



**Throttle Aerospace Systems Private Limited**  
**Registered Office:** No 659 MVS, Arcade, 5th Main Road,  
OM BR Layouy B, Channasandra, Bangalore, Karnataka - 560043  
CIN: U74900KA2016PTC085161  
Email: [nagendran@throttleaerospace.com](mailto:nagendran@throttleaerospace.com)

## NOTICE

Notice is hereby given that (1/2023-24) Extraordinary General Meeting of the members of Throttle Aerospace Systems Private Limited on the requisition of (i) Mr. Nagendran Kandasamy, Ms. Nischitha Madhu, Mr. Shashi Kumar R and Mr. Gunjur Munianjappa Girish Reddy (For and on behalf of Pinkin Consultancy Private Limited) and (ii) Neosky India Limited, shareholders, will be held on Monday, the 25<sup>th</sup> day of September, 2023 at 11:00 A.M. (IST) at 5<sup>th</sup> Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037 to transact the following businesses:

### SPECIAL BUSINESS:

#### Item No. 1

#### REMOVAL OF DIRECTOR - MR. SARATH CHANDRA GUDLAVALLETI

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 169 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sarath Chandra Gudlavalleti (DIN: 09306434) be and is hereby removed from his office as the director of the Company with immediate effect."

#### Item No. 2

#### REMOVAL OF DIRECTOR - MR. NAGENDRAN KANDASAMY

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 169 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nagendran Kandasamy (DIN: 06700657) be and is hereby removed from his office as the director of the Company with immediate effect."

THROTTLE AEROSPACE SYSTEMS PRIVATE LIMITED  
CIN: U74900KA2016PTC085161

Registered Office: #659, 1st Floor, MVS Arcade, 5th Main Road, OMBR Layout, B Channasandra, Bangalore-43, India  
Phone: +91-80-88746274, Email: [contact@throttle.aero](mailto:contact@throttle.aero), Web: <https://www.throttle.aero>



**Item No. 3**

**INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

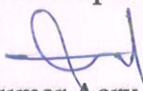
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, the authorised share capital of the Company be and is hereby increased from Rs. 16,00,000/- divided into 160,000 Equity Shares of Rs. 10/- each to Rs. 63,00,000/- divided into 6,30,000 Equity Shares of Rs. 10/- each, ranking pari passu with the existing shares in the Company and that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and, in its place, the following Clause V be substituted:

V. The Authorised Share Capital of the Company is Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) divided into 6,30,000 (Six Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to undertake such acts, deed and matters as may necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolution, including but not limited to making requisite filings with the Registrar of Companies that may be required to give effect to the aforesaid amendment to Clause V of the Memorandum of Association of the Company."

By Order of the Board of Directors  
For Throttle Aerospace Systems Private Limited

  
**Surinder Kumar Aery**  
Director  
DIN: 02430754



Place: New Delhi  
Date: 04.09.2023

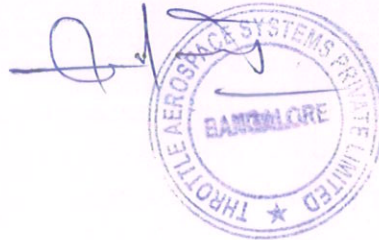
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THROTTLE AEROSPACE SYSTEMS PRIVATE LIMITED

CIN: U74900KA2016PTC085161

**NOTES:**

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER.** A Blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting. Proxy holders shall carry a valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (b) Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the Company, a certified copy of the relevant resolution, passed by its board of directors, authorizing the representative(s) to attend and vote on their behalf at the Meeting, the specimen signatures of such authorized representative shall be set out in the board resolution and duly attested.



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "THROTTLE AEROSPACE SYSTEMS PRIVATE LIMITED" around the perimeter and "BANGALORE" in the center, with a small star symbol at the bottom.

