

Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of Asteria Aerospace Private Limited will be held at short notice (on receipt of consent from members) on **Thursday, February 04, 2021 at 6:30 p.m.** through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following **special business**:

1. To approve issue of 0.0001% Unsecured Optionally Fully Convertible Debentures on rights basis to the existing equity shareholders 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 pursuant to the provisions of Sections 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot upto 19,994 (Nineteen thousand nine hundred and ninety four), 0.0001% (Zero point zero zero zero one percent) Coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 (Rupees ten thousand only) each, for cash at par, aggregating to Rs. 19,99,40,000 (Rupees nineteen crore ninety nine lakh forty thousand only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on Rights Basis, on the terms and conditions as set out in the explanatory statement of the Notice for convening this meeting;

RESOLVED FURTHER THAT the Board 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 and for matters connected therewith or incidental thereto;

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

2. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Company 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and as approved by the Board of Directors of the Company, approval of the members be and is hereby accorded to appoint M/s. Deloitte Haskins & Sells LLP, Chartered

Accountants (ICAI Firm Registration No.117366W/ W-100018) as Auditors of the

Company to fill the casual vacancy caused by the resignation of M/s. MMK & Co., Chartered Accountants (ICAI Firm Registration No.: 012685S), to hold the office of the Auditor till the conclusion of the next Annual General Meeting and to conduct the Statutory Audit for the financial year ending March 31, 2021 on such remuneration as may be fixed by the Board of Directors;

RESOLVED FURTHER THAT the Board 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 and for matters connected therewith or incidental thereto;

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

By **Order of the Board of Directors**

Nihar Vartak
Whole-time Director
DIN: 03501645

Date: February 04, 2021

Place: Bengaluru

Registered Office:

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

CIN: U74999KA2011PTC110878

Email: info@asteria.co.in

Tel: +91 80 40955058

Website: www.asteria.co.in

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 and December 31, 2020 (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. The deemed venue for the Extraordinary General Meeting (“**Meeting**”) shall be the Registered Office of the Company. 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 info@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 info@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. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the articles of association of the Company in respect of which a format of the written consent is attached as **Annexure 3**. The members may either give written consent in the format as attached or by way of an email confirmation at info@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.
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 info@asteria.co.in.

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

The Board of Directors of the Company at its meeting held on February 04, 2021 has, subject to approval of the Members of the Company, approved the offer, issue and allotment of 19,994 (Nineteen thousand nine hundred and ninety four), 0.0001% (Zero point zero zero zero one percent) Coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 each (“**OFCD**”), for cash at par, aggregating to Rs. Rs. 19,99,40,000 (Rupees nineteen crore ninety nine lakh forty thousand only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on Rights Basis.

Section 71 of the Companies Act, 2013 *inter alia*, requires a Company to obtain approval of the Members, by way of a Special Resolution. Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s) or series, from time to time, OFCD on Rights Basis. The OFCD would be issued on the following terms:

Face Value	Each OFCD shall have a face value of Rs. 10,000
Issue Price	Each OFCD shall have an issue price of Rs. 10,000
Interest / Dividend	Each OFCD shall carry on a cumulative basis 0.0001% per annum. The same shall be payable on the OFCD which shall accrue and be payable on maturity/redemption.
Option for Conversion	The Company shall have an option for conversion at any time after allotment of the OFCD by giving one month notice to the OFCD holder, into such equal number of Equity Shares/such securities, based on the conversion Ratio of 1:20 which is subject to applicable and prevalent laws for 'Ratio' at time of conversion. Conversion Ratio: Number of Equity Shares/such securities issued upon conversion of 1 (one) OFCD = Face Value of 1 OFCD / Fair Market Value (“FMV”) of 1 Equity Share/such securities at the time of conversion.

