

SPACE INCUBATRICES TECHNOLOGIES LIMITED

Regd. Office: Pawan Puri, Muradnagar, Ghaziabad-201206 (U.P.)

CIN: L17100UP2016PLC084473

E-mail- spaceincubatrices@gmail.com, Web: www.spaceincubatrices.com, Phone: 01232-261288

Date: 06.09.2021

Dy. General Manager (Listing)
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code-541890
Scrip ID-SPACEINCUBA

Sub: Notice of 5th Annual General Meeting

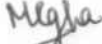
Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 5th Annual General Meeting (AGM) of the Company, schedule to be held on Thursday, the 30th day of September, 2021 at 12:30 P.M. at Pawan Puri, Muradnagar, Ghaziabad-201206 (U.P.).

This is for your information & record.

Thanking You,

Yours faithfully,
For Space Incubatrices Technologies Limited


(Megha Vashistha)
Company Secretary & Compliance Officer
Membership Number: A57544



SPACE INCUBATRICES TECHNOLOGIES LIMITED

Notice

To,
The Members,

Notice is hereby given that the **05th Annual General Meeting** of the Company will be held at the registered office of the Company at **Pawan Puri, Muradnagar, Ghaziabad- 201206 on Thursday, the 30th day of September, 2021 at 12:30 P.M.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Nishant Mittal (DIN: 02766556), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Ankita Garg (Din: 09252403) As an Independent Director of the Company.

To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution;

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), and on the basis of recommendation of Nomination and Remuneration Committee, approval of the members of the company be and is hereby granted for the appointment of Mrs. Ankita Garg (Din: 09252403), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act and Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years w.e.f 28.08.2021 to 27.08.2026.”

4. Appointment of Mr. Sachin (Din: 09269555) As an Independent Director of the Company.

To consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution;

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), and on the basis of recommendation of Nomination and Remuneration Committee, approval of the members of the company be and is hereby granted for the appointment of Mr. Sachin (DIN: 09269555), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act and Regulation 16(1)(b) of SEBI(Listing Obligations and Disclosure Requirements) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 28.08.2021 to 27.08.2026.”

5. Approval for Material Related Party Transaction:

To consider and if thought fit, to pass the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to provisions of Sections 2(76), 180(1)(c), 188 of the Companies Act, 2013(hereinafter 'Act') and any other applicable provisions of the Act, if any, readwith Rules framed thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the listing regulations, consent of the members of the Company be and is hereby accorded to the to the Material Related Party Transaction entered for the Financial Year 2021-2022 of a value of Rs. 5 Crore (Five Crore Rupess) as per details as set out under item no. 5 of the Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board
For Space Incubatrices Technologies Limited

sd/-

Yogesh Kumar Garg
Company Secretary and Compliance Officer

Membership Number : F4738

Residential Address: 1145, Majestic Tower, Mahagun
Mascot, Crossing Republic, Ghaziabad, U.P.

Place: Muradnagar
Date: 28th August, 2021

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NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE 05th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY I.E. FORM MGT 11, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES / BODIES CORPORATES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. A BLANK FORM MGT-11 IS ATTACHED WITH THIS NOTICE.**

As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. **Members are requested to notify immediately the change of address, if any, to the Company or the Share Transfer Agent and Registrar.** Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
 - (a) Change in their Residential Status on return to India for permanent settlement.
 - (b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier
5. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with this notice of the AGM at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
9. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item No.3,4, 5 of the accompanying notice is annexed hereto.
10. Additional information pursuant to Regulation 26(4) &36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard 2 in respect of Director seeking appointment/re-appointments enclosed as Annexure to this notice.
11. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting of the Company
12. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the Annual General Meeting, to enable the Company to keep the information ready.
13. Members are requested to:
 - a. Bring their copy of the annual report for the meeting and duly filled Attendance Slip enclosed herewith along with a valid identity proof such as the PAN Card, Passport, AADHAR Card, or Driving License to attend the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agents of the Company, viz. Beetal Financial and Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062, India.
 - c. Quote their DP ID No. /Client ID No. or Folio Number in all their correspondence.
14. All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.
15. Pursuant to Section 101 and 136 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares) and make this initiative a success.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members who have yet not given their PAN and holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
17. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

Pursuant to the directions of the SEBI, trading in the shares of your Company is de-materialized form Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates for de-materialization through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

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- Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to RTA M/s. Beetal Financial & Computer Services (P) Ltd., for consolidation into single folio.
- The Route Map along with prominent land mark for easy location of the 05th Annual General Meeting venue is printed on the last page of the Annual Report.

