

Enclosures: (1) General guidelines for VC participation (2) Route Map to the venue of AGM (3) Attendance Slip (4) Blank Proxy Form (5) Consent by Shareholder for Shorter Notice

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Hubli Electricity Supply Company Limited **will be held on Saturday, the 21st day of December, 2024 @3.45PM** at Conference Hall, Corporate Office, HESCOM, Navanagar, Hubballi – 580025 to transact the following business:

(A) ORDINARY BUSINESS:

Item No.1: Consideration/adoption of Annual Financial Statements for the FY 2023-24 and the reports of the Board of Directors and Auditors thereon.

Item No.2: Fixing the remuneration of Statutory Auditors for the FY 2024-25.

(B) SPECIAL BUSINESS:

Item No.3: Ratification of appointment of Cost Auditors and their remuneration for the FY 2024-25 by Board of Directors pursuant to Section148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014:

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

“RESOLVED THAT, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule14 of the Companies (Audit and Auditors) Rules, 2014, appointment of M/s. Prasant Sivananda & Associates, Cost & Management Accountants, Bengaluru, as Cost Auditors for auditing the cost account records of HESCOM for the FY 2024-25 made by Board of Directors at its 116th Meeting held on 29.08.2024 at a professional fees of Rs.34,000/- (Rs. Thirty Four Thousand Only) + applicable GST to be paid by HESCOM be and is hereby **RATIFIED.**”

ನೊಂದಾಯತ ಕರ್ಣಾಟಕ: ನಿಗಮ ಕರ್ಣಾಟಕ, ನವನಗರ, ಹುಬ್ಳಿ - 580025, ಕರ್ನಾಟಕ

Registered Office: Corporate Office, Navanagar, P. B Road, Hubballi – 580025, Karnataka

Website: www.hescom.karnataka.gov.in

Item No.4: Noting & Confirming the appointment and cessation of Directors on the Board of the Company.

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

“RESOLVED THAT, appointment and cessation of following Directors made after 21st Annual General Meeting of HESCOM held on 30.09.2023 be and is hereby noted & confirmed.

Sl. No	Name	Event	Government Notification No. & Date
1	Sri. Sayed Azeempeer S. Khadri Hon'ble Chairman, HESCOM	Appointment as Chairman	Energy 443 NCE 2024 dated 25.11.2024
2	Sri. Gaurav Gupta, IAS., Additional Chief Secretary to Government, Energy Dept., GoK.	Cessation as Chairman	Energy 443 NCE 2024 dated 25.11.2024
3	Sri. Mohammad Roshan, IAS., Managing Director, HESCOM	Cessation	e-DPAR 191 SAS 2024 dated 04.07.2024
4	Smt. Vyshali M.L., IAS., Managing Director, HESCOM	Appointment	DPAR 213 SAS 2024 dated 18.07.2024
5	Smt. Lokhande Snehal Sudhakar, IAS., MD - PCKL	Appointment	Energy 904 EEB 2024 dated 12.12.2024
6	Smt. Aparna Pavate, Additional Secretary to Government, Energy Dept., GoK.	Cessation	Energy 468 EEB 2024 Dated 14.08.2024
7	Sri. S.B. Prashant Kumar, KAS., Additional Secretary to Government, Energy Dept., GoK.	Appointment	Energy 468 EEB 2024 Dated 14.08.2024
8	Smt. S.A. Pushpa, MD - PCKL	Appointment & Cessation	Energy 564 EEB 2024 Dated 19.09.2024 & Energy 836 EEB 2024 dated 25.11.2024
9	Sri. Srikant M. Sasalatti, Director (Technical)	Cessation	Energy 483 EEB 2024 Dated 21.08.2024
10	Sri. S. Jagadeesh Director (Technical)	Appointment	Energy 483 EEB 2024 Dated 21.08.2024
11	Sri. R.H. LakshmiPathy, Director	Cessation	ENERGY 360 EEB 2024 dated 16.07.2024
12	Sri. K. Balaram, Director	Appointment	ENERGY 360 EEB 2024 dated 16.07.2024

**By order of the Board of Directors,
For Hubli Electricity Supply Company Limited**


(Raghavendra Kotemane)
Company Secretary
M. No. F11736

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING TO BE HELD ON 21ST DECEMBER, 2024:

SPECIAL BUSINESS: (ORDINARY RESOLUTION)

Item No.3:

Ratification of appointment of Cost Auditors and their remuneration for the FY 2024-25 by Board of Directors pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014:

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, Board of Directors of every Company covered under the said Rules, in respect of each of its financial year commencing on or after the 1st day of April, 2014, shall appoint a Cost Auditor and file notice of such appointment with Central Government.