Tenure / Redemption	<p>The tenure of each OFCD shall be 10 (ten) years from the date of its allotment.</p> <p>The OFCD may be redeemed at any time earlier than 10 years (at any date after expiry of 30 days from the date of allotment of the OFCD) at the option of the Company.</p> <p>The OFCD shall be redeemable at par with the interest.</p>
Transfer	The OFCD shall be transferrable, subject to the provisions of the Act, the Memorandum, Articles, and any other statutory provisions, rules, directions as may be applicable to the Company, transferor and transferee concerned, as per applicable Law.
Listing/Trading	These OFCD will not be listed / traded in any stock exchange in India
Renunciation	Equity Shareholders shall be entitled to renounce OFCD offered to them in full or in part, in favour of any other person or persons.
Security	Since the OFCD are unsecured, no security shall be created
Application for additional OFCD	Equity shareholders will be allowed to apply for additional OFCD
Disposal of un-subscribed portion	Board to decide at its discretion
Ranking of equity shares on conversion	The equity shares arising out of conversion of the OFCD will rank <i>pari passu</i> in all respects with the then outstanding equity shares of the Company on the date of such conversion, except for dividend, if declared, shall be paid on pro- rata basis from the date of allotment of such equity shares.
Conditions attached to OFCD	<p>The OFCD shall;</p> <ol style="list-style-type: none"> Not carry any rights as to voting and dividend. Not confer any right on the holders thereof to participate in any issue of bonus shares or shares issued by way of capitalization of shares. Not confer any rights upon holders thereof to participate in any offer or invitation by way of rights or otherwise to subscribe for additional shares in the Company.

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

Save and except Mr. Neel Kushal Mehta, Whole-time Director, who holds 66,530 equity shares and Mr. Nihar Vinayak Vartak, Whole-time Director, who holds 54,222 equity shares, none of the Directors of the Company / Key Managerial Personnel / 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 Company was in receipt of letter dated February 03, 2021 from M/s. MMK & Co., Chartered Accountants (ICAI Firm Registration No.: 012685S) expressing their inability to continue as the Auditor of the Company resulting into a casual vacancy in the office of Auditor of the Company.

Pursuant to provisions of section 139(8) of the Companies Act, 2013 ("Act"), any casual vacancy which occurs as a result of resignation of the Auditor, be filled by the Board of Directors within thirty days and appointment of new Auditor shall also be approved by the Company at a general meeting to be convened within three months of recommendation of the Board. Such new Auditor shall hold office from the date of general meeting till the conclusion of the next annual general meeting.

Subject to approval of the members, the Board of Directors at its meeting held on February 04, 2021 have appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018). M/s. Deloitte Haskins & Sells LLP had furnished consent to act as the Auditors in terms of Section 139 of the Act and provided a certificate to the effect that their appointment, if made, shall satisfy the conditions and criteria provided under Sections 139 and 141 of the Act read with Rule 3 and 4 of the Companies (Audit and Auditors) Rules, 2014.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) shall hold office till the conclusion of next annual general meeting of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

By Order of the Board of Directors

Nihar Vartak
Whole-time Director
DIN: 03501645

Date: February 04, 2021

Place: Bengaluru

Registered Office:

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

Bengaluru, Karnataka 560064, India

CIN: U74999KA2011PTC110878

Email: info@asteria.co.in

Tel: +91 80 40955058

Website: www.asteria.co.in

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?scheduledmeeting=true&hash=1loXJnI4Q34a26934bcab1612432519965&pwd=Q3jEh>

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

Meeting ID: 035 217 8710

Password: Q3jEh

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 Director of the Company, Mr. Nihar Vinayak Vartak i.e. info@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 Director, Mr. Nihar Vinayak Vartak on +91-9886685778.

Annexure 2

1. Members would have received an email from the Director, Mr. Nihar Vartak, Whole-time Director 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 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 / 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.

Annexure 3

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

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in my/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 onday,, 2021 through video-conference or Other Audio Visual Means.

Signature:
Name:
Dated: