



NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Tata Sky Limited will be held on Monday, 2nd day of November, 2020 at 10.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Mr. Harit Nagpal as Managing Director and CEO and payment of remuneration

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force) read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members be and is hereby accorded to the re-appointment and terms of appointment of Mr. Harit Nagpal (DIN 00481307) as the Managing Director and CEO of the Company for a further period of 5 years, commencing from January 1, 2021 to December 31, 2025, not liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his re-appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as ‘the Board’) to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Harit Nagpal;

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

2. Re-appointment of Mrs. Vedika Bhandarkar as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mrs. Vedika Bhandarkar (DIN 00033808), who was appointed as an Independent Director with effect from February 22, 2016 and who holds office up to February 21, 2021 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder

Tata Sky Ltd.

Registered Office : Unit 301 to 305, 3rd Floor, Windsor, Off C. S. T. Road, Kalina, Santacruz (East), Mumbai - 400098, India

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and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three years commencing with effect from February 22, 2021 upto February 21, 2024;

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

3. Re-appointment of Mr. Bharat Shah as an Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Bharat Shah (DIN 00136969), who was appointed as an Independent Director with effect from February 22, 2016 and who holds office up to February 21, 2021 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from February 22, 2021 up to February 18, 2022;

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circulars No. 14/ 2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020 and No. 33/ 2020 dated September 28, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” (collectively referred to as “MCA Circulars”) permitted the holding of the Extraordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Monday, November

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2, 2020 at 10.30 a.m. (IST). The deemed venue for the EGM will be Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to Item No. 1 to 3 of the Notice concerning the business is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this EGM are also annexed
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to send their authorised representative to attend the EGM are required to send a scanned copy (PDF/JPG format) of certified copy of Board or governing body Resolution / Authorization to the Company, authorising them to attend and vote through VC/OAVM on their behalf at the EGM.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at Chanda.makhijathadani@tatasky.com
7. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members from the date hereof up to the conclusion of the EGM by writing an email to chanda.makhijathadani@tatasky.com.
11. Since the number of members are less than 50, the Chairman may decide to conduct vote by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
12. In case of a poll on any resolution at the EGM, members are requested to convey their vote at the following designated Email ID – chanda.makhijathadani@tatasky.com.

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13. Members who need assistance with using the technology before or during the EGM, may reach out on the following number – 022 6613 3000.
14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**By Order of the Board of Directors
For and on behalf of
Tata Sky Limited**

**Chanda Makhija Thadani
Company Secretary
Membership No - FCS 6091**

Mumbai, September 29, 2020

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EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as “Act” or “the Act” or “Companies Act”), sets out all material facts relating to the business in the accompanying Notice dated September 29, 2020.

1. **Re-appointment of Mr. Harit Nagpal as Managing Director and CEO and payment of remuneration**

Mr. Harit Nagpal was appointed as Managing Director and CEO of the Company for a period of five years from January 1, 2011 to December 31, 2015 and thereafter re-appointed for a further period of five years from January 1, 2016 to December 31, 2020.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (‘the Board’) on September 29, 2020, at their Board Meeting re-appointed Mr. Harit Nagpal as Managing Director and CEO of the Company, not liable to retire by rotation, for a further period of five years, with effect from January 1, 2021 through December 31, 2025, subject to the approval of the members.

The Board, while re-appointing Mr. Nagpal as the Managing Director and CEO of the Company, considered his background, experience and contributions to the Company.

Before joining Tata Sky, Mr Nagpal was the Group Marketing Director of Vodafone Plc based at Vodafone’s global headquarters in London.

Mr. Nagpal followed his graduation in Chemical Engineering with an MBA from FMS at Delhi which he completed in 1985. In addition to the 9 years with Vodafone, during his 35 years of professional career, he has also worked with Shoppers Stop, Pepsi, Marico and Lakme in various leadership positions in fields like Sales, Exports, Operations and Marketing.

Under his leadership, in the past 10 years the Company has performed well on all parameters and has moved from being the 4th largest DTH Service Provider to a distant industry leader. Led by Mr. Nagpal, Tata Sky has been consistently gaining market share and subscribers at a pace that is faster than any other DTH Service Provider.

The main terms and conditions for the re-appointment of Mr. Harit Nagpal as Managing Director and CEO, are as follows:

- (1) **Period** – For a period of 5 years i.e. from January 1, 2021 to December 31, 2025.
- (2) **Nature of Duties** –

The Managing Director and CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the

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business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Managing Director and CEO from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

(3) (I) Remuneration

a) Basic Salary

Current Basic Salary of Rs. 15,45,400/- per month upto a maximum of Rs. 20,00,000/- per month.

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the “NRC”). The recommendation of the NRC will be based on Company performance and individual performance.

b) Benefits, perquisites & allowances

Details of benefits, perquisites and allowances are as follows:

- i. Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowance aggregating 85% of the Annual Basic Salary.

