



SHORTER NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING("MEETING") OF HUGHES COMMUNICATIONS INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, 7TH OCTOBER, 2024 AT 10.00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT 1, SHIVJI MARG, WESTEND GREENS, N.H.-8, NEW DELHI-110037 TO TRANSACT THE FOLLOWING BUSINESS(S):-

SPECIAL BUSINESS(S):

1. To consider and approve the matter related to providing interest bearing loan to HCIL Comtel Private Limited under section 186 and 185 of the Companies Act, 2013("the Act").

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

RESOLVED THAT pursuant to the provisions of Section 185, 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the Articles of Association, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to provide loan to HCIL Comtel Private Limited ("HCIL Comtel") (an entity covered under the category of a person in whom any of the Directors of the company is interested as specified in the explanation of sub-section 2 of the said Section 185) for an amount upto Rs. 500 Million (Rupees Five Hundred Million) in one or more tranches and/or, on such terms and conditions that may be set forth in the Loan Agreement to be executed between the Company and HCIL Comtel Private Limited, for the purpose of principal business activities of HCIL Comtel.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s) the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Hughes Communications India Private Limited

Place: New Delhi

Date : 4.10.2024



Nidhi Chawla
Company Secretary
M No: F6870

Hughes Communications India Private Limited

Plot No. 1, Sector 18, Electronic City, Gurgaon-122 015, India
Tel.: +91-124-713 2500, Fax.: +91-124-713 2840, CIN - U64202DL1992PTC048053
Regd. Office: 01, Shivji Marg, Westend Greens, N.H.- 8, New Delhi-110 037, India

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business(s) to be transacted at the Meeting is annexed hereunder.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM (ATTACHED) IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. Attendance slip for the meeting is enclosed herewith. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience
5. Route-map to the venue of the Meeting is provided at the end of the Notice.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays, during business hours up to the date of the Meeting and will also be available at the meeting.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("The Act")

Item no.1

HCIL Comtel Private Limited, wholly owned subsidiary has approached the company for granting loan of up to Rs. 500 Million (Rupees Five Hundred Million) to meet its business requirements and Board of directors of the company at its meeting held on 4th October, 2024 discussed this matter and decided to grant the same post finalisation of terms and condition related to this loan. The loan shall be utilised by HCIL Comtel Private Limited for its principal business activities. The Loan shall be in one or more tranches not exceeding the overall limit as defined above, depending upon the requirement and it will be interest bearing at arm's length basis and at the terms as may be decided between the parties from time to time.

The members are further informed that pursuant to provisions of Section 185(2) of the Companies Act, 2013 ('Act'), the Company may grant any loan to any Private Company of which director of the Company is a Director or Member, subject to approval of members by means of Special Resolution at the duly convened General Meeting.

Basis on the above, since Mr. Pranav Roach (DIN: 00017425) and Mr. Shivaji Chatterjee (DIN:02736066) are holding directorship in the Company as well as in HCIL Comtel, a Special Resolution is required to be passed for granting of loan by the Company to HCIL Comtel.

The members are also informed that in terms of section 186 of the Companies Act, 2013 alongwith the Articles of Association, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) needs prior approval of shareholders of the Company by means of a special resolution at the duly convened General Meeting.

In view of the above, prior approval of the Members is being sought for granting the said loan. Hence, the Special Resolution at Item No. 1 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act

The Directors recommend the Special Resolution as set out at Item No.1 of the accompanying Notice, for Members' approval.

Save and except all the Directors to the extent of their directorship in the company, none of the KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.1.

**For and on behalf of the Board of Directors
Hughes Communications India Private Limited**

**Place: New Delhi
Date : 4.10.2024**



**Nidhi Chawla
Company Secretary
M No: F6870**

Form No. MGT-11

Affix the
revenue
stamp

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: U64202DL1992PTC048053

Name of the Company: Hughes Communications India Private Limited

Registered office: 1, Shivji Marg, Westend Greens, NH-8, New Delhi - 110037

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:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on 7th October, 2024 at 10:00 A.M. at 1, Shivji Marg, Westend Greens, N.H.-8, New Delhi - 110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolution

1. To consider and approve the matter related to providing loan to HCIL Comtel Private Limited under section 186 of the Companies Act, 2013("the Act").

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

Signature of member.....

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.

Consent by Shareholder for convening EGM at shorter notice

To
The Board of Directors
Hughes Communications India Private Limited
01, Shivji Marg,
Westend Greens, N.H-8
New Delhi 110 037

I, _____, holding ___ Equity Share of Rs.10 each of Hughes Communications India Private Limited (formerly known as Hughes Communications India Limited), 1, Shivji Marg, Westend Greens, N.H.-8, New Delhi-110 037 hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting on 7th October, 2024 at a shorter notice.

(_____)

Name of shareholder

Dated :

Route Map to the Venue

