



## 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 (FORMERLY KNOWN AS HUGHES COMMUNICATIONS INDIA LIMITED) WILL BE HELD ON TUESDAY, 5<sup>TH</sup> OCTOBER, 2021 AT 11 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 amendment in the Articles of Association of the Company

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

**"RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactments thereon, for the time being in force), approval of the members be and is hereby accorded to replace the "Article No 3" of the existing Articles with the below mentioned Article:

3. The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.

**RESOLVED FURTHER THAT** Mr. Partha Banerjee, President and Managing Director, Mr. Pranav Roach, Director, Mr. Alok Goyal, Vice President and CFO and Ms. Nidhi Chawla, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to this resolution."

2) To consider and approve increase in Authorised Share Capital of the Company

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

**"RESOLVED THAT** subject to the provisions of the Section 13, 61 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactments thereon, for the time being in force) and rules made thereunder, if any, approval of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 200,000,000 (Two Hundred Million only) divided into 20,000,000 (Twenty Million only) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 500,000,000 (Five Hundred Million only) divided into 50,000,000 (Fifty Million only) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 30,000,000

**Hughes Communications India Private Limited**  
(Formerly known as Hughes Communications India 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  
Email id: corporate@hughes.in www.hughes.in

(Thirty Million) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with existing Equity Shares.

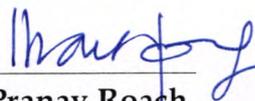
**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be amended by substituting in its place the following new clause:

V. The Authorised Share Capital of the Company is Rs. 500,000,000 (Rupees Five Hundred Million only) divided into 50,000,000 (Fifty Million Only) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** Mr. Partha Banerjee, President and Managing Director, Mr. Pranav Roach, Director, Mr. Alok Goyal, Vice President and CFO and Ms. Nidhi Chawla, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to this resolution."

**For and on behalf of the Board of Directors  
Hughes Communications India Private Limited  
(formerly known as Hughes Communications India  
Limited)**

**Place: New Delhi  
Date : 1.10.2021**

  
**Pranav Roach**  
**Director**  
**DIN: 00017425**  
B-49, 3<sup>rd</sup> Floor, Sarvodya Enclave  
New Delhi - 110017

**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**

The existing Article No. 3 of the Articles of Association (AoA) of the Company specifies the Authorised Share Capital of the Company in numbers. It is considered to replace the existing AoA by new Article No.3.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No. 1 of the notice in the best interest of the Company. All the material documents and amended copies of the Memorandum & Articles of Association of the Company are available for inspection during the business hours till the date of the Meeting.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees, Creditors or other Associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except as a Shareholder of the Company, if any.

**Item no.2**

In view of the intention of the Board to issue Equity Shares to Bharti Airtel Limited under private placement, it is proposed to increase the authorised capital of the Company from Rs. 200,000,000/- to Rs. 500,000,000/- by creation of additional 30,000,000 new Equity Shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares of the Company.

As per the provisions of Section 13 and 61 of the Companies Act, 2013, increase in the Authorised Share Capital of the Company requires the approval of shareholders. The increase in authorised share capital of the Company also requires alteration in Clause V of the Memorandum of Association of Company.

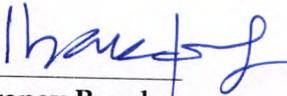
The Directors of your Company recommend the adoption of the said Special Resolution as set out in Item No. 2 of the notice in the best interest of the Company. All the material documents and amended copies of the Memorandum & Articles of Association of the Company are available for inspection during the business hours till the date of the Meeting.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees, Creditors or other Associates of the Company in any manner whatsoever.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed resolution except as a Shareholder of the Company, if any.

**For and on behalf of the Board of Directors  
Hughes Communications India Private Limited  
(formerly known as Hughes Communications India  
Limited)**

**Place: New Delhi  
Date : 1.10.2021**



**Pranav Roach**

**Director**

**DIN: 00017425**

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

**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 (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 5<sup>th</sup> October, 2021 at 11:00 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. Resolutions**

- 1. To consider and approve the amendment in the Articles of Association of the Company**
- 2. To consider and approve increase in Authorized Share Capital of the Company**

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 5<sup>th</sup> October, 2021 at a shorter notice.

( \_\_\_\_\_ )  
Name of shareholder  
Dated :

## Route Map to the Venue

