



## **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 30<sup>th</sup> (THIRTIETH) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF HUGHES COMMUNICATIONS INDIA PRIVATE LIMITED** will be held on Friday, 29<sup>th</sup> July 2022 at 11 a.m. at the registered office of the Company situated at 1, Shivji Marg, Westend Greens, N.H-8, New Delhi-110037 to transact the following business:-

### **ORDINARY BUSINESS:**

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

1. **To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Directors' and Auditors' thereon of the Company for the financial year ended March 31, 2022.**

**"RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors' and Auditors' thereon for the financial year ended 31<sup>st</sup> March, 2022 be and are hereby received, considered and adopted."

### **SPECIAL BUSINESS(S):**

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

2. **To ratify the remuneration to be paid to M/s. Ashok Agarwal & Co., Cost Accountants, Cost Auditor of the Company for the financial year 2022-23.**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder including the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 3,50,000/- excluding service tax and reimbursement of travel and out of pocket expenses, as approved by the Board, to be paid to M/s. Ashok Agarwal & Co., Cost Accountants, (Membership no. 5691), Cost Auditor of the Company for the financial year 2022-23, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and to take such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **To appoint Mr. Ramesh Ramaswamy (DIN- 07607595) as a Director of the Company.**

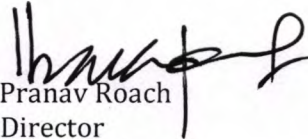
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 read with the rules made thereunder (including

any statutory modification(s) or re-enactment thereof for the time being in force), Ramesh Ramaswamy (DIN- 07607595), who was appointed as an Additional Director in the capacity of a Non-Executive Director of the Company by the Board of Directors w.e.f 15<sup>th</sup> January, 2022, and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as a Director in the capacity of a Non-Executive Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and to take such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

**Hughes Communications India Private Limited**



Pranav Roach

Director

DIN: 00017425

Place: New Delhi

Date: July 1, 2022



**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEEDS NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND SIGNED IN THE ENCLOSED FORM AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT 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 SHAREHOLDER.**

- 2) Members/Proxies are requested to fill in and sign Attendance Slip for attending the meeting. The attendance slip is enclosed.
- 3) Corporate Members are requested to send a duly certified copy of the Board Resolution or authorization letter, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the General Meeting.
- 4) Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred in the notice and the explanatory statement, if any, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
- 6) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business(s) is annexed hereto.
- 7) A Route Map along with prominent landmark for easy location to reach the venue of General Meeting is annexed to this notice.



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **ITEM NO. 2**

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> June, 2022 has approved the appointment of had approved the appointment of M/s. Ashok Agarwal & Co., Cost Accountants as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, at a remuneration of Rs. 3,50,000/- (Rupees Three lakhs Fifty Thousand only) excluding service tax and reimbursement of travel and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at Item No. 2 of the Notice.

None of the Directors, Key Managerial Person of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out at item no. 2 of this Notice as an Ordinary Resolution.

### **ITEM NO. 3**

The Board of Directors of your Company had appointed Mr. Ramesh Ramaswamy (DIN- 07607595) as an Additional Director of the Company with effect from 15<sup>th</sup> January, 2022, who shall hold such office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held whichever is earlier, in accordance with the provisions of Section 161(1) of the Companies Act 2013 and rules made thereunder.

Mr. Ramesh Ramaswamy had given his consent including other necessary disclosures for appointment as a Director in the forthcoming Annual General Meeting of the Company.

Brief particulars of Mr. Ramesh Ramaswamy, in terms of Secretarial Standards-1 ("SS-2") are as follows: -

Age	:	62 Years (Approx)
Date of First appointment on the Board	:	15.01.2022

Qualifications	:	Bachelor's and Master's of Science (Electrical Engineering)
Experience	:	Has held various positions in engineering, operations, marketing & sales and has vast experience in international sales and marketing
Terms and Conditions of appointment/ Re-appointment		Appointment as Director
Details of Remuneration sought to be paid/ sought to be paid		Nil
Remuneration Last Drawn		Nil
Number of shares held in the Company	:	Nil
Relationship with other Directors, and other Key Managerial Personnel of the company	:	None of the Directors is related to each other Directors and other Key Managerial Personnel of the company.
Number of Board Meeting attended during the Year	:	Nil

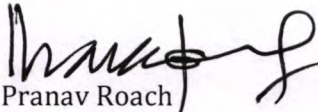
The details of directorships and committee memberships/ Chairmanship of Mr. Ramesh Ramaswamyas in other companies are as under:

S. No	Name of The Company/LLP	Board position Held	Committee Position Held
<u>1</u>	Hughes Network Systems India Private limited	Additional Director	NA

None of the Directors, Key Managerial Person of the Company and their relatives except Mr. Ramesh Ramaswamy and his relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board recommends passing of the Resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

By order of the Board  
**Hughes Communications India Private Limited**

  
Pranav Roach  
Director  
DIN: 00017425

Place: New Delhi  
Date: July 1, 2022



**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**

**Registered office: 1, Shivji Marg, Westend Greens, NH-8, New Delhi – 110037, India.**

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: ....., or failing him	

3.	
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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 29th July 2022 at 11 a.m. at the registered office of the Company situated at 1, Shivji Marg, Westend Greens, NH-8, New Delhi – 110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Directors' and Auditors' thereon of the Company for the financial year ended March 31, 2022.
2.	To ratify the remuneration to be paid to M/s. Ashok Agarwal & Co., Cost Accountants, Cost Auditor of the Company for the financial year 2022-23.
3	To appoint Mr. Ramesh Ramaswamy (DIN- 07607595) as a Director of the Company.

Affix the  
revenue  
stamp

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

Signature of Shareholder.....

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.**



**AGM OF HUGHES COMMUNICATIONS INDIA PRIVATE LIMITED ON FRIDAY, 29<sup>TH</sup> JULY, 2022**  
**AT 11 A.M.**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Name	
Address	
Folio No./D.P ID No.#	
Client ID No.#	
No of Equity shares held	
Name of the proxy holders/Authorized representative*	

# Applicable for shareholders holding shares in dematerialized form

\* To be filled in by proxy in case he/she attends instead of the equity shareholder

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the members of Hughes Communications India Private Limited, on Friday, 29th July 2022 at 11 a.m. at the registered office of the Company at 1, Shivji Marg, Westend Greens, NH-8, New Delhi-110037.

\_\_\_\_\_  
Signature of the Shareholder/proxy  
holders/Authorized Representative

**NOTES:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Authorized Representatives of Corporate Member(s) shall produce proper authorization issued in their favor.



**Route Map for reaching to the Hughes Communications India Private Limited venue of the Annual General Meeting**

