

STARTUP STAIRS PRIVATE LIMITED

CIN: U80902HR2019PTC081860

Regd. Office: Unit No. 840-42, Tower B3, Spaze IT Park, Sector-49, Sohna Road,
Gurgaon, Haryana- 122018

E-mail: sandhu.preet005@gmail.com, Contact number: -: +91-01171414748

Website-startupstairs.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of **Startup Stairs Private Limited** will be held on **Saturday, 12th April 2025 at 12:30 P.M (IST)** at **Plot No. 251, Second Floor, Udyog Vihar, Phase IV, Gurgaon, Haryana 122015** to consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1) and 64 read with rule 15 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and the rules framed thereunder and subject to the provisions of Articles and Memorandum of Association of the Company and/or any statutory authority as may be required, the consent of the members of the Company be and hereby accorded to re-classify the existing Authorized Share Capital of the Company by deleting the existing clause 5 of the Memorandum of Association of the Company and substituting with the following clause:

5. The Authorized Share Capital of the Company is INR 10,00,000/- (Indian Rupees Ten Lacs only) divided into 90,000 (Ninety Thousand) Equity Shares INR 10/- (Indian Rupees Ten) each and 10,000 (Ten Thousand) Preference Shares INR 10/- (Indian Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Deep or Ms. Preet Sandhu, Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things in his absolute discretion, deem necessary or expedient in the interest of the Company including but not limited to filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2- ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of Registrar of Companies, NCT of Delhi and Haryana and/or of any other statutory or regulatory authority, the consent of the members be and is hereby accorded to alter the Object Clause of the Company by inserting the following sub clauses 8 to 14, after sub clause 7 of clause 3 (a) of the Memorandum of Association of Company:

8. To design, develop, manufacture, assemble, and produce drones, unmanned aerial vehicles (UAVs), and related technologies for various commercial, industrial, agricultural, and defense applications. To market, sell, distribute, and export drones and related accessories to domestic and international markets.

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9. To create and provide green flying zone for flying of Drone or other UAV (Unmanned Aerial Vehicle) and to establish and operate facilities for the maintenance, repair, and servicing of drones and related equipment.
10. To provide coaching, technical training, consultancy, and technical support in the operation, maintenance, and application of drones and UAV technologies and to collaborate with national and international entities, institutes, research organizations, universities, and governments for training and promotion of drone technology and applications.”
11. To establish, operate, and manage an online marketplace and e-commerce platform that facilitates the buying, selling, and trading of goods and services, including but not limited to consumer products, digital goods, and services across various categories.
12. To create and operate an incubation hub for fostering innovation, entrepreneurship, and startups by providing mentorship, resources, infrastructure, and networking opportunities to entrepreneurs and emerging businesses.
13. To provide financial assistance and funding in the form of grants, loans, equity investments, and other financial instruments to startups, small and medium enterprises (SMEs), and innovative projects to support growth, innovation, and sustainability.
14. To collaborate with governmental, non-governmental, and international organizations for promoting entrepreneurship, innovation, and financial inclusion through strategic partnerships and alliances.

RESOLVED FURTHER THAT Mr. Deep or Ms. Preet Sandhu, Directors of the Company, be and are hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

ITEM NO. 3- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY TO INCORPORATE THE PROVISIONS OF THE SHAREHOLDERS AGREEMENTS IN THE ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to alter the Company’s existing Articles of Association by inserting a new Clause III after the existing Clause II, which will read as follows:

“III. Incorporation of Provisions of Shareholders’ Agreements”

1. Clause ‘(2.2.2.)’ of the Shareholders Agreement dated 11th December, 2024 signed between the M/s Startup Stairs Private Limited, Mr. Deep and NSDC International Limited shall also be read as part of the Article of Association of the Company, and unless the context otherwise requires, words or expressions contained herein but not defined shall have the meaning set out in the Agreement (if the same have been defined therein). The terms of the Clause (2.2.2.) of the Agreement are expressly incorporated in the Articles.

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2. In case of any conflict between any provision of the Agreement and what is contained herein, such conflict shall be deemed to be a conflict between the interpretation of two Articles and in such case the interpretation given to the relevant provision of the relevant Agreement shall override the interpretation of the other Article.

FURTHER RESOLVED THAT Mr. Deep or Ms. Preet Sandhu, Directors of the Company, be and are hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

ITEM NO. 4- APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY IN THE OFFICE OF STATUTORY AUDITORS

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 of the Companies Act, 2013 and the rules made thereunder, including any statutory modification, amended or re-enactment thereof for the time being in force, **M/s. Ravi Chowdhry & Associates**, Chartered Accountants (ICAI Firm Registration no. 014617N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s P R P A and Co LLP**. Chartered Accountants and to hold office from the date of this meeting till the conclusion of the forthcoming Annual General Meeting of the Company on the remuneration to be decided by the directors of the Company in consultation with the Auditors.”