THROTTLE AEROSPACE SYSTEMS PRIVATE LIMITED

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item Nos. 1, 2 & 3**

As the meeting has been convened at the requisition of shareholders, no Explanatory Statement under Section 102 of the Companies Act, 2013 is required to be annexed with the notice. The notice received from the requisitionists is annexed herewith and the reasons for convening the present meeting and moving the proposed resolutions are stated therein.





**Throttle Aerospace Systems Private Limited**  
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Email: nagendran@throttleaerospace.com

**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: U74900KA2016PTC085161

Name of the Company **Throttle Aerospace Systems Private Limited**  
Registered Office: No 659 MVS, Arcade, 5th Main Road, OM BR Layouy B, Channasandra,  
Bangalore, Karnataka - 560043

Name of the Member (s) : \_\_\_\_\_  
Registered address: \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Folio No. /DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

I/We, being the member (s) of ..... Equity Shares of face value of Rs. 10 each of  
the above named Company, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or falling him / her

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or falling him / her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_



**THROTTLE AEROSPACE SYSTEMS PRIVATE LIMITED**  
CIN: U74900KA2016PTC085161

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as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (1/2023-24) Extraordinary General Meeting of the Company scheduled to be held on Monday, the 25<sup>th</sup> day of September, 2023 at 11:00 A.M. (IST) at 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037, and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as is indicated below:

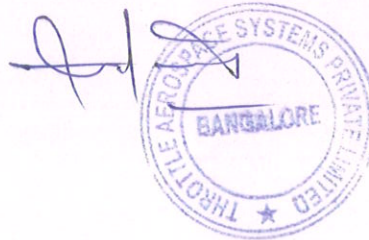
Resolution No.	Resolutions
	<b>Special Businesses</b>
1	REMOVAL OF DIRECTOR - MR. SARATH CHANDRA GUDLAVALLETI
2	REMOVAL OF DIRECTOR - MR. NAGENDRAN KANDASAMY
3	INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

Signed this .....day..... of 2023.

Signature of Shareholder: .....

Signature of Proxy holder (s) : .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



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**Throttle Aerospace Systems Private Limited**  
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CIN: U74900KA2016PTC085161  
Email: nagendran@throttleaerospace.com

**ATTENDANCE SLIP**

(1/2023-24) Extraordinary General Meeting, being held on Monday, the 25<sup>th</sup> day of September, 2023 at 11:00 A.M. at 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037

<b>Folio No.* / DP ID Client ID No.</b>	
<b>Name of attending Member/ Proxy/ Authorised Representative</b>	
<b>Name of Joint Member(s), If any</b>	
<b>No. of Equity Shares held</b>	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the (1/2023-24) Extraordinary General Meeting of the Company being held on Monday, the 25<sup>th</sup> day of September, 2023 at 11:00 A.M. at 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037.

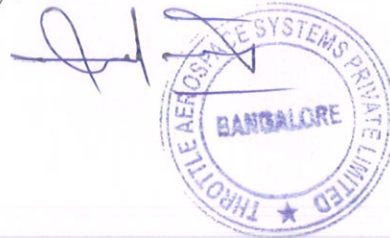
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Member's Signature

Proxy's Signature

\*Applicable for Members holding shares in Physical form.