Accordingly, Board of Directors at its 116th Meeting held on 29th August, 2024 have appointed M/s. Prasant Sivananda & Associates, Cost & Management Accountants, Bengaluru, as Cost Auditors for auditing the cost account records of HESCOM for the FY 2024-25 at a professional fees of Rs.34,000/- (Rs. Thirty Four Thousand Only) + applicable GST to be paid by HESCOM.

Members are requested to kindly ratify the action taken by Board of Directors of HESCOM to appoint M/s. Prasant Sivananda & Associates, Cost & Management Accountants, Bengaluru, as Cost Auditors and to fix their remuneration for FY 2024-25.

The Board recommends the resolutions set forth in agenda item for the approval of Members.

No director, key managerial personnel or their relatives, is interested in or concerned with the resolution in Agenda Item No.3.

Item No.4:

Noting & Confirming the appointment and cessation of Directors on the Board of the Company.

The appointment and cessation of Directors made after 21st AGM of HESCOM held on 30th September, 2023 is placed before the Members in Agenda Item No.4 for their noting & confirmation.

The Board recommends the resolutions set forth in agenda item for kind noting of the Members.

No director, key managerial personnel or their relatives, is interested in or concerned with the resolution in Agenda Item No.4.

**By order of the Board of Directors,
For Hubli Electricity Supply Company Limited**

Y. V. S. K. 24
(Raghavendra Kotemane)
Company Secretary
M.No. F11736

Notes:

1. The Ministry of Corporate Affairs (MCA) has vide its circular No.2/2022 dated 05.05.2022 read together with circulars No. 02/2021 dated 13th January 2021, No.20/2020 dated 05th May 2020, No.17/2020 dated 13th April 2020 and No.14/2020 dated 08th April 2020 permitted convening and holding the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The venue for the AGM shall and also be in accordance with MCA circulars & provisions of Companies Act, 2013. The facility to attend the AGM is also available through Video Conference/ Other Audio Visual Means.
2. Pursuant to Circular No. 14/2020 dated 08th April 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for the AGM who is attending through VC.
3. Pursuant to Circular No. 14/2020 dated 08th April 2020 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members may also attend and participate in the ensuing AGM through VC/OAVM.
4. The Members who wish to join the AGM in the VC/OAVM mode can join 15 minutes before the scheduled time of the commencement of the Meeting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at cs.hescom@gmail.com.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of Companies Act, 2013 is open for the inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 10.00AM to 05.30 PM upto the date of the AGM. Members seeking to inspect such documents can send an email to cs.hescom@gmail.com.
8. In line with the MCA circular No.17/2020 dated 13th April 2020, the Notice calling AGM has been uploaded on the website of the Company at <https://hescom.karnataka.gov.in>
9. Attendees who require technical assistance to access and participate in the Meeting through VC are requested to contact Mr. Pradeep kumar, AEIT – 94808 83695.

