

Asteria Aerospace Limited
(Formerly Asteria Aerospace Private Limited)

CIN: U74999KA2011PLC110878

Registered Office: 2nd & 3rd Floor, Tellus Spaces, Khata No. 58/2782/7, Yelahanka
NewTown, Bengaluru, Karnataka 560064, India

Email: info@asteria.co.in || **Tel:** +91 80 29902344 || **Website:** www.asteria.co.in

Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of Asteria Aerospace Limited will be held on **Tuesday, February 08, 2022 at 11.00 a.m.** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following **special business**:

1. To consider and approve increase in the borrowing limits of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Extraordinary General Meeting held on July 15, 2021 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “**Board**”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company and remaining outstanding at any point of time shall not exceed a sum of Rs. 200,00,00,000 (Rupees two hundred crore only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date: January 14, 2022

Place: Bengaluru

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2nd & 3rd Floor, Tellus Spaces,

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Notes:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 (collectively referred to as “MCA Circulars”), permitted the holding of Extraordinary General Meeting through VC or OAVM, without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Companies Act, 2013, in ordinary times, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at rashida.husain@asteria.co.in, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is enclosed herewith.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at rashida.husain@asteria.co.in. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.
8. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at rashida.husain@asteria.co.in.
9. 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.

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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
(‘the Act’)**

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

Item No. 1

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors shall not, except with the consent of the members of the Company by way of Special Resolution, borrow monies in excess of the aggregate of paid-up share capital, free reserves and securities premium account of the Company.

The Company had obtained approval of members of the Company for the borrowing of funds upto a sum not exceeding Rs. 100,10,00,000 (Rupees hundred crore and ten lakh only) outstanding at any point of time, at the members meeting held on July 15, 2021.

The Company may be required to resort to further borrowing considering the business requirements of the Company. Accordingly, it is proposed to obtain approval of the members of the Company for borrowing an amount upto a sum not exceeding Rs. 200,00,00,000 (Rupees two hundred crore only) outstanding at any point of time.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date: January 14, 2022

Place: Bengaluru

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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Meeting through video-conference would be conducted through “JioMeet” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?meetingId=0135415241&pwd=7Y4Ng>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 013 541 5241

Password: 7Y4Ng

Detailed instructions on installing Jio Meet is attached as **Annexure 2**.

2. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
3. E-mail address of the Company Secretary of the Company, Ms. Rashida Wagh rashida.husain@asteria.co.in is designated for correspondences / voting and all other purposes related to the Meeting.
4. For any assistance (including with technology) before or during the Meeting, members may contact the Ms. Rashida Wagh on +91-9028232730.

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Annexure 2

1. Members would have received an email from the Ms. Rashida Wagh, Company Secretary, of the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumeric – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumeric – case sensitive)



Click on “**Join meeting**” option



You will Join the meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join a Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumeric – case sensitive)



You will enter the Meeting. Make sure you give permission to start your camera and the microphone may be kept on “Mute” when not speaking.