RESOLVED FURTHER THAT Mr. Deep or Ms. Preet Sandhu, Directors of the Company, be and are hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

By Order of the Board of Directors
Startup Stairs Private Limited

Director

Name: Preet Sandhu
Designation: Director
DIN: 06923078
Address: Flat Number 1202, Tower-07,
Takshila Heights, Sector 37C,
Gurgaon, Haryana-122001

Place: Gurugram

Date: 21.03.2025

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NOTES:

- 1. 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 SELF AND PROXY NEED NOT BE MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.**
2. Corporate members intending 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) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Instrument of Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of Extraordinary General Meeting. **The Proxy Form is enclosed herewith.**
4. Members/Proxies are requested to bring their copies of the Notice to the Meeting. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
5. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual Reports from time to time in electronic form to the e-mail ID provided by you.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the Special Business to be transacted at the Extraordinary General Meeting ('EGM' or the 'Meeting') is forming part of this notice.
7. Members are requested to intimate any change in their address to the Company immediately.
8. Members/Proxies should bring the duly filled Attendance Slip at the Extraordinary General Meeting. **Attendance Slip is enclosed herewith.**
9. Route Map showing directions to reach to the venue of the EGM is annexed at the end of this Notice.

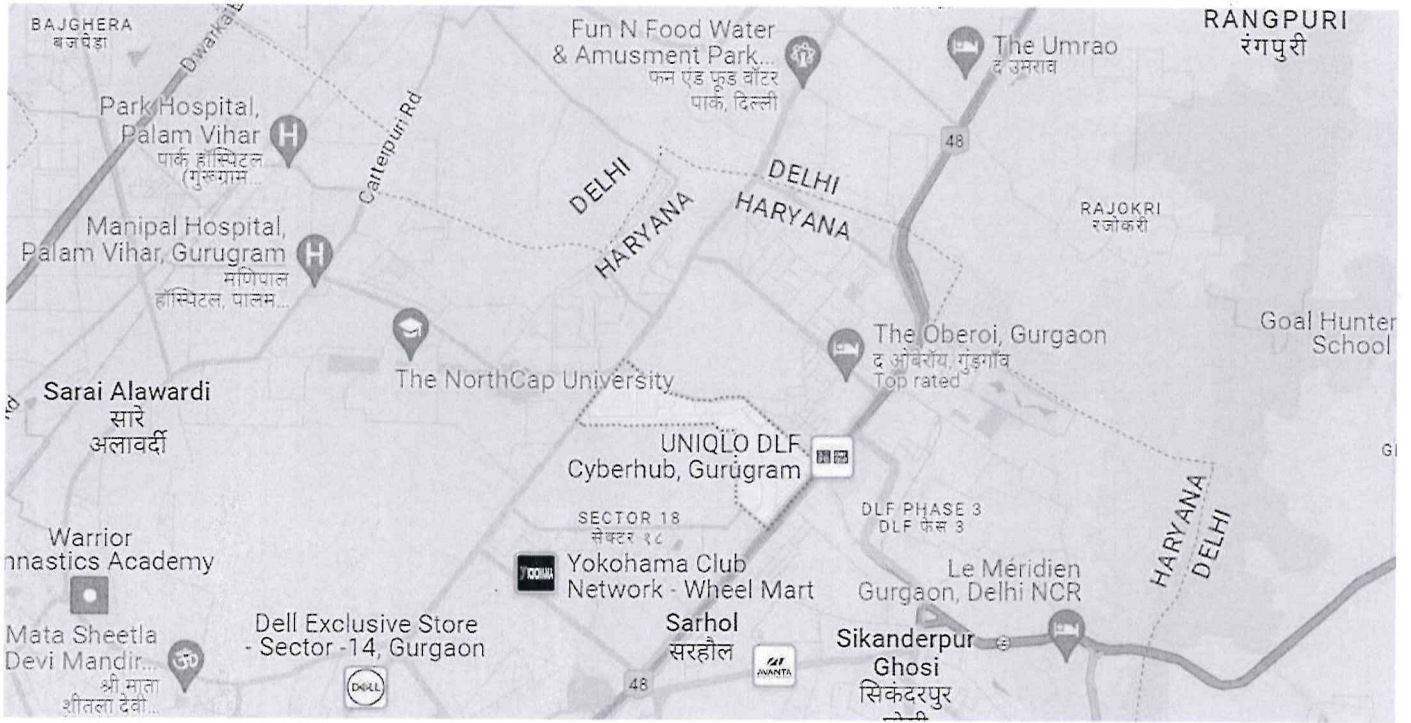
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ROUTE MAP TO REACH THE VENUE OF EGM:



