

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of Asteria Aerospace Private Limited will be held on Thursday, September 24, 2020 at 04:00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditor thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Neel Kushal Mehta, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Neel Kushal Mehta (DIN: 00154919), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. MMK & Co., Chartered Accountants (ICAI Firm Regn. No. 012685S), be and are hereby appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company;

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.”

SPECIAL BUSINESS

4. To consider the appointment of Mr. Kshitij Marwah and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kshitij Marwah (DIN: 07208072), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors 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;

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the persons / authorities concerned for necessary action”

5. To appoint Mr. Nihar Vartak (DIN: 03501645) as Whole-time Director and in this regard 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 179, 196, and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and 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 appoint Mr. Nihar 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, 2020 up to August 31, 2023 on the terms and conditions and payment of such remuneration to Mr. Nihar Vartak as Whole-time Director, for a period of three (3) years with effect from September 01, 2020, 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”) to alter and vary the said terms and conditions of appointment and / or remuneration;

RESOLVED FURTHER THAT the Board be and is hereby authorized 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

Neel Kushal Mehta
Whole-time Director
DIN: 00154919

Date : September 02, 2020
Place : Bengaluru

Registered Office:
No.248, 3rd Floor, Samhita Plaza,
80 Feet Road, Defence Colony,
Indiranagar, Bangalore 560038
CIN: U74999KA2011PTC110878
Website: www.asteria.co.in
E-mail: info@asteria.co.in
Tel.: +91 8040955058

Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**” / “**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, provisions of the Companies Act, 2013 (the “**Act**”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.asteria.co.in.
3. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
8. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to neel.mehta@asteria.co.in.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, September 16, 2020 through email on neel.mehta@asteria.co.in. The same will be replied by the Company suitably.
10. 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.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. In terms of the provisions of Section 152 of the Act, Mr. Neel Kushal Mehta, Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Mr. Neel Kushal Mehta is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors /

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Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 and 2 of the Notice.

13. Keeping in view the requirements set out in the Act, the Board of Directors of the Company have recommended the appointment of M/s. MMK & Co., Chartered Accountants (ICAI Firm Regn. No. 012685S) as Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Meeting till the conclusion of the Fourteenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. MMK & Co., Chartered Accountants has consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice which relates to appointment of Auditors of the Company.

14. Details of Directors retiring by rotation at this Meeting are provided in the “**Annexure I**” to the Notice.
15. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as “**Annexure II**”.

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 Notice:

Item No. 4

Mr. Kshitij Marwah (DIN: 07208072) was appointed as an additional director by the Board of Directors (“the Board”) on December 11, 2019. He holds office as an additional director upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”).

Mr. Kshitij Marwah has confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as director.

Details of Mr. Kshitij Marwah pursuant to the provisions of the Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

Save and except Mr. Kshitij Marwah, none of the other Directors / Key Managerial Personnel of the Company / and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company at the meeting held on September 01, 2020 have appointed Mr. Nihar Vartak (DIN: 03501645) as the Whole-time Director of the Company for a term of three (3) years with effect from September 01, 2020 with payment of remuneration to Mr. Nihar Vartak as Whole-time Director, for a period of three (3) years with effect from September 01, 2020.

The proposed remuneration of Mr. Nihar Vartak is in compliance with Schedule V to the Companies Act, 2013 (“the Act”).

Broad particulars of the terms of appointment of Mr. Nihar Vartak as the Whole-time Director and remuneration payable to him are as under:

I. Remuneration**(a) Salary, Perquisites and Allowances:**

Particulars	Amount (Rs.)
Salary	36,00,000 per annum
Perquisites and allowance	As mentioned below

In addition to the remuneration as stated above, Mr. Nihar Vartak shall also be entitled to perquisites, as per rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) 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 in addition

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to the remuneration under (a) above.

- (c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Nihar Vartak shall be as may be determined by the Board.

II. General:

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

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

Save as provided in the foregoing paragraph, Mr. Nihar Vartak satisfies all other conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified being appointed as Director in terms of Section 164 of the Act.

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

The statement containing additional information as required under Schedule V of the Act is annexed to the Notice.

Save and except Mr. Nihar Vartak, none of the other Directors and Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

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THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. General Information:
1. Nature of industry:

The Company is engaged in the Business of development of drone-based solutions to provide actionable intelligence from aerial data.