18. Facility for Voting:

In Compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off date, being, 23.09.2021. The Instructions for e-voting are given below.

Shareholders can also cast their vote electronically using CDSL's Mobile App 'M-Voting' available for Android, I Phone and Windows based mobiles. The M-Voting App can be downloaded from Google Play Store, App store and the Windows Phone Store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp.</p>

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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>1) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

The instructions for shareholders voting electronically are as under:

- i) The Voting period begins on 27th September, 2021 (10.00 AM) and ends on 29th September, 2021 (05.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN*	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field Sequence number is printed on address label. <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

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- vii) If you are a first time user follow the steps given below:
- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly to the selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant 'SPACE INCUBATRICES TECHNOLOGIES LIMITED' on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option no implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote electronically using CDSL's Mobile App 'M-Voting' available for Android, I Phone and Windows based mobiles. The M-Voting app can be downloaded from Google Play Store, App store and the Windows Phone Store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; spaceincubatrices@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2021 may follow the same instructions as mentioned above for e-Voting.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The Board of Directors has appointed Mrs. Sonia Rani, Practicing Company Secretary, as the "Scrutinizer" to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have any access to e-voting process) in fair and transparent manner.
20. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of e-Voting period, unblock the votes in the presence of at least 2 witnesses not in employment of the company and make a Scrutinizer's Report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.spaceincubatrices.com and on the website on CDSL within two days of passing the resolution at 05TH Annual General Meeting of the Company on 30th September, 2021 and will be communicated to BSE Limited where the shares of the company are listed.
22. To Prevent Fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
23. Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting is given in annexure attached to this notice.

REQUEST TO THE MEMBERS

1. Members are requested to bring their attendance slip.

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

Item No 3

Mrs. Ankita Garg (DIN: 09252403), was appointed as an Additional Director of the Company and also Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17 of the SEBI (LODR), 2015 to hold office as an additional Independent Director of the company from 28th August, 2021 up to the conclusion of the Annual General Meeting of the company to be held in the calendar year 2021.

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The members may note that pursuant to Section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five (5) consecutive years by passing a Special Resolution by the Company.

Mrs. Ankita Garg, Post Graduate in Commerce from Chaudhary Charan Singh University Meerut has 5 years rich experience in area of finance and operation.

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to appoint Mrs. Ankita Garg as an Independent director not liable to retire by rotation at the forthcoming Annual General Meeting.

A brief profile of Mrs. Ankita Garg along with the required particulars is given at the end of the statement. Further, Mrs. Ankita Garg has confirmed that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and from being appointed as a Director. Mrs. Ankita Garg has also confirmed that she is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to Circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company. In the opinion of Board Mrs. Ankita Garg fulfills the criteria/conditions specified in Section 149,152 and other applicable provisions of the Act and rules made thereunder read with Schedule IV of the Act and Regulation 25 of the SEBI LODR.

Mrs. Ankita Garg has given her consent to be appointed as an Independent Director and also confirm that she is not disqualified to act as a director in terms of Section 164 of the Act besides she is also confirmed that she meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR.

In the opinion of the Board, Mrs. Ankita Garg fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and that she is independent of the Management. Electronic copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the Investors section of the website of the company at www.spaceincubatrices.com.

The members are requested to consider and approve the above Ordinary Resolution.

Except Mrs. Ankita Garg, none of the Director or KMP of the Company and their respective relatives is concerned or interested, Financially or otherwise in the resolution set out at Item No.3 of the accompanying Notice. Mrs. Ankita Garg is not related to any other Director or KMP of the Company.

The Directors recommends the resolution for approval of the Shareholders.

In opinion of the Board Mrs. Ankita Garg fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mrs. Ankita Garg as also given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of Companies Act 2013 read with schedule IV of the act.

ITEM NO. 4

Mr. Sachin (DIN: 09269555), was appointed as an Additional Director of the Company and also Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17 of the SEBI (LODR), 2015 to hold office as an additional Independent Director of the Company from 28th August, 2021 up to the conclusion of the Annual General Meeting of the company to be held in the calendar year 2021.

The members may note that pursuant to Section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five (5) consecutive years by passing a Special Resolution by the Company.

Mr. Sachin is a graduate (B.COM) from Delhi University and did Master of Commerce (M.COM) from Shobhit University in finance and operation and did MBA (Finance & Operations) from IFCA Centre for Distance Learning.

He is currently working in Colt Technologies Ltd as Lead Analyst w.e.f. 10th February, 2019 and has previously worked as Deputy Manager with Max Life Insurance Co. Ltd for 4 years. He has good experience in the field of Operations Management.

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to appoint Mr. Sachin as an Independent director not liable to retire by rotation at the forthcoming Annual General Meeting.

A brief profile of Mr. Sachin along with the required particulars is given at the end of the statement. Further Mr. Sachin has confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and from being appointed as a Director. Mr. Sachin has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to Circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company. In the opinion of Board Mr. Sachin fulfills the criteria/conditions specified in Section 149,152 and other applicable provisions of the Act and rules made thereunder read with Schedule IV of the Act and Regulation 25 of the SEBI LODR.

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Mr. Sachin has given his consent to be appointed as an Independent Director and also confirm that he is not disqualified to act as a director in terms of Section 164 of the Act. Besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR.

In the opinion of the Board, Mr. Sachin fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and that he is independent of the Management. Electronic copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the Investors section of the website of the company at www.spaceincubatrics.com.

The members are requested to consider and approve the above Ordinary Resolution.

The Directors recommends the resolution for approval of the Shareholders.

Except Mr. Sachin, none of the Directors or KMP of the Company and their respective relatives is concerned or interested, Financially or otherwise in the resolution set out at Item No.4 of the accompanying Notice. Mr. Sachin is not related to any other Director or KMP of the Company.

ITEM NO. 5

The Board of Directors of the Company, based upon the recommendation of Audit Committee, at its meeting held on 28th August, 2021, has approved a Material Related Party Transaction to be enter for the Financial Year ended 2021-2022 up to an aggregate amount of Rs. 5 Crore (Rupess Five Crore) on such terms and terms and condition as may be agreed between contracting parties.

In terms of Section 188 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of policy of the Company in dealing with related parties, the said transaction requires prior approval of the members by passing a resolution as the amount of transaction exceeds 10% of the annual turnover of the Company as per latest audited financial statement of the Company. The other related information is summarized as follows:

1.	Name of the related party	Syby Industires Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr.Nishant Mittal and Mr. Mahesh Chand Mittal holds position of Director in Syby Industries Limited. However, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, "financially or otherwise", in this resolution.
3.	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement;	As Mentioned in the Resolution
4.	Any other information relevant or important for the members to take a decision on the proposed resolution	AS above

None of the other Directors or Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

As per Section 188 of Companies Act, 2013 and Regulation 23 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on this resolution.

The Board recommends the resolution as set out in the Item No. 5 of accompanying notice for the approval of members of the Company as a Special Resolution.

ANNEXURE TO THE NOTICE

Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Regulation 26(4) & 36(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2).

Name of the Director	Mr. Nishant Mittal	Mrs. Ankita Garg	Mr. Sachin
Director Identification Number (DIN)	02766556	09252403	09269555
Date of Birth	26-10-1987	06-01-1994	04-03-1987
Nationality	Indian	Indian	Indian
Qualifications	B.Tech (ECE), Dip. in TTM	B.COM, M.COM	B.COM. M.COM, MBA
Expertise in specific functional areas	Total 11 years work experience in higher Management & Directorship of the Company.	Around 05 years rich experience of Service in Finance Sector.	Around 12 years experience of Service in Banking and Finance sector.

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Terms & Conditions of appointment	Re-appointment as Director liable to retire by rotation. He has been appointed as Managing Director of the Company for a term of 5 (five) consecutive years with effect from 28th March, 2018 up to 27 th March, 2023 without any remuneration and shall be liable to retire by rotation.	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the Appointment of Mrs. Ankita Garg as an Independent Director to hold office for a term of 5 (Five) consecutive years w.e.f. 28 th August, 2021 to 27 th August, 2026. She will be entitled to sitting fees.	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the Appointment of Mr. Sachin as an Independent Director to hold office for a term of 5 (Five) consecutive years w.e.f. 28 th August, 2021 to 27 th August, 2026. He will be entitled to sitting fees.
Directorship held in Listed entities (other than Space Incubatrices Technologies Limited)	Sybly Industries Limited.	Sybly Industries Limited.	Sybly Industries Limited.
Relationship with other Directors	Son of Mr. Mahesh Chand Mittal	N.A.	N.A.
List of the Directorship held in other Companies	1. Sybly Industries Limited. 2. Daasnav Solutions Private Limited	Sybly Industries Limited.	Sybly Industries Limited.
Number of shares held in the company	773254	NIL	NIL
Membership of Committees of the Board (only listed entities) in which Chairmanship/membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	Member of Audit Committee of Sybly Industries Limited	She is member Stake holder relationship Committee of Space Incubatrices Technologies Limited and also members of Audit and Stakeholder Relationship Committee of Sybly Industries Limited	He is member of Audit Committee and Stake holder relationship Committee of Space Incubatrices Technologies Limited and also Chairman of Audit Committee and Stake holder relationship Committee of Sybly Industries Limited

**By Order of the Board
For Space Incubatrices Technologies Limited**

**Sd/-
Yogesh Kumar Garg
Company Secretary and Compliance Officer
Membership NumberNo. F4738
Residential Address: 1145, Majestic Tower,
Mahagun Mascot, Crossing Republic,
Ghaziabad-201016**

**Place: Muradnagar
Date: 28th August, 2021**

SPACE INCUBATRICES TECHNOLOGIES LIMITED

SPACE INCUBATRICES TECHNOLOGIES LIMITED
 Regd. Office: Pawan Puri, Muradnagar, Ghaziabad-201206 (U.P.)
 CIN: L17100UP2016PLC084473

E-mail- spaceincubatrices@gmail.com, Web: www.spaceincubatrices.com, Phone: 01232 261288

PROXY FORM

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

Form No. MGT-11

5th ANNUAL GENERAL MEETING 30th SEPTEMBER, 2021

Name of the member(s):	
Registered address	
E-mail Id	
Folio no/ DPID- Client Id	

I/We, being the member(s) of.....shares of the above named Company, hereby appoint:

1)Name:.....E-Mail.....

Address:.....

Signature:.....Or failing him/her

1)Name:.....E-Mail.....

Address:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th ANNUAL GENERAL MEETING of the company to be held at registered office of the Company at Pawan Puri, Muradnagar, Ghaziabad (U.P.)-201206 on Thursday, the 30th day of September, 2021, at 12:30 P.M. or at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider & adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the reports of the Board of Directors' and the Auditors' thereon.		
2.	To appoint a Director in place of Mr. Nishant Mittal (DIN: 02766556), who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
3.	Appointment of Mrs. Ankita Garg (Din: 09252403) As an Independent Director of the Company.		
4.	Appointment of Mr. Sachin (Din: 09269555) As an Independent Director of the Company.		
5.	Approval for Material Related Party Transaction		

Signed this _____ day of _____, 2021.

Affix
Revenue
Stamp

Signature of shareholder
 Signature of the Proxy Holder(s)

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 5thAnnual General Meeting.
3. It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

Folio No. /DP ID/Client ID:

ATTENDANCE SLIP

Name & Address:

Name(s) of joint holder(s),if any :

No. of shares held:

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 Fifth Annual General Meeting of the Company on Thursday, 30th September, 2021 at 12:30 P.M. at Pawan Puri, Muradnagar, Ghaziabad-201206 UP.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Signature of joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

Route Map for the Venue of AGM of Space Incubatrices Technologies Limited to be held on 30th September, 2021 at 12:30 PM. at registered office of the Company at Pawan Puri, Muradnagar, Ghaziabad - 201206

Guiding Map For SPACE INCUBATRICES TECHNOLOGIES LIMITED

