

SHORTER NOTICE OF THE SECOND ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AERIAX VENTURES PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 23, 2025 AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1094 P, SECTOR 46, BASAI ROAD GURGOAN, HARYANA-122001, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 01: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING BALANCE SHEET AS AT 31ST MARCH 2025 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2025 ALONG WITH NOTES TO ACCOUNTS AND SCHEDULES ATTACHED THERETO AND FORMING PART THEREOF TOGETHER WITH THE AUDITOR'S REPORT AND DIRECTOR'S REPORT THEREON

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 applicable provisions under the Companies Act, 2013 read with rules made thereunder, the Audited Financial Statements of the Company for the financial year ended 31st March 2025, comprising of Balance Sheet of the Company as on 31st March 2025 and Statement of Profit & Loss Account for the year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditor's thereon and all the relevant schedules and annexures of the Audited Financial Statements of the Company for this period be and are hereby considered, approved and adopted by the Members.”

SPECIAL BUSINESSES:

ITEM NO. 2: TO APPROVE THE AMENDMENT OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 including Section 5, Section 14 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of members of the Company be and is hereby accorded to substitute the existing Articles of Association with the amended and restated Articles of Association of the Company (“Restated

Articles”), the draft of which has been placed before the members of the Company,, incorporating the terms of Shareholders’ Agreement dated July 23, 2025 entered between Kalaari Capital Partners India IV, Fundamental Revolution Fund Gmbh & Co. KG, AL Trust acting through its trustee Vistra ITCL (India) Limited, Invstt Trust acting through its manager We Founder Circle Angel Accelerator LLP, Brigade Innovations LLP Aeriax Ventures Private Limited,Priyanka Gera and Annu Talreja (“SHA”) and other changes.

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RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things which they may deem necessary, pertinent, desirable, incidental to give effect to the above resolutions including but not limited filing of return or any other relevant documents with the relevant Registrar of Companies and other authorities and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.

RESOLVED FURTHER THAT a copy of the resolutions certified by any Director of the Company be given to anyone concerned or interested in the matter.”

ITEM NO 3: TO GRANT 955 (NINE HUNDRED AND FIFTY-FIVE) EMPLOYEE STOCK OPTIONS MR. AWNISH KUMAR UNDER AERIAX EMPLOYEES STOCK OPTION PLAN 2024" ("ESOP 2024")

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 12(4) of Companies (Share Capital and Debentures) Rules, 2014, and the applicable provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Memorandum and Articles of Association of the Company, and subject to such approvals, permissions, sanctions and consents as may be required from any regulatory or governmental authority and such conditions and modifications as may be prescribed, the consent of the Members of the Company be and is hereby accorded, to grant 955 (Nine Hundred and Fifty Five) employee stock options (“Options”) to Mr. Awnish Kumar, being an employee of the Company, which is 5% of the issued capital of the Company as on the date of this meeting, pursuant to the Aeriax Employees Stock Option Plan 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**For and on behalf of
Aerix Ventures Private Limited**

**Priyanka Gera
Director
DIN: 07823397
Address: 184, Ram Vihar,
East Delhi, Delhi 110092**

**Date: September 18, 2025
Place: Bangalore**

NOTES:

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT, 2013), IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (“AGM”), AS SET OUT IN THE NOTICE IS ANNEXED HERETO.
2. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A PROXY FORM IS ATTACHED.
4. THE PROXY FORM SHOULD, HOWEVER BE DEPOSITED IN THE REGISTERED OFFICE OF THE COMPANY BEFORE FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
5. RELEVANT DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE ARE OPEN FOR INSPECTION BY THE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS ON ALL WORKING DAYS, UPTO THE CLOSURE OF THE MEETING.
6. MEMBERS/ PROXIES ATTENDING THE MEETING ARE REQUESTED TO BRING THEIR DULY FILLED ADMISSION/ATTENDANCE SLIPS SENT ALONG WITH THE NOTICE IN WRITING IS GIVEN TO THE COMPANY.
7. CORPORATE MEMBERS ARE REQUESTED TO SEND A DULY CERTIFIED SCANNED COPY (PDF/JPG FORMAT) OF THE BOARD RESOLUTION/POWER OF ATTORNEY AUTHORIZING THEIR REPRESENTATIVE(S) PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013 TO ATTEND AND VOTE ON THEIR BEHALF AT THE AGM.
8. ROUTE MAP TO THE VENUE OF THE MEETING IS REPRODUCED BELOW:



