

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of Asteria Aerospace Limited will be held on Wednesday, June 14, 2023 at 11:30 a.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 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 statements of the Company for the financial year ended March 31, 2023 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.”

By Order of the Board of Directors

Rashida Wagh
Company Secretary

Date : May 17, 2023

Place : Bengaluru

Registered Office:

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

CIN: U74999KA2011PLC110878

Website: www.asteria.co.in

E-mail: info@asteria.co.in

Tel.: +91 8029902344

Notes:

1. The Ministry of Corporate Affairs (“**MCA**”), has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 5, 2022 (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 and the 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. 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 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.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Neel Kushal Mehta, Whole-time Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and 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 respectively, of the Notice with regard to his re-appointment. 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 Ordinary Business set out under Item No. 1 and 2 of the Notice.

5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in “**Annexure I**” to the Notice.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.asteria.co.in.
7. 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 authorised representative(s), to rashida.husain@asteria.co.in. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.



8. Facility to join the Meeting shall be opened fifteen minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
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 at the Meeting.
10. 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.

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.

11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Wednesday, June 07, 2023 by sending email on rashida.husain@asteria.co.in. The same will be replied by the Company suitably.
12. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in “**Annexure II**”.
14. In the event a member has not yet registered his / her email address, the same may be done by sending an email to the Company at the designated email address of the Company rashida.husain@asteria.co.in.

Details of Director retiring by rotation at the Annual General Meeting are as under:

Mr. Neel Kushal Mehta	
DIN: 00154919	
Age	39 Years
Qualifications	Bachelor's degree in Aerospace Engineering from Purdue University and Master's degree in Aerospace Engineering from Georgia Tech with a focus on Flight Dynamics & Controls.
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
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	June 06, 2011
Shareholding in the Company as on March 31, 2023	149,912 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 (2022-23)	4
Directorships of other Boards as on March 31, 2023	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Nil

Profile of Director (retiring by rotation):

Mr. Neel Kushal Mehta

Mr. Neel Kushal Mehta (DIN: 00154919) is a Whole-time Director and Co-founder of Asteria Aerospace Limited, that indigenously designs, develops and manufactures remotely piloted Aerial Systems for government and industrial applications.

Mr. Neel Kushal Mehta has a bachelor's degree in Aerospace Engineering from Purdue University, and a master's degree in Aerospace Engineering from Georgia Tech with a focus on Flight Dynamics & Controls. Mr. Neel Kushal Mehta has previously worked at Rockwell Collins Inc. in the U.S. where he was involved in the design and development of autopilot systems and other flight control systems for commercial aircraft. At Asteria, Mr. Neel Kushal Mehta is responsible for product development, focusing on the research of new technologies for making innovative products. He also pursues and develops opportunities to collaborate with external technology partners.

Annexure II

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 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 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.

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.