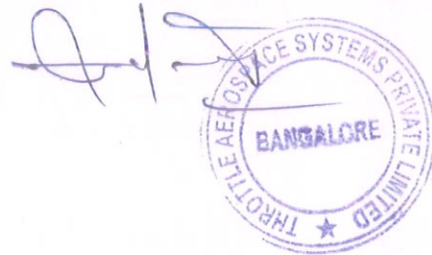
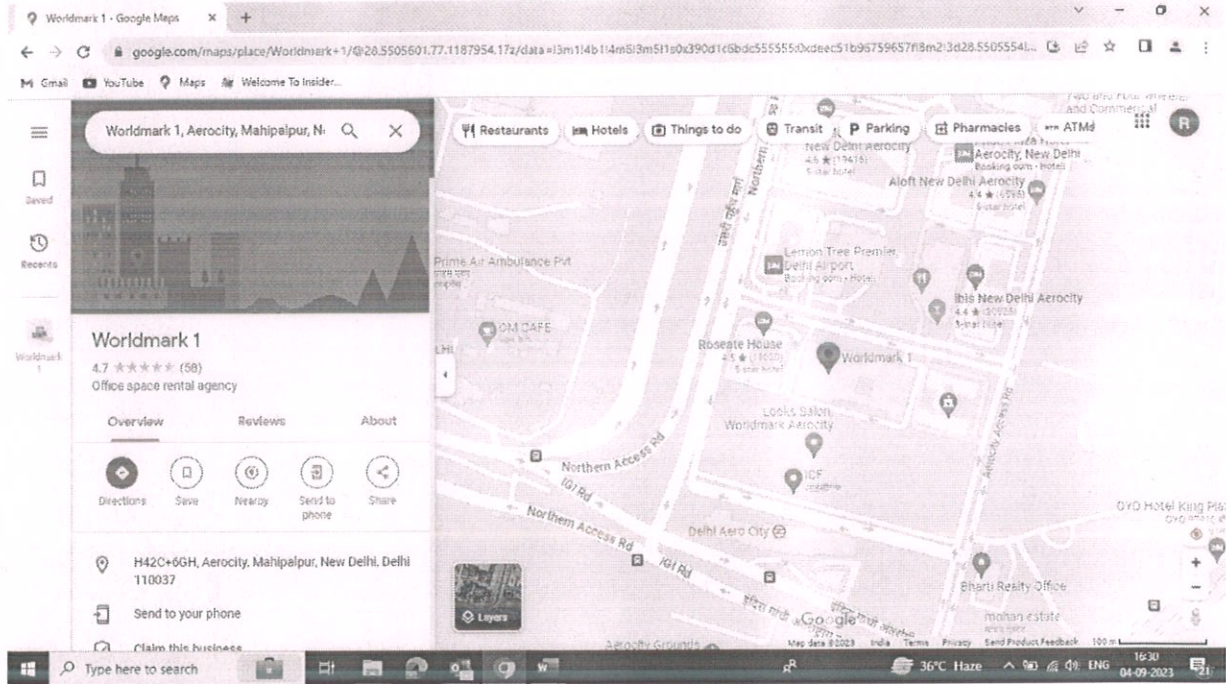


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Map of the place of EGM:



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11<sup>th</sup> Aug 2023

**FOR IMMEDIATE ACTION**

To  
The Board of Directors  
Throttle Aerospace Systems Private Limited (TAS)  
Bangalore.

**Sub: Special Notice to call Extraordinary General Meeting**

Dear Sir,

This is with reference to your mail dated 3<sup>rd</sup> Aug 2023 captioned under subject line "Reply to Cease & Desist Notice" addressed to Mr.Nagendran Kandasamy. We, the shareholders holding 40% stake in TAS, would collectively respond to your mail as follows.

**BACKGROUND**

We were managing the business of TAS since its inception and introduced all employees, creditors, consultants, vendors and other stake holders including you as a director and have been holding our relationship with them for more than 5 years.

M/s.Neosky, the wholly owned subsidiary of RattanIndia Enterprises Limited has invested in TAS in May 2022 and by virtue 60% equity holding in TAS, you were appointed as one of the directors to represent the holding company and right from the beginning of your appointment, you are always un-professional and with ulterior motive, you have been inducing many disabilities, constraints, difficulties which really prevented us from our performance. This is evidenced by resignation of many high-performance employees leaving TAS, non-payment to vendors, consultants etc. We also understand that the same situation is prevailing in holding company and in the ultimate holding company RattanIndia Enterprises Limited and its other subsidiaries.

As we were termed as non-performers and forced to resign, in order to improve the business both in terms of sales and profitability and in the interest of shareholders, we have resigned from the day-to-day operations and allowed you to run the business more effectively and efficiently. Due to sudden change in the management, we have been contacted by various stake holders and in every interaction with them, we have advised them to support the current management to improve the overall business keeping in mind our interest in TAS to the extent of 40% in the form of Equity.