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U62099HR2023PTC115393

Name of the Company: Aerix Ventures Private Limited

Registered office: 1094 P, Sector 46, Gurgaon, Gurgaon, Basai Road, Haryana, India, 122001

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We being the member of shares of the above named Company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company to be held on Tuesday, September 23, 2025 at 11:00 A.M. (IST) at the registered office of the Company situated at 1094 P, Sector 46, Gurgaon, Gurgaon, Basai Road, Haryana, India, 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.

2.

Signed this Day of..... 2025

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP

Regd. Folio No.	:
DP ID	:
Client ID/Ben. A/C	:
No. of shares held	:

I certify that I am a registered shareholder/proxy of the Company and hereby record my presence at the Annual General Meeting of Aeriax Ventures Private Limited to be held on Tuesday, September 23, 2025 at 11:00 A.M. (IST) at the registered office of the Company situated at 1094 P, Sector 46, Gurgaon, Basai Road, Haryana, India, 122001.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the item of special businesses to be transacted at the Annual General Meeting is detailed hereunder)

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 02: TO APPROVE THE AMENDMENT OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company presently incorporate the provisions of the earlier Shareholders' Agreement executed between the Company and its shareholders. Subsequently, the Company has entered into a new **Shareholders' Agreement dated July 23, 2025** ("SHA") with the following parties:

- Kalaari Capital Partners India IV
- Fundamental Revolution Fund GmbH & Co. KG
- AL Trust acting through its trustee Vistra ITCL (India) Limited
- Invstt Trust acting through its manager We Founder Circle Angel Accelerator LLP
- Brigade Innovations LLP
- Aeriax Ventures Private Limited
- Priyanka Gera
- Annu Talreja

The aforesaid SHA repeals and supersedes the earlier Shareholders' Agreement. In order to align the Articles of Association of the Company with the provisions contained in the new SHA and to make some other changes viz incorporating the provisions related to dematerialisation of securities, it is proposed to alter the Articles of Association of the Company by adopting a new set of Articles as attached herewith as Annexure-II in substitution of the existing Articles. None of the Directors, Key Managerial Personnel or their relatives are interested in the said resolution except to the extent of shares held by them, if any.

The Board recommends passing of resolution as set out in Item No. 2 as a Special Resolution.

ITEM NO. 3: TO GRANT 955 (NINE HUNDRED AND FIFTY FIVE) EMPLOYEE STOCK OPTIONS MR. AWNISH KUMAR UNDER AERIAX EMPLOYEES STOCK OPTION PLAN 2024" ("ESOP 2024")

In terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014, the Company has Aeriax Employees Stock Option Plan 2024, which was duly approved by the shareholders.

The Board of Directors at its meeting held on Thursday, September 18, 2025 has approved the grant of 955 (Nine Hundred and Fifty Five) stock options to Mr. Awnish Kumar being an employee of the Company, pursuant to the Aeriax Employees Stock Option Plan 2024 subject to the approval of shareholders of the Company

The said grant constitutes approximately 5 % of the current issued capital of the Company, and hence, as per Rule 12(4) (b) of the Companies (Share Capital and Debentures) Rules, 2014,

approval of the shareholders by way of a separate resolution is required, since the grant to an individual employee exceeds 1% of the issued capital in a single financial year.

The key terms of the proposed grant are attached herewith as Annexure-III.

The Board recommends passing of this resolution set out at Item No. 3 as a Special Resolution.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

**For and on behalf of
Aerix Ventures Private Limited**

Priyanka Gera
Director
DIN: 07823397
Address: 184, Ram Vihar,
East Delhi, Delhi 110092

Date: September 18, 2025
Place: Bangalore

Annexure I
Financial Statement of the Company along with Auditor's report, Director's Report,
Annual Return and related Document

(Separately Attached)

Annexure II
Amended AOA

(Separately Attached)

Annexure III
Draft Grant Letter

(Separately Attached)