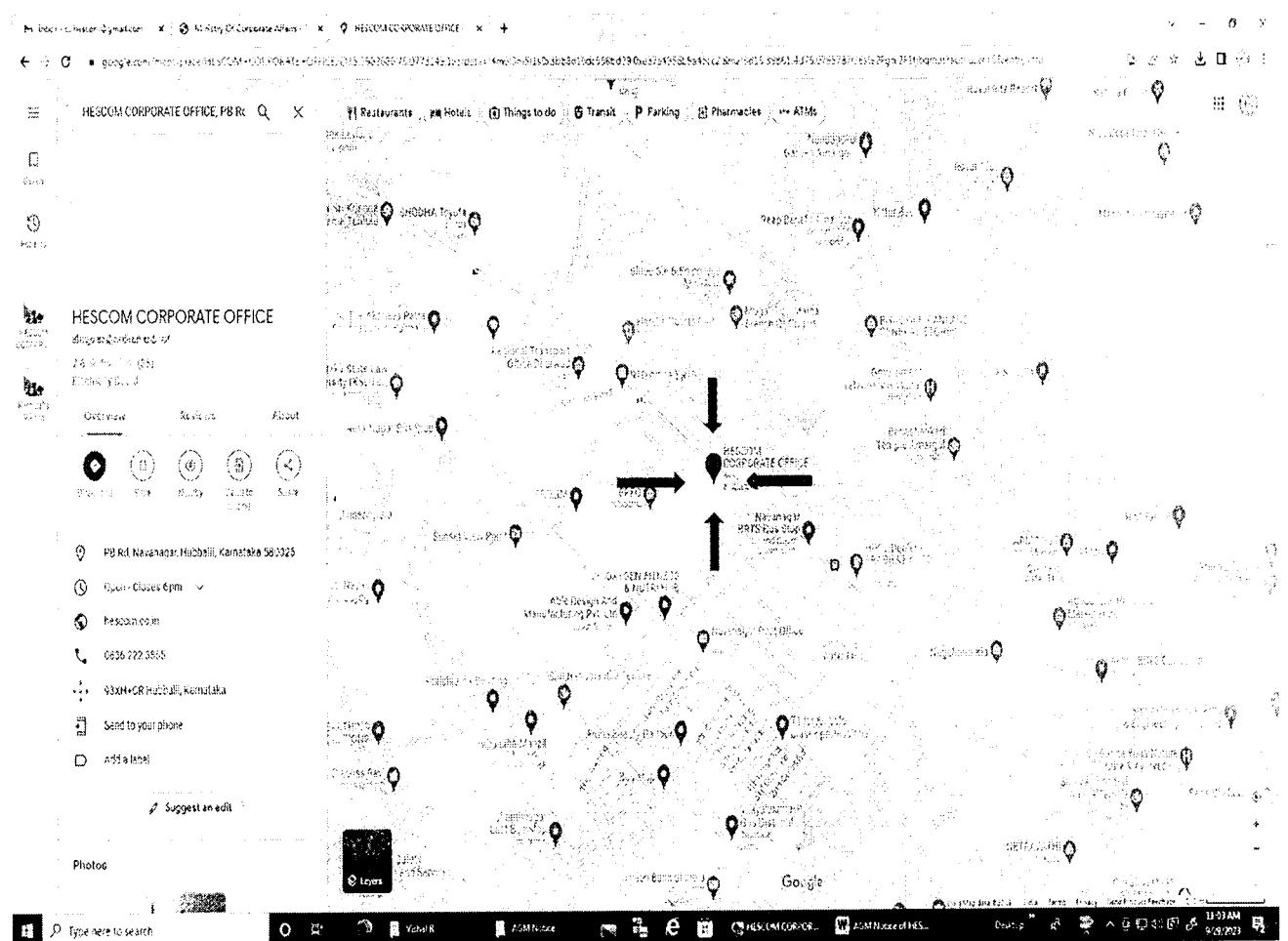
GENERAL GUIDELINES FOR VC PARTICIPATION:

1. Members may note that the AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013 read with the circulars issued by MCA in this regard. The facility to attend the meeting through VC will be provided by the Company.
2. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start time of the AGM.
3. Members can participate in the AGM through their desktops/ smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/ laptops with high speed internet connectivity.
4. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable W-Fi or LAN connection to mitigate any of the aforementioned glitches.

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING:

HUBLI ELECTRICITY SUPPLY COMPANY LIMITED

Address: Conference Hall, Corporate Office, HESCOM, Navanagar, Hubballi- 580025



ATTENDANCE SLIP

22ND ANNUAL GENERAL MEETING

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I / We hereby record my/ our presence at the 22nd Annual General Meeting of Hubli Electricity Supply Company Limited (HESCOM) on Saturday, the 21st day of December, 2024 @ 3.45PM at Conference Hall, Corporate Office, HESCOM, Navanagar, Hubballi – 580025.

Folio No./ DP Id / Client Id:

Full name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/ Proxy/ Representative*

*(strike out whichever is not applicable)

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	U31401KA2002SGC030437
Name of the Company	Hubli Electricity Supply Company Limited
Registered Office	Corporate Office, Navanagar, Hubballi – 580 025

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No/ Client ID	

I/We, bearing the member(s) of _____ shares of the above named company, hereby appoint,

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 22nd Annual General Meeting of the Company, to be held on the 21st day of December, 2024 @ 3.45PM at Conference Hall, Corporate Office, HESCOM, Navanagar, Hubballi – 580025 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Consideration of Financial Statements (including CFS), and the Reports of the Board of Directors and Auditors.
2. Fixing the remuneration of Statutory Auditors for the FY2024-25.
3. Ratification of appointment of Cost Auditors and their remuneration for the FY 2024-25 by Board of Directors pursuant to Section148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.
4. Noting & confirming the appointment and cessation of Directors on the Board of the Company.

Signed thisday ofDecember, 2024

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix Revenue
Stamp