

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the members of Asteria Aerospace Private Limited will be held on Monday, August 23, 2021 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, 2021 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, 2021 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. Kshitij Marwah, 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. Kshitij Marwah (DIN: 07028072), 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. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Regn. No.: 117366W/ W-100018), 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 Fifteenth 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.”

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date : July 30, 2021
Place : Bengaluru

Registered Office:
2nd and 3rd Floor, Tellus Spaces, Khata No. 58/2782/7,
Yelahanka New Town, Bengaluru 560064
CIN: U74999KA2011PTC110878
Website: www.asteria.co.in
E-mail: info@asteria.co.in
Tel.: +91 8040955058

Asteria Aerospace Private Limited

2nd & 3rd Floor, Tellus Spaces, Khata No. 58/2782/7, Yelahanka New Town, Bengaluru, Karnataka 560064, India

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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, April 13, 2020, and January 13, 2021 (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 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.
3. 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.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. 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.
7. 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 rashida.husain@asteria.co.in.
8. 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 Monday, August 16, 2021 through email on rashida.husain@asteria.co.in. The same will be replied by the Company suitably.
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.
10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Act, Mr. Kshitij Marwah, Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

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Mr. Kshitij Marwah 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 of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

12. Keeping in view the requirements set out in the Act, the Board of Directors of the Company have recommended the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Regn. No. 117366W/ W-100018) 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 Fifteenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s. Deloitte Haskins & Sells LLP, 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.

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

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Details of Director retiring by rotation at this Meeting

Mr. Kshitij Marwah	
Age	33
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, 2021	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 (2020-21)	6
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> • ISCO Healthcare Private Limited • Animus Energy Private Limited • Tesseract Imaging Limited • Nowfloats Technologies Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	Nil

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date : July 30, 2021

Place : Bengaluru

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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 “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=1331203706&pwd=B2MgU>

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

Meeting ID: 133 120 3706

Password: B2MgU

Detailed instructions on installing Jio Meet is 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 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 Ms. Rashida Wagh on +91-9028232730.

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Annexure III

1. Members would have received an email from the Company Secretary, Ms. Rashida Wagh 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.