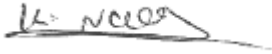
As the matter stood thus, you are continuously making slanders which are baseless and not acceptable to us. You are responsible for the day-to-day operations of the company which includes improvement in the sales, retention of all employees, payment of salaries, rent and other expenses on time and payment to suppliers, consultants post our resignations. We are informed that you are instigating for the reasons best known to you, forcing employees to leave and delaying payments to vendors and other external suppliers and indulging in all activities to deteriorate the valuation of the company. Under this situation, in order to protect our 40% interest in TAS and to understand more about the current performance of the company, we request you to call for Extra Ordinary General Meeting as provided under section 100 of the Companies Act, 2013 to discuss on the following **AGENDA**.

**PROPOSED AGENDA FOR THE EXTRA ORDINARY GENERAL MEETING: -**

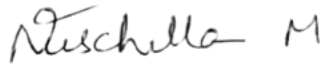
- 1) Performance of the company for the period from 1<sup>st</sup> April 23;
- 2) Business Plan for the FY 23-24;
- 3) Introduction of new management responsible for the business;
- 4) Sales & Marketing initiatives taken by the current management;
- 5) Discuss reasons for the termination of CFO and reasons forced resignations of promoter employees;
- 6) To pass appropriate resolution for the removal of Mr.Sarath Chandra Gudlavalleti as director from the Board as per provisions of section 169 of the Companies Act, 2013 due to non-performance, fraud as defined u/s.447(i) of Companies Act, 2013 inter-alia to include the following:-
  - i) Terminated Promoter CFO on not just and equitable grounds and unfair means;
  - ii) Not recorded factual information in the minutes of the board meeting held on 3<sup>rd</sup> July 23;
  - iii) Solicited business information related to the TAS for furtherance of M/s.Neosky business;
  - iv) Defamatory comments against the promoter shareholders to external stakeholders;
  - v) Illegal possession of documents / personal belongings pertaining to promoter shareholder and erstwhile CEO Mr.Nagendran Kandasamy
  - vi) Denied access to promoters to the company prove hostile acquisition of management of business;
  - vii) Instigated promoter employees to resign from the services;
  - viii) Destabilised the business by instigating star employees of TAS to leave. This may lead to erosion of business leading to erosion of shareholders value;
  - ix) Blocking the business operations since Jan 23 by using majority seat in the board;
  - x) Unauthorised access to all our official mails during our employment with TAS.
  - xi) Any other subject as may be approved by simple majority of shareholders.

Kindly treat this notice for calling extra ordinary general meeting as provided under section 100 of the Companies Act, 2013 and request you to call for the meeting by clearly providing 21 days' notice to all the existing shareholders of TAS and conduct the meeting on any day as may be decided by the majority shareholders within 45 days from the date of this notice.

With best regards



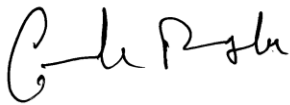
Mr. Nagendran Kandasamy



Ms. Nischitha Madhu



Mr. Shashi Kumar R



Mr. Gunjur Munianjappa Girish Reddy,

(For And on Behalf of Pinkin Consultancy Private Limited)

# NEOSKY INDIA LIMITED

Date: 31/08/2023

To  
The Board of Directors,  
Throttle Aerospace Systems Private Limited  
No 659 MVS, Arcade, 5th Main Road,  
OM BR Layouy B, Channasandra,  
Bangalore, Karnataka - 560043  
CIN: U74900KA2016PTC085161

**Sub: Requisition pursuant to Section 100 read with Section 115, Section 169, 61 and other related provisions of the Companies Act, 2013 to convene an Extra-ordinary General Meeting of Throttle Aerospace Systems Private Limited (Company).**

Dear Sir,

We, Neosky India Limited having registered office at 5th Floor, Tower-B, Worldmark-1, Aerocity, New Delhi-110037, holding, as on the date of this requisition letter 93,750 equity shares of Rs. 10/- each in the capital of the Company, constituting 60% of the total paid up share capital of the Company, pursuant to Section 100 and other related provisions of the Companies Act, 2013 read with Rule 17 of the Companies (Management & Administration) Rules, 2014, require you to forthwith proceed to duly convene an Extra-ordinary General Meeting (EGM) of the Company for the purpose of passing the following resolutions:

