

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Hughes Communications India Private Limited ("the Company") on Tuesday, March 14, 2023 at 04:30 P.M( IST) at 1, Shivji Marg, Westend Greens, NH-8 New Delhi-110037 to transact the following business:

### SPECIAL BUSINESS

#### ITEM NO. 1

To Consider and Approve the Issuance of Equity shares on a preferential allotment / private placement basis.

"RESOLVED THAT pursuant to Section 179, 42 and 62 other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 1999 and Rules & Regulations made thereunder, other applicable laws and Regulations for the time being in force, the consent of the members be and is hereby accorded to offer and issue 300 Equity Shares at INR 28,14,000.00/- per share (including the share premium amount of INR 28,13,990.00/- per share) on preferential allotment/private placement basis to HNS India VSAT Inc.

RESOLVED FURTHER THAT in compliance with Section 42 of the Companies Act, 2013 private placement offer letter in Form PAS-4, duly circulated, be and is hereby approved.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company, be and are hereby severally authorized for and on behalf of the Board to do all such acts, deeds and things as may be considered necessary or incidental thereto to give effect to the above including but not limiting to execute, sign, issue of Offer Letter, record of eligible shareholders, return of allotment, corporate action documents with depository & Reserve Bank of India or any other documents, letters and Certificates in this regard and to delegate all or any of above authority in favor of any official of the Company."

Date : March 13, 2023  
Place: New Delhi

By Order Of The Board Of Directors Of  
Hughes Communications India Private Limited



Pranav Roach  
Director  
DIN : 00017425

B-49, 3<sup>rd</sup> Floor, Sarvodya Enclave  
New Delhi - 110017



**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 TO NOTICE:**

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.

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

### **Item No.1**

The Board of Directors of the Company in their Meeting held on 13<sup>th</sup> day of March 2023 had approved the proposal to offer and issue 300 Equity Shares at INR 28,14,000/- per share (including the share premium amount of INR 28,13,990/- per share) on preferential allotment/private placement basis to HNS India VSAT Inc. As per Section 42 and 62 of the Companies Act, 2013 read with relevant Rules made thereunder, Foreign Exchange Management Act, 1999 and subject to Shareholder's consent.

Accordingly, it is proposed to offer, issue and allot 300 Equity Shares at INR 28,14,000/- per share (including the share premium amount of INR 28,13,990/- per share) on preferential allotment/private placement basis to HNS India VSAT Inc.

### **Disclosures required under the relevant provisions of Companies Act, 2013 and its rules and mentioned below:**

Part-A: Disclosures under Rule 13 of the Companies (Share Capital and Debenture) Rules 2014:

Part-B: Disclosures under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014:

#### **PART-A:**

##### **1. The objects of the issue:**

The Company shall utilize the money to be received for the statutory obligations of payment of Adjusted Gross Turnover ("AGR") due to Department of Telecommunication.

##### **2. Total number of shares to be issued: 300 Equity Shares.**

##### **3. The price at which the allotment is proposed: 300 Equity shares are being offered at a price of INR 28,14,000/- per share comprising of face value of INR 10/- each at a premium of INR 28,13,990/- each in order to maintain the existing shareholding pattern as required under the Share Holding Agreement.**

##### **4. Basis on which the price has been arrived along with report of the Registered Valuer:**



The price has been arrived on basis of "Discounted cash flow method" of valuation. The Certified copy of the Valuation report is attached herewith as Annexure-1

5. **Relevant Date with reference to which the price has been arrived:** December 31, 2022

6. **The Class or classes of persons to whom the allotment is proposed:**

Allotment is to be made to the following persons

Name of the Proposed Allotees	Class of Person	No. of Equity Shares
M/s HNS-India VSAT, Inc	Promotor	300

7. **Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:**

This preferential issue is being made to HNS-India VSAT, Inc (Parent Company) only. Accordingly, Directors or Key Managerial Personnel of the Company can't subscribe the same.

8. **The proposed time within which the allotment shall be completed:**

The allotment of securities shall be completed within a period of twelve months from the date of passing of this resolution and subsequently as per Section 62 of the Companies Act, 2013 read with the Rules made thereunder.

The Company shall allot the equity shares within sixty days from the date of receipt of share application money as per Section 42 of the Companies Act, 2013 read with the Rules made thereunder.

