(Please scan the QR Code to view the DRHP)

AEROFLEX INDUSTRIES LIMITED

"Commitment to Excellence"

AEROFLEX INDUSTRIES LIMITED

Aeroflex Industries Limited ("**Company**" or "**Issuer**") was originally incorporated as *'Suyog Intermediates Private Limited'* as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai *vide* certificate of incorporation dated October 19, 1993. Pursuant to special resolution passed by shareholders of our Company in extra-ordinary general meeting dated October 03, 1998, the name of our Company was changed to *'Aeroflex Industries Private Limited'* and a fresh certificate of incorporation dated October 28, 1998 was issued by Registrar of Companies Maharashtra, Mumbai. Subsequently, pursuant to a special resolution passed by shareholders of our Company in the extra-ordinary general meeting dated July 25, 2006 our Company was converted from a private limited company to a public limited company and consequently the name of our Company was changed to *'Aeroflex Industries Limited'*, and a fresh certificate of incorporation dated August 23, 2006 was issued to our Company by the Registrar of Companies, Maharashtra, Mumbai. For details of change in the name of our Company and Registered Office of our Company, please refer to chapter titled *"History and Certain Corporate Matters"* on page 177 of the Draft Red Herring Prospectus.

Registered Office: Plot No. 41, 42/13, 42/14 & 42/18, near Taloja MIDC, Village Chal, Behind IGPL, Panvel, Navi Mumbai - 410 208. Telephone: +91 22 61467100/ 22 22850888; **Contact Person:** Kinjal Kamlesh Shah, Company Secretary and Compliance Officer; **Email:** corporate@aeroflexindia.com **Website:** www.aeroflexindia.com

Corporate Identity Number: U24110MH1993PLC074576

OUR PROMOTER- SAT INDUSTRIES LIMITED

INITIAL PUBLIC OFFER OF UP TO [●]^ EQUITY SHARES OF FACE VALUE ₹ 02/- EACH ("EQUITY SHARES") OF AEROFLEX INDUSTRIES LIMITED FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE) (THE "OFFER PRICE"), AGGREGATING UP TO ₹ 3,500.00 MILLION ("OFFER") COMPRISING OF A FRESH ISSUE OF UP TO [●]^ EQUITY SHARES AGGREGATING TO ₹ 1,600.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 17,500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SAT INDUSTRIES LIMITED ("PROMOTER SELLING SHAREHOLDER") AGGREGATING UP TO ₹ [●] MILLION ("THE OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 02/- EACH. THE OFFER PRICE IS [●] TIMES THE VALUE OF THE EQUITY SHARES. THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE HOLDING COMPANY SHAREHOLDER RESERVATIONS. OUR COMPANY IN CONSULTATION WITH THE BRLM, MAY OFFER A DISCOUNT OF UP TO [●]% OF THE OFFER PRICE TO ELIGIBLE HOLDING COMPANY SHAREHOLDER ("SHAREHOLDER DISCOUNT"), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE NET OFFER WILL CONSTITUTE [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL

THE PRICE BAND AND THE MINIMUM BID LOT WILLBE DECIDED BY OUR COMPANY (ACTING THROUGH ITS IPO COMMITTEE) AND THE SELLING SHAREHOLDER WHEREEVER APPEARING IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO (2) WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("BSE LIMITED AND NSE LIMITED" SHALL BE REFERRED AS THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 31, 2023 (THE "DRAFT RED HERRING PROSPECTUS"): NOTICE TO INVESTORS (THE "ADDENDUM")

This is with reference to the DRHP dated March 31, 2023 filed by the Company with Securities and Exchange Board of India (**"SEBI"**) and Stock Exchanges in connection with the Offer. Potential Investors may note that, our Company has undertaken to incorporate the additions/modifications (reproduced in *'italics'*) provided below and the relevant information and details reflected in the DRHP shall stand updated /replaced accordingly:

A. The chapter titled ***'Outstanding Litigations and Material Developments'*** and details disclosed under the heading *'Disclosures Pertaining to Wilful Defaulters'* on page 260 of the DRHP is updated to include the following:

As per the credit report of the Company dated June 5, 2023 issued by TransUnion CIBIL Limited, the Company as on date of filing of the DRHP is not a Wilful defaulter. In addition, our Company raised a query with CIBIL seeking clarification on the status of the Company as a wilful defaulter. In response to which CIBIL vide email dated June 05, 2023 provided a clarification that as per the screenshot extracted from the CIBIL Report of the Company, the status is clear and the Company is not reported as a wilful defaulter.

B. The chapter titled ***'Other Regulatory and Statutory Disclosures'*** and details disclosed under the heading *"Prohibition by SEBI or other Governmental Authorities"* and *'Eligibility for the Offer'* on page 270 and 272 of the DRHP respectively shall be replaced with the following:

Prohibition by SEBI or other Governmental Authorities

Neither our Company, nor our Promoter or Directors are categorised as wilful defaulter or fraudulent borrower.

Eligibility for the Offer

(b) Neither our Promoter nor any of our Directors are promoters or directors or persons in control of companies which are debarred from accessing the capital markets by SEBI;

(c) Neither our Company, nor Promoter or Directors are categorised as wilful defaulter or fraudulent borrower.

Note- For details of past disclosures pertaining to willful defaulter, please refer to chapter titled "Outstanding Litigations and Material Developments – Disclosures pertaining to Wilful Defaulters" on page 260.

C. The chapter titled ***'Material Contracts and Documents for Inspection'*** and details disclosed under the heading *'Material Documents'* on page 372 of the DRHP is updated to include the following.

xxiii. No Dues Certificate dated August 30, 2018 issued by State Bank of India Limited; ii) No Dues Certificate dated September 01, 2018 issued by Bank of India Limited; iii) No Dues Certificate dated September 03, 2018 issued by International Asset Reconstruction Company Private Limited pursuant to assignment of facilities by Axis Bank Limited; iv) No Dues Certificate dated September 03, 2018 issued by International Asset Reconstruction Company Private Limited pursuant to assignment of facilities by Allahabad Bank Limited v) No Dues Certificate dated March 28, 2018 issued by UCO Bank Limited and vi) No Dues Certificate dated September 04, 2018 issued by Edelweiss Asset Reconstruction Company Limited pursuant to assignment of facilities by EXIM Bank Limited.

xxiv. Undertaking and confirmation from the BRLM confirming that as on date of the DRHP, neither our Company, nor our Promoter, nor entities forming part of our Promoter Group, nor any of our Directors are categorized as a 'Wilful Defaulter' and our Company is eligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations.

D. SEBI *vide* observation letter dated May 04, 2023 ("**Observation Letter**") directed for the incorporation of the risk factor (produced below). In compliance with directions issued vide Observation Letter, the chapter titled ***'Risk Factors'*** of the DRHP is updated to include the following:

1) ***As on date of the DRHP our Company is not a wilful defaulter however, we went into settlement process and our Company was categorised as wilful defaulter in the past, before the takeover of our Company by the present management.***

As on date of the DRHP, our Company is not a wilful defaulter. However, in past, before the takeover of our Company by the present Promoter, our Company was categorised as wilful defaulter in relation to default of payment in the year 2011 with respect to consortium finance availed from State Bank of India ("SBI"), Axis Bank, Bank of India, Exim Bank, UCO Bank and Allahabad Bank (together referred to as "Consortium"). Subsequently, in 2018, our Company was taken over by the present Promoter under the settlement process, and all the outstanding amounts were paid off by our Company. We are in receipt of "No Dues Certificates" from all banks forming part of the Consortium. In addition, our Company raised a query with CIBIL seeking clarification on the status of the Company as a wilful defaulter, in response to which CIBIL vide email dated June 05, 2023 clarified that as per the enclosed screenshot extracted from the CIBIL Report of the Company, the status is clear and the Company is not reported as a wilful defaulter.

As per the commercial credit report of the Company issued by CIBIL, Bank of India Limited ("BoI") continues to report the closed credit facility of the Company as a 'doubtful credit facility' though the amount outstanding against the said facility is reflecting as 'nil'. Our Company has no dues payable to any lender forming part of the Consortium including BoI and we have no-dues certificate obtained from BoI and other lenders forming part of the Consortium.

The chapter titled 'Risk Factors' shall stand updated to include the following risk factor.

1) ***Mr. Mustafa Abid Kachwala our Whole-time Director and Chief Financial Officer continues to be on our Board, who was on Board when our Company's name was categorised as a 'wilful defaulter'.***

Mr. Mustafa Abid Kachwala, our Whole-time Director and Chief Financial Officer acting in his professional capacity was one of the directors on the Board of our Company when we went into settlement process with the lenders and our Company's name was declared as wilful defaulter. However, Mr. Mustafa Abid Kachwala has not been declared or categorised as a 'Wilful Defaulter'. Considering Mr. Mustafa Abid Kachwala's expertise / involvement in the field of accounts and finance, he was retained on our Board even after the Company's takeover by our current Promoter in the year 2018.

The above additions are to be read in conjunction with the DRHP dated March 31, 2023 and Public Announcement dated July 5, 2023. Accordingly their references in the DRHP stand amended pursuant to this Addendum to the DRHP. The information in this Addendum supplements the DRHP and updates/replaces the information in the DRHP, as applicable. However, please note that this Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP and the date thereof, and the information included in the DRHP will be suitably updated\replaced, including to the extent stated in this Addendum to the DRHP, as may be applicable in the Updated Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, as and when filed with ROC, SEBI and the Stock Exchanges.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
PANTOMATH Capital Advisors (P) Ltd	LINK Intime
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED Reg. office: Pantomath Nucleus House, Saki Vihar Road, Andheri East, Mumbai - 400072 Maharashtra, India. **Telephone:** +91-22 6194 6700, **Email and Investor Grievance Id:** ipo@pantomathgroup.com **Website:** www.pantomathgroup.com; **Contact Person:** Bharti Ranga; **SEBI Registration No:** INM000012110	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli West, Mumbai, 400 083, Maharashtra, India. **Telephone:** +91 22 4918 6200, **Email/ Investor grievance email:** aeroflexindustries.ipo@linkintime.co.in **Website:** www.linkintime.com **Contact person:** Shanti Gopalkrishnan, **SEBI Registration No:** INR000004058

^Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of offer price.

On behalf of **Aeroflex Industries Limited**
Sd/-
Ms. Kinjal Kamlesh Shah
Company Secretary and Compliance Officer

Place: Mumbai
Date: July 6, 2023

AEROFLEX INDUSTRIES LIMITED is proposing, subject to market conditions and other considerations, an Initial Public Offer of its Equity Shares and has filed the Draft Red Herring Prospectus with the Securities and Exchange Board of India ("**SEBI**") on March 31, 2023.The Draft Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, the website of the Book Running Lead Manager at https://www.pantomathgroup.com/, website of the BSE at www.bseindia.com and website of National Stock Exchange India Limited at https://www.nseindia.com. Investors should note that investment in Equity Shares involves a high degree of risk. For details, investors should refer to and rely on the Draft Red Herring Prospectus, including the section titled *"Risk Factors"* as appearing on page 37 of the Draft Red Herring Prospectus.

All capitalised terms used in this Addendum shall, unless specifically defines or unless the context otherwise requires, have the meaning ascribed to them in the DRHP. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.