1. 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 169 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nagendran Kandasamy (DIN: 06700657) be and is hereby removed from his office as the director of the Company with immediate effect"

2. To consider and if thought fit, to pass, with or without modifications(s) the following resolution as AN ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, the authorised share capital of the Company be and is hereby increased from Rs. 16,00,000/- divided into 160,000 Equity Shares of Rs. 10/- each to Rs. 63,00,000/- divided into 6,30,000 Equity Shares of Rs. 10/- each, ranking pari passu with the existing shares in the Company and that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and, in its place, the following Clause V be substituted:

Neosky India Limited  
(CIN: U62100DL2021PLC386780)

Registered Office: 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037



# NEOSKY INDIA LIMITED

V. The Authorised Share Capital of the Company is Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) divided into 6,30,000 (Six Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to undertake such acts, deed and matters as may necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolution, including but not limited to making requisite filings with the Registrar of Companies that may be required to give effect to the aforesaid amendment to Clause V of the Memorandum of Association of the Company.”

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO. 1

We as the shareholder of the Company have come to know that Mr. Nagendran Kandasamy, one of the directors of the Company, is involved and tarnishing the reputation of the Company and in spite of repeated notices, continued to indulge into such activities which are not in the interest of the Company and having direct and indirect conflicts of interest and he had deliberately and with a mala-fide intent hatched a conspiracy to defraud the Company and caused a substantial loss and damage to the Company and ultimately to the shareholders of the Company.

The shareholder has therefore completely lost faith in Mr. Nagendran Kandasamy, Director for the reason that by virtue of his acts together with their accomplices, have breached the trust of the Company and its shareholders in utter disregard of their fiduciary duties and fiduciary position. Therefore, it would be seriously detrimental to the interests of the Company and its shareholders to allow the continuance of his directorship on the Board of Directors of the Company.

The shareholder therefore serves upon the Company through its Board of Directors, this special notice cum requisition, pursuant to Section 100 read with Section 115, 169 and other related provisions of the Companies Act, 2013, to hold an extraordinary general meeting of the members of the Company for the purpose as defined in the resolution above, in the shortest possible time permissible in terms of the Companies Act, 2013. For holding the said general meeting, this special notice cum requisition may also be treated as our consent in terms of Section 101 of the Companies Act, 2013 read with the Rules framed thereunder.

## REASONS FOR THE RESOLUTION PROPOSED UNDER ITEM NO. 2

We as the shareholders of the Company have come to know that the Company would be in need of the funds to run its daily operation and we are willing to infuse the funds in the form of equity capital of the Company and for which the Company is required to increase its present Authorized Share Capital to accommodate such increase.

The shareholder therefore serve upon the Company through its Board of Directors, this special notice cum requisition, pursuant to Section 100 read with Section 61 and other related provisions of the Companies Act, 2013, to hold an extraordinary general meeting of the members of the Company for the purpose as defined in the resolution above. For holding the said general meeting,

Neosky India Limited  
(CIN: U62100DL2021PLC386780)

Registered Office: 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037



# NEOSKY INDIA LIMITED

this special notice cum requisition may also be treated as our consent in terms of Section 101 of the Companies Act, 2013 read with the Rules framed thereunder.

## Details of Shareholding

Name of the Shareholder: Neosky India Limited

Number of shares held: 93,750 Equity Shares of face value Rs. 10/- each.

DP id and Client Id of Neosky India Limited: IN 302365-11410177

Please take all necessary action to call for the said Extra Ordinary General Meeting in accordance with Section 100 read with Section 169 and 61 of the Companies Act, 2013.

For Neosky India Limited

*Amit Jain*  
Amit Jain  
Director  
DIN: 06802414



Neosky India Limited

(CIN: U62100DL2021PLC386780)

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