 2024 or 2025, can conduct their AGM/EOGM on or before 30 September 2025 by means of Video Conference (VC) or Other Audio-Visual Means (OAVM) issued by Ministry of Corporate Affairs (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, circular no SEBI/HO/CFD/CMD2 /CIR /P/2022/62 dated May 13, 2022 and circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively “SEBI Circulars”), have permitted companies to conduct AGM/EOGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EOGM of the Company is being convened and conducted through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by CDSL.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
4. As per the provisions under the MCA Circulars, Members attending the EOGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the EOGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the EOGM being held through VC.



6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also join the EOGM through VC but shall not be entitled to cast their vote again.
7. The Board of Directors has appointed Dr. S.K. Jain (Membership No. 1473), Practicing Company Secretaries, Proprietor of S. K. Jain & Co. as the Scrutinizer to scrutinize the voting during the EOGM and remote e-voting process in a fair and transparent manner.
8. The Results shall be declared within two working days of the conclusion of Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.satgroup.in](http://www.satgroup.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The same shall also be communicated to BSE and NSE, where the shares of the Company are listed.
9. As per the Companies Act, 2013, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EOGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Corporate Members are required to access the link [www.evotingindia.com](http://www.evotingindia.com) and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. In line with the MCA and SEBI Circulars, the notice of EOGM are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this EOGM Notice will also be available on the Company's website at [www.satgroup.in](http://www.satgroup.in) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*) situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Maharashtra.
14. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
15. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier



16. As the EOGM is being held through VC, the route map is not annexed to this Notice.

**17. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of non-individual shareholders holding shares in demat mode.

- (i) The voting period begins on Friday, April 18, 2025 at 9:00 a.m. and ends on Sunday, April 20, 2025 at 5:00 p.m. During this period shareholders of the Company, holding shares as on the cut-off date of Monday, April 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

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



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>





	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no : 022 - 4886 7000 and 022 - 2499 7000





**Step 2: Access through CDSL e-Voting system in case of non-individual shareholders holding shares in demat mode.**

**i. Login method for e-Voting and joining virtual meetings for shareholders other than individual holding in Demat form.**

- 1) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “shareholders” module.
- 3) Now Enter your applicable User ID, as under:
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- 4) Next enter the Image Verification code as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

<b>For other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two sequence number sent by Company/RTA or Contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (5)</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- 9) Click on the EVSN of “SAT INDUSTRIES LIMITED” on which you choose to vote.
- 10) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the respective Resolution and option NO implies that you dissent to the Resolution.
- 11) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 12) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wishes to confirm your vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify his vote.
- 13) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- 14) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.



- 15) If the demat account holder has forgotten the changed password, then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- 16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**ii. Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate@satgroup.com](mailto:corporate@satgroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the EOGM is the same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Eight days prior to meeting**



mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **Eight days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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



## EXPLANATORY STATEMENT

*(Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder)*

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No. 1**

The Board of Directors of the company at its meeting held on March 08, 2025, has subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from **“SAT Industries Limited” to “Aeroflex Enterprises Limited”**.

Pursuant to the filing of the RUN (Reserve Unique Name) form by the Company for the reservation of the name, the Central Registration Centre of the Ministry of Corporate Affairs has approved and reserved the proposed name, **“AEROFLEX ENTERPRISES LIMITED”**.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Act. The Board therefore resolved to change the company name to **“Aeroflex Enterprises Limited”** subject to the approval of the members of the Company by way of special resolution as well as the necessary approvals from statutory, regulatory or governmental authorities as required by applicable laws. This change will also require amendments to the Company’s Memorandum of Association and Articles of Association.

As part of its long-term growth strategy, the Company aims to create a brand identity, “AEROFLEX,” and position itself more favorably in the market. This rebranding is in line with the Company’s efforts to elevate brand recognition and strengthen its market presence. Aeroflex Industries Limited, a subsidiary of the Company, is a well-established business with a strong reputation and market standing, which will further support the brand identity.

Additionally, the Company has fulfilled the requirements of Regulation 45 of the Listing Regulations and has obtained a certificate from the Statutory Auditors, which is attached to this Notice of the EOGM as ***Annexure-I***. The proposed change of name will not impact any rights of the Company or its shareholders/stakeholders.

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the above resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolutions set forth in Item No. 1 for the approval of the members as a Special Resolution.



**Item No. 2**

The company aims to expand the scope of business, particularly in the fields of technology, intellectual property, and equipment leasing among others.

The company proposes to renumber the existing Clause 2A to 2A (a) and introduce new sub-clauses 2A (b), 2A (c) and 2A (d) and alter clause 2H (d) under Clause III (A) of the Memorandum of Association of Company. This is intended to accommodate the expanded business activities of the company.

The proposed amendments will significantly expand the company's business scope, enabling it to diversify into key areas such as artificial intelligence, software development, intellectual property management, and equipment leasing. These changes are aimed at positioning the company for growth in emerging markets and strengthening its competitiveness.

Accordingly, the Board of Directors recommends the Resolution, for the approval of the members of the Company by way of a Special Resolution.

All the documents and resolutions passed in this regard are available for inspection by the members of the Company, at the Registered Office of the Company on any working day (i.e. any day other than Saturday, Sunday and public holiday).

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the above resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution as set forth in Item No. 2 for the approval of the members as a Special Resolution.

**ANNEXURE-I**

To,  
**The Board of Directors**  
**SAT INDUSTRIES LIMITED**  
53, C-Wing, Mittal Tower,  
Nariman Point, Mumbai-400021

**Subject : Certificate under Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the application for approval regarding change of name of company from 'SAT Industries Limited' to 'Aeroflex Enterprises Limited', we have examined the relevant records of the company and information provided by the management of the company in relation to issue a certificate for compliance with conditions mentioned under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of company from SAT Industries Limited to Aeroflex Enterprises Limited.

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We do hereby confirm that:

- a) A time period of at least one year has elapsed from the last name change that occurred in the year:  
*The Company has not changed its name since at least one year.*
- b) At least fifty percent of total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name: *Not Applicable, since there is no change in the activity/project of the company in the preceding one-year period.*
- c) The amount invested in the new activity/project is at least fifty percent, of the assets of the listed entity: *Not Applicable, since there is no change in the activity/project of the company.*

This certificate is issued as per requirements of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for submission to Stock Exchange(s) where equity shares of the Company are listed.

**FOR AJAY PALIWAL & Co.**  
**Chartered Accountants**  
**FRN: 012345C**

*Sd/-*  
**Ajay Paliwal**  
**Proprietor**  
**Mem No: 403290**  
**UDIN:25403290BMLEJR8151**

**Place: Udaipur**  
**Date: 24-03-2025**