Further the Company shall not utilize the money received for the purpose of allotment, without filing of Form PAS-3 with the Registrar of Companies.

9. **The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

Name of the Proposed Allottee	No. of Equity Shares(post Allotment)	percentage of post preferential offer capital
M/s HNS-India VSAT, Inc	1,22,19,366	54.13%

10. **The change in control, if any, in the Company that would occur consequent to the preferential Offer:**

There shall be no change in control, if any, in the Company that would occur consequent to the

preferential Offer

11. The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of Securities as well as price: There were no allotment on preferential basis has been made during the year.
12. The justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
13. The pre issue and post issue shareholding pattern of the company.

Name of Shareholders	Pre preferential issue		Post preferential issue	
	No. of Shares held	% of share holding	No. of Shares	% of share holding
HNS VSAT Inc.	12,219,066	54.13%	12,219,366	54.13%
Hughes Network System India Private Limited	2,830,750	12.54%	2,830,650	12.54%
Bharti Airtel Limited	7,524,908	33.33%	75,25,008	33.33%
Grand Total	22,574,724	100%	22,575,024	100%

**PART-B:**

1. Particulars of the offer including date of passing of Board resolution:

The offer shall be made to the allottee as per the details stated below:

Name & Address of the Allottee(s)	No. of Equity Shares	Face Value Per Share
M/s HNS-India VSAT, Inc	300	10

Such offer has been approved by Board of Directors in its meeting held on March 13, 2022.

2. Kinds of securities offered and the price at which security is being offered:

Equity Shares are being offered for Rs. 28,16,666.67/- per share.

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: 300 Equity shares are being offered at a price of INR 28,14,000/- per share comprising of face value of INR 10/- each at a premium of INR 28,13,990/- each in

order to maintain the existing shareholding pattern as required under the Share Holding Agreement.

**4. Name and address of valuer who performed valuation:**

Saurabh Agarwal, the Registered Valuer having its office at D15/15, Ground Floor, Ardee City, Sector 52, Gurgaon – 122011

**5. Amount which the company intends to raise by way of such securities:**

The Company intends to raise upto INR 84,42,00,00/- (Rupees Eighty Four Crores Forty Two Lacs only)

**6. Material terms of raising such securities:**

The Equity Shares to be allotted shall rank pari passu with existing equity shares of the Company in all respects.

**7. Proposed time schedule:**

The allotment of securities shall be completed within a period of twelve months from the date of passing of this resolution and subsequently as per Section 62 of the Companies Act, 2013 read with the Rules made thereunder. The Company shall allot the equity shares within sixty days from the date of receipt of share application money as per Section 42 of the Companies Act, 2013 read with the Rules made thereunder.

Further the Company shall not utilize the money received for the purpose of allotment, without filing of Form PAS-3 with the Registrar of Companies.

The resolution set out at Item No. 1 is recommended for approval of the members as a special resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution

Date : March 13, 2022  
Place: New Delhi

By Order Of The Board Of Directors Of  
Hughes Communications India Private Limited  
(formerly known as Hughes Communications India Limited)



Pranav Roach  
Director  
DIN : 00017425

B-49, 3<sup>rd</sup> Floor, Sarvodya Enclave, New Delh-17



Consent of shareholders for shorter notice  
[Pursuant to section 101(1) of the Companies Act, 2013]

To,  
**The Board of Directors**  
HUGHES COMMUNICATIONS INDIA PRIVATE LIMITED  
1, Shivji Marg, westend Greens,  
NH-8 New Delhi-110037

I, -----, authorised representative of M/s-----, shareholder of the Company holding ----- Equity shares of Rs.\_\_\_\_ each, constituting -----% of the total paid-up share capital of the company, hereby give consent, pursuant to section 101(1) of the companies Act, 2013, to hold Extra Ordinary General Meeting on \_\_\_\_\_(Day), \_\_\_\_\_(Date), at \_\_\_\_\_(Time) at shorter notice.

Signature .....  
(Shareholder / Authorised Signatory)

Date:

Place:



Affix the  
revenue  
stamp

**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: U64202DL1992PTC048053

Name of the Company: Hughes Communications India Private Limited (Formerly Known As Hughes Communications India 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 14<sup>th</sup> March 2023 at 4:30 P.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. Resolutions**

**1. To Consider and Approve the Issuance of Equity shares on a preferential allotment / private placement basis.**

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.**





## Route Map to the Venue