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

1st June, 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

Particulars	As at March 31, 2020
	Amount in Rs.
Revenue from operations (net of GST)	1,14,32,888
Add: Other income	7,52,921
Total revenue	1,21,85,809
Less: Expenses	5,34,05,760
Profit/(loss) before interest, depreciation, amortisation and taxes (EBITDA)	-4,12,19,951
Less: Depreciation and Amortization Expenses	1,23,38,715
Less: Finance Costs	37,26,751
Profit/ (loss) before Tax	-5,72,85,417
Less: Tax expenses (Deferred Tax credit)	1,02,588
Profit/ (loss) after tax	-5,71,82,828
Other comprehensive income	-5,25,983
comprehensive loss for the year	-5,77,08,812

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5. Past remuneration

Rs. 36,00,000/- per annum

6. Recognition or awards

Nil

7. Job profile and his suitability

As a Whole-time Director Mr. Nihar 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.

8. Remuneration proposed

As per item no 5 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

9. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

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 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.

10. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Nihar Vartak does not have any pecuniary relationship with the Company / managerial personnel other than to the extent of his shareholding in the Company and the remuneration payable to him.

Other information:

1. Reasons of loss or inadequate profits

Due to higher operational costs

2. Steps taken or proposed to be taken for improvement

To reduce operational costs and improve future profits

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3. Expected increase in productivity and profits in measurable terms

On reduction of operational costs, it hopes to earn fairly reasonable profits in future.

By Order of the Board of Directors

Neel Kushal Mehta
Whole-time Director
DIN: 00154919

Date : September 01, 2020
Place : Bengaluru

Registered Office:
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Annexure A to the Notice dated September 01, 2020

Other details of Directors retiring by rotation / Seeking appointment / re-appointment at the ensuing Annual General Meeting are as under:

Mr. Kshitij Marwah	
Age	32 years
Qualifications	Studied PhD at Harvard MIT, qualified IIT from Delhi
Experience (including expertise in specific functional area) / Brief Resume	Mr. Kshitij Marwah has expertise in the process of inventing products with special emphasis on Extended and Mixed Reality, Interactive Design and Artificial intelligence. Mr. Kshitij Marwah is currently working on holographic capture cameras and mixed reality headsets.
Terms and Conditions of Re-appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	12.12.2019
Shareholding in the Company as on March 31, 2020	Nil
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 (2019-20)	2
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> • ISCO Healthcare Private Limited • Animus Energy Private Limited • Tesseract Imaging Private Limited • Nowfloats Technologies Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Nil

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Other details of Directors retiring by rotation at the ensuing Annual General Meeting are as under:

Mr. Neel Kushal Mehta	
Age	36
Qualifications	Master's degree in Aerospace Engineering
Experience (including expertise in specific functional area) / Brief Resume	Detailed profile annexed herewith.
Terms and Conditions of Re-appointment	Executive director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	36,00,000 p.a.
Remuneration proposed to be paid	36,00,000 p.a.
Date of first appointment on the Board	06.06.2011
Shareholding in the Company as on March 31, 2020	66530 Shares
Relationship with other Directors / Key Managerial Personnel	-
Number of meetings of the Board attended during the financial year (2019-20)	6
Directorships of other Boards as on March 31, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	

By Order of the Board of Directors

Neel Kushal Mehta
Whole-time Director
DIN: 00154919

Date : September 01, 2020
Place : Bengaluru

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Profile of Director (retiring by rotation):

Mr. Neel Kushal Mehta (DIN: 00154919)

Neel has a B.S. degree in Aerospace Engineering from Purdue University and a M.S. degree in the same field from Georgia Tech with a specialization in Flight Dynamics and Control. Prior to founding Asteria, Neel worked for more than 3 years as a System Engineer (Flight Controls) in Rockwell Collins Inc., USA. He has extensive experience in flight control law design and analysis, flight simulation, flight test, and developing and certifying end-to-end flight control systems for several commercial aircraft programs. Neel also has deep systems level knowledge and practical experience in designing and testing avionics subsystems, interactions between avionics subsystems, and the processes to develop and certify avionics systems for commercial aircraft.

At Asteria, Neel is responsible for leading product development, focusing on the research of new technologies for making innovative products. Neel also pursues and develops opportunities to collaborate with external technology partners.

1. Members would have received an email from the Whole-time Director, Mr. Neel Kushal Mehta 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 alphanumerical – 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 / iPad / 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 alphanumerical – 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 alphanumerical – 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.