If undelivered, please return to:

Startup Stairs Private Limited

**Address. - Unit No. 840-42, Tower B3, Spaze IT Park, Sector-49, Sohna Road,
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(This space has been left intentionally)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1- RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

To facilitate future fundraising for the Company's expansion while preserving the existing equity shareholders' stake, the Authorized Share Capital of the Company need to be reclassified. This will involve converting a portion of the buffer Equity Capital into Preference Capital. Consequently, the Memorandum of Association must be amended to reflect this change in the Company's Authorized Share Capital.

The Board of Directors, in their meeting held on **March 21, 2025**, approved this alteration.

The Board recommends the resolution under **Item No. 1** be passed as an **Ordinary Resolution**.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

ITEM NO. 2- ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company plans to expand its operations by diversifying into drone and UAV (Unmanned Aerial Vehicle) training, consultancy services, and other technology-driven activities. The Board believes that amending the Object Clause of the Memorandum of Association to include these activities will enhance the Company's business prospects and ensure smooth operations.

To facilitate this expansion, it is proposed to insert sub-clause 4 after the existing sub-clause 3 in the Main Objects of the Memorandum of Association, improving clarity and maintaining a logical order.

The Board of Directors, at their meeting held on **March 21, 2025**, approved this alteration. Accordingly, the Directors recommend passing the resolution set out under **Item No. 2** as a **Special Resolution**.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

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ITEM NO. 3- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY TO INCORPORATE THE PROVISIONS OF THE SHAREHOLDERS AGREEMENTS IN THE ARTICLES OF ASSOCIATION

The Company, along with its Board of Directors, entered into a Shareholders' Agreement with NSDC International Limited on December 11, 2024. In accordance with the terms of the Agreement, the Articles of Association (AoA) of the Company must be amended to incorporate the agreed provisions.

The Board of Directors, at its meeting held on **March 21, 2025**, approved the proposed amendments. The Directors recommend the passing of the resolution set out under Item No. 3 as a Special Resolution.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

ITEM NO. 4- APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY IN THE OFFICE OF STATUTORY AUDITORS

The Statutory Auditors of the Company, M/s P R P A and Co. LLP, have tendered their resignation on 28.01.2025 due to preoccupation. To fill the casual vacancy arising from their resignation, the Board has proposed the appointment of M/s Ravi Chowdhry & Associates as the Statutory Auditor of the Company. If appointed, they will hold office until the ensuing Annual General Meeting.

The Board recommends passing the resolution set out under Item No. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

By Order of the Board of Directors

Startup Stairs Private Limited

For Startup Stairs Private Limited


Name: Preet Sandhuu Director
Designation: Director
DIN: 06923078
Address: Flat Number 1202, Tower-07,
Takshila Heights, Sector 37C,
Gurgaon, Haryana-122001

Place: Gurugram

Date: 21.03.2025

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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: U80902HR2019PTC081860

Name of the company: Startup Stairs Private Limited

Registered office: Unit No. 840-42, Tower B3, Spaze IT Park, Sector-49, Sohna Road,
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Name of the member(s):

Registered address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I/We, being the member(s) 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: _____, or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (through ballot) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Saturday, 12th April 2025 at 12:30 P.M (IST)** at **Plot No. 251, Second Floor, Udyog Vihar, Phase IV, Gurgaon, Haryana 122015** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars
Special Business	
1.	Reclassification of authorized share capital and consequential amendment to the memorandum of association
2.	Alteration of object clause of memorandum of association of the company
3.	Alteration of articles of association of the company to incorporate the provisions of the shareholders agreements in the articles of association
4.	Appointment of statutory auditors to fill casual vacancy in the office of statutory auditors

Affix Re 1/-

Revenue
Stamp

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Signed this ____ day of _____, 2025

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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ATTENDANCE SLIP

Name:	
Address:	
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

*Applicable for investors holding shares in Electronic form.

1. I hereby record my presence at the **Extraordinary General Meeting** of the Company being held on **Saturday, 12th April 2025 at 12:30 P.M (IST) at Plot No. 251, Second Floor, Udyog Vihar, Phase IV, Gurgaon, Haryana 122015.**

2. Signature of the Shareholder/
Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Notice for reference at the meeting.