



# Austere Systems Limited

(Formerly known as Austere Systems Private Limited)

## NOTICE AND AGENDA FOR THE 11th BOARD MEETING FOR FY 2025-26 OF AUSTERE SYSTEMS LIMITED

Date: 20.01.2026

Notice is hereby given that 11th Board Meeting of FY 2025-26 of the Company **Austere Systems Limited**, will be held as per the following schedule:

**Day and Date:** Tuesday, 27-01-2026  
**Time:** 3:30 pm  
**Venue:** The place of recording the meeting shall be the corporate office of the company at Unit Nos. 112 113 and 114 First Floor, Vipul Plaza Golf Course Road Sector 54, DLF QE, Gurgaon, Haryana - 122002  
**Mode:** Video Conferencing

The **Agenda** of the Meeting along with **Notes to Agenda** and other relevant documents are attached herewith.

You are requested to make it convenient to attend the same.

The link to join the meeting shall be shared separately.

For **Austere Systems Limited**

Piyush Gupta  
Director  
DIN 08071837  
CC to :



1. Mr. Shikhir Gupta
2. Mr. Piyush Gupta
3. Mr. Rahul Gajanan Teni
4. Ms. Esha Gupta
5. Ms. Shriya Mangla
6. Mr. Sharad Gaur
7. Mr. Adbhut Prakash Aggarwal

**AGENDA FOR THE 11th BOARD MEETING OF FY 2025-26 OF AUSTERE SYSTEMS LIMITED  
TO BE HELD ON TUESDAY 27-01-2026 AT 2:30 PM THROUGH VIDEO CONFERENCING**

<b>S.NO.</b>	<b>PARTICULARS</b>
1.	To appoint Chairman of the meeting
2.	To ascertain quorum and grant leave of absence to the Directors who could not attend the meeting and apply for the leave
3.	To take note of and confirm minutes of meeting of Board of Directors held on 14 <sup>th</sup> November 2025
4.	To take note of resignation of Company Secretary, Ms. Shamp Juneja and to approve appointment of Ms. Richa Singh as new Company Secretary & Compliance Officer
5.	To take note of the Integrated Governance Filing for the quarter ended 31 <sup>st</sup> December 2025, pursuant to the Securities and Exchange Board of India (listing obligations and disclosure requirements) (Third Amendment) Regulations, 2024
6.	To take on record Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the quarter ended as on 31 <sup>st</sup> December 2025
7.	To Take Note of the Reconciliation of Share Capital Audit (RCA) Report for the quarter ended 31 <sup>st</sup> December 2025
8.	To discuss and approve Interim Dividend
9.	Any other item with the permission of the Chair



## Explanatory notes on Agenda

1. **TO APPOINT CHAIRMAN OF THE MEETING**
2. **TO ASCERTAIN QUORUM AND GRANT LEAVE OF ABSENCE TO THE DIRECTORS**

Leave of absence may be granted to the Directors who are not able to attend the meeting and have expressed their inability to attend the meeting.

3. **TO TAKE NOTE OF AND CONFIRM MINUTES OF MEETING OF BOARD OF DIRECTORS HELD ON 14TH NOVEMBER 2025**

Minutes of previous Board Meeting held on 14th November 2025 as circulated would be taken note of and confirmed by the Board.

4. **To consider and approve the appointment of Ms. Richa Singh as the Compliance Officer of the Company in terms of the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations / other applicable laws**

The Board is informed that Ms. Shampa Juneja, Company Secretary and Compliance Officer of the company have tendered her resignation from the position with effect from 20<sup>th</sup> January 2026, due to her personal reasons vide her resignation letter dated 5<sup>th</sup> January, 2026. The Board is requested to take note of her resignation. The Resignation letter is attached as **Annexure A**.

Management has undertaken a search for a suitable candidate to ensure continuity in statutory and regulatory compliance. After due diligence and evaluation of potential candidates, Ms. Richa Singh has been shortlisted for appointment. The Board is requested to consider the appointment of Ms. Richa Singh as the Company Secretary & Compliance Officer of the Company with effect from 27<sup>th</sup> January 2026.

**Her profile is attached as Annexure B** for the Board's consideration.

The Board is requested to pass the following resolutions with or without modification:

**"RESOLVED THAT** the resignation of Ms. Shampa Juneja as Company Secretary and Compliance Officer of the Company with effect from 20<sup>th</sup> January 2026 be and is hereby noted by the Board, and the Board places on record its appreciation for the services rendered by her during her tenure."

**"RESOLVED FURTHER THAT** pursuant to the provisions of **Section 203** and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, **Ms. Richa Singh**, [M no. A56754], be and is hereby appointed as the Company Secretary and **Compliance Officer of the Company** with effect from **27th January, 2026**.



**FURTHER RESOLVED THAT** any Director or Key Managerial Personnel of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, intimate the Stock Exchanges as required under **SEBI LODR Regulations**, and do all acts, deeds, and things as may be necessary to give effect to this resolution.” \*

**5. TO TAKE NOTE OF THE INTEGRATED GOVERNANCE FILING FOR THE QUARTER ENDED 31<sup>st</sup> DECEMBER 2025, PURSUANT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (THIRD AMENDMENT) REGULATIONS, 2024**

The Integrated Governance filing for the quarter ended 31<sup>st</sup> December 2025 prepared as per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and relevant circulars, has been duly filed with the stock exchange within the prescribed timeline. This filing consolidates multiple governance related disclosures including Corporate Governance Report, Investor Grievance Redressal Statement, disclosures of material events, acquisitions in unlisted companies, and imposition of fines or penalties below prescribed thresholds, in the XBRL format mandated by SEBI. As only Investor Grievance Redressal Statement was applicable to the company, the return was filed accordingly. The return as filed to the Stock Exchange would be placed before the Board. The Board is requested to consider and pass the following resolution with or without modification::

**“RESOLVED THAT** the Integrated Governance filing for the quarter ended 31<sup>st</sup> December 2025 submitted in compliance with SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and subsequent circulars, be and is hereby taken on record by the Board of Directors.”

**6. TO TAKE ON RECORD SHARE HOLDING PATTERN OF THE COMPANY PURSUANT TO REGULATION 31 OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 FOR THE QUARTER ENDED AS ON 31<sup>st</sup> DECEMBER 2025**

As required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has filed the Statement showing holding of securities for the quarter ended 31<sup>st</sup> December 2025 with the Stock Exchange in the prescribed format as specified by the SEBI.

The Board is requested to take note of the same and pass the following resolution with or without modifications:

**“RESOLVED THAT** shareholding pattern, pursuant to Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended 31<sup>st</sup> December 2025 as submitted to the Stock Exchange, be and is hereby taken note of.”

**7. TO TAKE NOTE OF THE RECONCILIATION OF SHARE CAPITAL AUDIT (RCA) REPORT FOR THE QUARTER ENDED 31<sup>st</sup> DECEMBER 2025**

It is hereby informed to the Board that Reconciliation of Share Capital Audit (RCA) report for the quarter ended 31<sup>st</sup> December 2025 was prepared and certified by M/s L. Gupta & Associates Prop Ms. Loveleen Gupta, Practicing Company Secretaries. The report reconciles the total issued share capital of the company with the shares held in physical and dematerialized



forms. The report has already been submitted to the stock exchanges in compliance with Regulation 55A of SEBI (Depositories and Participants) Regulations, 2018.

The Board is requested to take note of the same and pass the following resolution with or without modifications:

**“RESOLVED THAT** the Reconciliation of Share Capital Audit (RCA) report in compliance with Regulation 55A of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31<sup>st</sup> December 2025, as submitted by M/s L. Gupta & Associates Prop Ms. Loveleen Gupta, Practicing Company Secretaries and already filed with the stock exchanges, be and is hereby taken on record by the Board of Directors.”

**8. To discuss the proposal of declaration of Interim Dividend for the Financial Year 2025-26, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board is informed that the Company has achieved satisfactory financial performance during the current financial year. Considering the profits available for distribution and in line with the Company's Dividend Policy, it is proposed to declare an interim dividend of Rs. \_\_\_ per equity share for the financial year ending 31st March 2026.

The interim dividend is being recommended to provide timely return to shareholders and is within the limits prescribed under the Companies Act, 2013, and the Articles of Association of the Company. The dividend, if approved by the Board, will be paid to the shareholders whose names appear in the Register of Members as on the record date to be fixed by the Board.

The declaration of interim dividend will be in compliance with Section 123 and other applicable provisions of the Companies Act, 2013, and all applicable regulatory requirements.

The Board's approval is, therefore, requested for the declaration of the proposed interim dividend.

**“RESOLVED THAT** pursuant to the provisions of Section 123, Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder, and Regulation 43 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded for the declaration of **Interim Dividend at the rate of ₹[\_\_\_\_\_] per equity share** of face value ₹[\_\_\_\_\_] each for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** the Interim Dividend shall be paid out of the **profits of the Company** for the Financial Year **2025-26** and/or **retained earnings**, as may be permissible under law.

**RESOLVED FURTHER THAT [Record Date]** be and is hereby fixed as the **Record Date** for the purpose of determining the entitlement of shareholders for payment of Interim Dividend and the Interim Dividend so declared shall be paid / dispatched to the eligible shareholders **within the statutory period**, subject to deduction of applicable taxes at source.



**RESOLVED FURTHER THAT** Mr. Shikhir Gupta and Mr. Piyush Gupta, Directors of the Company and Ms. Richa Singh, Compliance Officer of the Company be and is hereby authorized to:

- make necessary intimations to the Stock Exchanges under Regulation 30 and Regulation 42 of SEBI (LODR) Regulations, 2015;
- coordinate with Registrar and Share Transfer Agent for payment of dividend;
- sign and file necessary returns, forms, certificates, and documents; and
- do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**7. ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR**



Dated: 05/01/2026

To

The Board of Directors

AUSTERE SYSTEMS LIMITED

OFFICE 301-303, A SQUARE, PLOT NO. 34

ADC SECTOR 26, PRADHIKARAN, PUNE, MAHARASHTRA - 411044

**Subject: Resignation from the post of Company Secretary (CS) of the company**

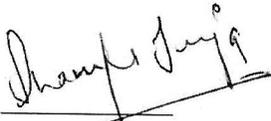
Dear Members of the Board,

Due to personal reasons, I wish to tender my resignation as CS of the company with effect from closing business hours of 20<sup>th</sup> January 2026.

I request the Board to kindly accept my resignation with the aforementioned effective date and file necessary forms with the Registrar of Companies to give effect to the same.

I thank the Board for the support and cooperation extended to me during my tenure.

Yours faithfully,



Shampa Juneja

(M. No. A49945)



## ANNEXURE B

**Name:** Ms. Richa Singh

**Designation:** Company Secretary

**Membership No.:** A56754

**Educational Qualifications:**

- Member of Institute of Company Secretaries of India
- LLB from Institute of Law & Research (MDU)
- Member of India Bar Council

**Experience:**

Ms. Richa Singh is an Associate Member of the Institute of Company Secretaries of India and has over 4 years of experience in corporate secretarial practice, compliance management, corporate governance, and regulatory affairs. She has handled matters relating to the Companies Act, 2013, SEBI regulations (if applicable), RBI regulations (if applicable), and other allied corporate laws.

**Expertise & Key Responsibilities:**

- Ensuring compliance with the Companies Act, 2013 and other applicable laws
- Conducting meetings of the Board, Committees, and Shareholders
- Maintenance of statutory registers and records
- Filing of statutory returns and forms with regulatory authorities
- Advising the Board on corporate governance matters
- Liaison with regulatory authorities

**Relationship with Directors:**

Ms. Richa Singh is not related to any Director of the Company, as defined under the Companies Act, 2013.

**Disclosure of Interest:**

Ms. Richa Singh does not hold any shares in the Company. She has no other pecuniary relationship with the Company except remuneration.

CV as enclosed



# RICHA SINGH

## CONTACT

- 📍 Faridabad, India 121001
- 📞 9999908656
- ✉️ richa.thakur181994@gmail.com

## SKILLS

- Workflow planning
- Attention to detail
- Multi-tasking
- Effective communication
- Judgment and assessment

## SUMMARY

**VISION :** To be pioneer in the development of professionals specializing in corporate governance. **MISSION :** To continuously develop high caliber ensuring good corporate governance and effective management and to carry out pro-active research and development activities thus contributing to organizational goal. Experienced in corporate governance, managing board meetings, and ensuring compliance with regulatory requirements. Demonstrates exceptional organisational skills and ability to communicate clearly with stakeholders. Committed to upholding company policies and fostering culture of transparency and accountability.

## EXPERIENCE

### **Company Secretary, 02/2023 - Current** **India News - New Delhi, India**

- Organise and facilitate board meetings, including scheduling, preparing agendas, and minute taking, Notice of AGM, Director Report of the Company.
- Ensure that board procedures are followed rigorously.
- Incorporation of Company i.e. Private Company.
- Shifting of Registered Office within the city.
- Filing of various forms under the Companies Act, 2013 including AOC-4, MGT-7, CHG-1, CHG-4, PAS-6, CSR-1, CSR-2, PAS-3, DIR-12, DIR-3, SH-7, INC-22, SDT-1, CRA-2, DPT-3 etc.
- Appointment and regularisation of Directors, Auditors or re-appointment of the Auditors.
- Issue and redemption and extension of Debentures, Transfer of shares, Dematerialization of share and Issuance of ISIN.
- Registration of MSME under UDHYAM and procuring LEI number.
- Drafting of ESOP schemes.
- Various agreements like share purchase, Rent, Land Purchase, Lease, NOC etc.
- Compliances with respect to Alteration of AOA and MOA.
- Handling of Retainership of numerous private limited companies including all type of compliances.

### **Manager - CS and Legal, 09/2022 - 10/2022**

#### **Netambit Infosource and eServices Pvt Ltd - Noida, Uttar Pradesh, India**

- To assist in the drafting of various types of agreements.
- Drafting of agenda, notice, and resolution for board meetings and committee meetings.
- Drafting the minutes of the said meetings.
- Preparation of the Directors' report and annual return.
- Preparation and maintenance of various statutory books, and other records.
- Preparation of Corporate Governance Report.
- Demonstrated respect, friendliness, and willingness to help wherever needed.

**Assistant Manager, 03/2021 - 09/2022**

**Trikha Associates & Co. - Faridabad, Haryana, India**

- Researched and wrote contracts, agreements and proposals.
- Drafting, reviewing and negotiating commercial agreements, services agreement, NDAs, Power of Attorney.
- Adhere to guidelines for creation and review of various contract documents and ensure that the draft/ created documents are delivered on time to customers.
- Follow-up with the respective stakeholders to get the final executed copy (with the client signature).
- Drafting/ vetting of agreements pertaining to routine business transactions.
- Review, edit and process contracts under direction of senior team members.
- Researched innovative methods of adding value to key client relationships by providing timely material to facilitate frequent interactions with clients.
- Developed relationships among lawyers to facilitate knowledge-sharing and expertise.
- Completed research, compiled data and produced timely reports.
- Interpreted laws, rulings and regulations.
- Prepare and disseminate information regarding contract summaries, status, compliance, modifications etc.
- Analyzed probable outcomes of cases using knowledge of legal precedents.

**Company Secretary, 12/2019 - 01/2021**

**BPTP LIMITED - New Delhi, Delhi, India**

- To deal with statutory compliance for the Board of Directors, local laws, and the Registrar of Companies.
- Preparation of the Board report and other documents related to the annual report.
- To maintain statutory registers for the company's shareholders.
- Responsible for the maintenance of all records as per the Secretarial Standards laid down by ICSI.
- To convene board meetings, committee meetings, extraordinary general meetings, and annual general meetings, and to issue notices and write minutes of the said meetings.
- Passing of resolutions by circulation under the Companies Act 2013.
- KYC of directors form DIR-3 KYC web.
- Creation, modification, and satisfaction of charges under the Companies Act 2013.
- Transfer of shares held by the company.
- Appointment, cessation, and change in designation of directors.
- To perform all ancillary functions to ensure inspections and audits are successfully conducted.
- To draft new policies in accordance with the legal department as required by organisational needs, and to review existing policies in accordance with the latest legal rulings.
- To perform functions and draft documents related to the shifting of the registered office.
- Preparation and filing of various forms and returns with registrar of companies, Govt. authorities and other concerned authorities as required under the Companies Act 2013 and various other acts.
- To interact with external agencies for secretarial compliance.
- To assist in the quarterly and annual finalisation of accounts from a secretarial and legal standpoint.
- To ensure compliance with FEMA, RBI and other applicable laws.
- To provide professional and strategic advice on corporate laws and corporate governance.

- To handle Secretarial Audit.
- To ensure the company follows all corporate governance standards.

**Company Secretary Trainee, 01/2018 - 05/2019**  
**Escorts Limited - Faridabad, Haryana, India**

- Assisted in planning and execution of secretarial and statutory compliances.
- Assisted in compliances under the provisions of the Companies act 2013, Listing agreement/ Listing Regulations and rules of SEBI.
- Assisted in conducting Board/ Committee Meetings and General Meeting of the Company and compliances thereof.
- Assisted in co-ordination with statutory auditor at the time of Statutory and secretarial audit.
- Preparing checklists for the various events based compliances.
- Filing of various forms and returns with Registrar of Companies, MCA and other authorities (SEBI/ IEPF/ BSE/ NSE).
- Maintenance and updating of secretarial records of company.
- Assignments Undertaken: Incorporation of LLP.
- Financial statement and Annual returns filing including XBRL.
- Drafting various policies/ codes of the Company.
- Preparation of notices and minutes of the various meetings.
- Conducting the postal ballots and their compliances thereof.
- Conducting the AGM including e-voting.
- Conducting the Board meetings of the company and work in relation to said convened meetings.
- Preparation of Annual report of the Company and further actions thereof.
- Listed with NSE and BSE

## EDUCATION

**Bachelor of Commerce, 07/2015**  
**School of Open Learning, Delhi University - Delhi**

**Class X, 05/2010**  
**Gold Field School - Faridabad**  
 GPA: 76.6%

**Bachelor's: Law, 04/2020**  
**Institute of Law And research - Faridabad**

**Class XII, 04/2012**  
**ryan International School - Faridabad**  
 GPA: 83.5%

**Company Secretaryship: Various Laws, 02/2016**  
**Institute of Company Secretaries of India - New Delhi**

- Cracked my CS modules at one sitting
- Awarded in MSOP training for best project
- Member of Institute of Company Secretaries of India