

Asteria Aerospace Limited
(Formerly Asteria Aerospace Private Limited)

CIN: U74999KA2011PLC110878

Registered Office: 2nd and 3rd Floor, Tellus Spaces, Khata No. 58/2782/7, Yelahanka New Town, 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 at short notice (on receipt of consent from members) on Thursday, August 31, 2023 at 05:30 p.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 February 08, 2022 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 provisions of Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company or a 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. 300,00,00,000 (Rupees three 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.”

2. To consider and approve the re-appointment of Mr. Nihar Vinayak Vartak as the Whole-time Director 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** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Nihar Vinayak Vartak (DIN: 03501645), as the Whole-time Director of the Company, being liable to retire by rotation, for a period of three (3) years with effect from September 01, 2023 up to August 31, 2026, on the terms and conditions including remuneration, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “**the Board**”) which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the said terms and conditions of appointment and /

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or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and deeds 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: August 31, 2023

Place: Bengaluru

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Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated December 28, 2022 read together with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 (collectively referred to as “**MCA Circulars**”), permitted convening the Extraordinary General Meeting (“**EGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 (“**the Act**”), the EGM of the Company is being held through VC / OAVM 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 I**. The registered office shall be the deemed venue of the Meeting.
2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is enclosed herewith.
3. Generally, 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. Since this EGM is being held through VC / OAVM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the Meeting will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Details of Directors seeking appointment and fixation of remuneration at this Meeting are provided in “**Annexure A**” to the Notice.
6. Corporate members are also required to send legible scanned certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to rashida.husain@asteria.co.in. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the EGM.
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.

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8. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
9. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Act, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as **Annexure II**. The members may either give written consent in the format as attached or by way of an email confirmation at rashida.husain@asteria.co.in.
10. 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.
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 at the Meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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 Companies Act, 2013 (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 Members at their Extra-Ordinary General Meeting held on February 08, 2022 had accorded their approval for borrowing of funds upto a sum not exceeding Rs. 200,00,00,000 (Rupees two hundred crore only) outstanding at any point of time.

Considering the business requirements, the Company may be required to resort to further borrowing. Accordingly, it is proposed to obtain approval of the members of the Company for borrowing an amount upto a sum not exceeding Rs. 300,00,00,000 (Rupees three 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.

Item No. 2

The Board of Directors and the Members of the Company at their respective meetings held on September 01, 2020 and September 24, 2020, had appointed Mr. Nihar Vinayak Vartak as Whole-time Director of the Company for a period of three (3) years with effect from September 01, 2020 upto August 31, 2023, with remuneration payable for a period of three (3) years i.e. upto August 31, 2023.

As per the provisions of the Companies Act, 2013 (the "**Act**") read with Schedule V of the Act, in the event of no profit or inadequate profit, the Company may pay remuneration to the managerial personnel as per the limits specified under Schedule V to the Act.

The current term of office of Mr. Nihar Vinayak Vartak, as a Whole-time Director, was effective upto August 31, 2023.

The Members may further note that Mr. Nihar Vinayak Vartak satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out

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under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as a Whole-time Director of the Company.

Accordingly, the Board of Directors at its meeting held on August 31, 2023, has re-appointed Mr. Nihar Vinayak Vartak as the Whole-time Director of the Company for a period of three (3) years, from expiry of his present term of office, that is, with effect from September 01, 2023 upto August 31, 2026 on the terms and conditions including remuneration, subject to the approval of members.

Broad particulars of the remuneration payable to Mr. Nihar Vinayak Vartak as Whole-time Director of the Company are as under:

(a) Salary, Perquisites and Allowances per annum:

Mr. Nihar Vinayak Vartak shall be paid remuneration not exceeding Rs. 75,00,000 p.a., subject to the provisions of the Companies Act, 2013, which shall include salary, perquisites and allowances. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Mr. Nihar Vinayak Vartak shall also be entitled to annual increment including remuneration by way of incentives / bonus / performance linked incentive, as may be determined by the Board / Nomination and Remuneration Committee of the Board during his tenure and this shall be in addition to remuneration as stated above.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity etc.:

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be included in the remuneration under (a) above.

(c) General:

- (i) Mr. Nihar Vartak shall report to and be subject to the superintendence, control and direction of the Board and shall be responsible for day to day management and conduct of the business and affairs of the Company during his term and shall provide to the Board such information regarding the operations and affairs of the Company handled by him, as they shall require and shall perform all such duties and responsibilities as are consistent with designation, including taking such action as may be necessary to promote Business and interest of the Company and shall also exercise and perform such powers and duties as the Board may

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determine from time to time, in accordance with the provision of the applicable laws.

- (ii) Mr. Nihar Vinayak Vartak shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) Mr. Nihar Vinayak Vartak shall adhere to the Company's Code of Conduct.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 2 (two) months' prior notice or such shorter notice in writing as may be agreed by the Whole-time Director and the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Nihar Vinayak Vartak under Section 190 of the Act.

The proposed remuneration is commensurate with his professional qualification, relevant industry experience, size of the Company and the current remuneration standards for such senior executive positions in the industry.

Details of Mr. Nihar Vinayak Vartak is provided in the "**Annexure A**" to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

Mr. Nihar Vinayak Vartak and his relatives are interested in the resolution relating to approval of his re-appointment as Whole-time Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

The Statement containing additional information as required under Schedule V to the Act:

I. General Information:

1. Nature of industry:

The Company indigenously designs, develops and manufactures remotely piloted Aerial Systems to provide actionable intelligence from aerial data.

2. Date or expected date of commencement of commercial production:

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The Company commenced its commercial production with effect from June 15, 2015.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on June 06, 2011.

4. Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	2021-22	2022-23
Revenue from Operations	1,870.47	2555.09
Add: Other Income	19.89	2.81
Total Revenue	1,890.36	2557.90
Less: Expenses	2,339.62	3119.86
Profit/ (Loss) Before Tax	(449.26)	(561.96)
Tax Expenses (Deferred Tax Credit)	-	-
Profit/ (Loss) After Tax	(449.26)	(561.96)

5. Foreign Investments or Collaborations, if any:

Nil

II. Information about the appointee:

1. Background Details:

Mr. Nihar Vinayak Vartak is a Whole-time Director and Co-founder of Asteria Aerospace Limited, that indigenously designs, develops and manufactures remotely piloted Aerial Systems to provide actionable intelligence from aerial data.

Mr. Nihar Vinayak Vartak has a Bachelor's degree in Aerospace Engineering from Purdue University. Mr. Nihar Vinayak Vartak has previously worked at Boeing Co. in the U.S. as Systems Engineer on the commercial programs of the Boeing Company. Subsequently, he has also worked with Accenture as Manager in Strategy consulting working on process improvement projects for Automotive and Industrial clients of Accenture.

2. Past remuneration

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Rs. 75,00,000 in the financial year 2022-23.

3. Recognition or awards

Nil

4. Job profile and his suitability

As a Whole-time Director, Mr. Nihar Vinayak Vartak is entrusted with overseeing sales, business development and establishment of strategic partnerships of the Company. He is also required to perform such duties and exercise such powers as have been stated from time to time or conferred upon him by the Board.

Keeping in view his working with the Company, he is suitable for the present position. The Company shall derive a lot of benefit from his diverse professional expertise and experience at Board level and as well as in operations of the Company. He is the key person in strategic decision making on critical issues in the business and management of the Company.

5. Proposed Remuneration and other terms and conditions of Appointment

Details of proposed remuneration is provided in Item no. 2 of the Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to the Notice of this Meeting.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in industry, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Nihar Vinayak Vartak is appropriate.

Considering his rich experience, competence and the growth and development of the Company under his leadership, the terms of his remuneration are considered fair and reasonable.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any

Mr. Nihar Vinayak Vartak does not have any pecuniary relationship with the Company other than to the extent of his shareholding in the Company and

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the remuneration being paid to him. There are no managerial personnel or other Directors related to Mr. Nihar Vinayak Vartak, in the Company.

III. Other Information:

1. Reasons of loss or inadequate profits

Due to higher operational cost.

2. Steps taken or proposed to be taken for improvement

The Company continues to improve its operating efficiencies and has taken several steps and measures to reduce cost of production and achieve higher productivity while maintaining the superior quality standards of the end products.

3. Expected increase in productivity and profits in measurable terms

The Company is committed to build the business operations within budget, it is believed that financial position of the Company will increase in the coming years.

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date: August 31, 2023

Place: Bengaluru

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Annexure A to the Notice dated August 31, 2023.

Details of Director seeking appointment and fixation of remuneration at this Meeting:

Mr. Nihar Vinayak Vartak	
DIN: 03501645	
Age	40 years
Qualifications	B.S. in Aerospace Engineering from Purdue University
Experience (including expertise in specific functional area) / Brief Resume	Detailed profile is annexed herewith.
Terms and Conditions of Re-appointment	Whole-time Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs. 75,00,000 (in FY 2022-23)
Remuneration proposed to be paid	As per Item no. 2 of the Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to the Notice convening this Meeting.
Date of first appointment on the Board	September 01, 2020
Shareholding in the Company as on July 30, 2023	54,222 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2023-24)	2
Directorships of other Boards as on July 30, 2023	Nil
Membership / Chairmanship of Committees of other Boards as on July 30, 2023	Nil

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Profile of Director:

Mr. Nihar Vinayak Vartak

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Mr. Nihar Vinayak Vartak has a Bachelor's degree in Aerospace Engineering from Purdue University. Mr. Nihar Vinayak Vartak has previously worked at Boeing Co. in the U.S. as Systems Engineer on the commercial programs of the Boeing Company. Subsequently, he has also worked with Accenture as Manager in Strategy consulting working on process improvement projects for Automotive and Industrial clients of Accenture.

At Asteria, Mr. Nihar Vinayak Vartak is responsible for business development, sales & marketing, finance activities and establishment of strategic partnerships of the Company.

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date: August 31, 2023

Place: Bengaluru

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Annexure I

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

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams are attached as **Annexure III**.

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

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Annexure II

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors
Asteria Aerospace Limited
2nd and 3rd Floor, Tellus Spaces,
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I / We, [-], resident of / having our registered office at [-], holding [-] equity shares of Rs. 1 each representing ___ % of shares in the Company in our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the extraordinary general meeting of the Company at short notice on [●day], [●], 2023 through video-conference.

Signature:

Name:

Dated:

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Annexure III

1. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
2. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

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

Open the email invitation using **Google Chrome** browser.



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”.



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

Option 2

For installing Microsoft Teams on your **iPad / apple devices / Android devices:**

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.



System will prompt you to download Microsoft Teams.



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.



You will be prompted to Microsoft Teams application.



Click on “**Join as a Guest**” option.



Type your Name and once again click on “**Join as a Guest.**”



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