- ii. Hospitalization, transport, telecommunication and other facilities:
 - a. Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium).
 - b. Car facility as per Rules of the Company.
 - c. Telecommunication facilities as per Rules of the Company;
 - d. Housing loan facility as per Rules of the Company;
- iii. Other perquisites and allowances given below, subject to a maximum of 55% of the basic salary per annum.

The categories of perquisites/allowances to be included within the 55% limit would be:

- a. Medical allowance,

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- b. Leave Travel Concession/Allowance subject to a maximum of 8.33%,
- c. Other Allowances - Special & Utility Allowances subject to a maximum of 38.40%,
- d. Personal Accident Insurance Premium,
- e. Annual club membership fees.

iv. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.

v. Leave and encashment of unavailed leave as per the Rules of the Company.

c) Bonus/Performance Linked Incentive/Commission:

Mr. Harit Nagpal shall be entitled to Bonus / Performance Linked Incentive / Commission not exceeding 36 months of Basic Salary. This Bonus / Performance Linked Incentive / Commission would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual.

d) Long Term Incentive Plan:

Mr. Harit Nagpal may be paid such long term incentive remuneration as per the LTIP / Cash Settled RSU scheme of the Company not exceeding 12 months of Basic Salary, at the discretion of the Board, based on certain performance criteria and such other parameters as maybe considered appropriate.

- (II) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of Mr. Nagpal, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, benefits, perquisites and allowances, and Bonus / Performance Linked Incentive / Commission as specified above.

(4) Other Terms of Appointment:

- (i) The Managing Director and CEO, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- (ii) The terms and conditions of the appointment of the Managing Director and CEO may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard

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in such manner as may be agreed between the Board and the Managing Director and CEO , subject to such approvals as may be required.

- (iii) The appointment may be terminated earlier, without any cause, by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
- (iv) The employment of the Managing Director and CEO may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Managing Director and CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non observance by the Managing Director and CEO of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director and CEO; or
 - (c) In the event the Board expresses its loss of confidence in the Managing Director and CEO .
- (v) In the event the Managing Director and CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (vi) Upon the termination by whatever means of the Managing Director and CEO's employment under the Agreement:
 - (a) He shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
 - (b) He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associate companies.
- (vii) The Managing Director and CEO is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1) of the Act, while at the same time, the Managing Director and CEO is not liable to retire by rotation.
- (viii) The terms and conditions of re-appointment of the Managing Director and CEO also include clauses pertaining to adherence with the Tata Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement, no conflict of interest with the Company and maintenance of confidentiality.

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- (ix) All Personnel Policies of the Company and the related rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director and CEO, unless specifically provided otherwise.
- (x) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Nagpal will cease to be the Managing Director and CEO and also cease to be a Director of the Company. If at any time, Mr. Nagpal ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and CEO and the Agreement shall forthwith terminate. If at any time, the Managing Director and CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director and CEO of the Company.

The statement containing the information to be given to the shareholders as required under Schedule V of the Act:

I. GENERAL INFORMATION

1.	Nature of Industry	Direct – to – Home Television (DTH)	
2.	Date or expected date of commencement of commercial production	Commercial services have been launched in August 2006	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
4.	Financial performance of the Company.	Particulars	Year ended 31st March 2020 (Rs in Crores)
		Total Income	4,689.62
		Profit before tax	274.86
		Loss for the year	70.76
5.	Foreign Investments or Collaborators, if any	Network Digital Distribution Services FZ-LLC owns 20%, Baytree Investments (Mauritius) Pte Limited owns 10% and Omega FII Investments Pte Limited owns 7.80% of the paid-up Equity Share Capital of the Company.	

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II. INFORMATION ABOUT THE APPOINTEE

1.	Background details	<p>Qualifications 1983: B.E Chemical, Punjab University. 1985: MBA, FMS, Delhi</p> <p>Mr. Nagpal has previously worked with various other reputed Companies namely Shoppers Stop, Pepsi, Marico and Lakme before joining Vodafone in 2001. Has overall 35 years of experience of which 9 years have been with Vodafone where before leaving he was Group Marketing Director of Vodafone, plc, UK.</p>	
2.	Past Remuneration	Apr'17 – Mar'18	INR 8,12,70,897
		Apr'18 – Mar'19	INR 8,64,57,805
		Apr'19 - Mar'20	INR 9,60,79,309
3.	Recognition or awards	<p>Achieved several milestones and awards including: Marketing Person of the Year: 2005, 2007; Brand of the year (Vodafone) by Ad Club Mumbai for 7 years in a row from 2003.</p>	
4.	Job Profile and his suitability	<p>Taking into consideration his background of strong knowledge and experience in sales, marketing, operations, exposure to the media industry, leadership skills and based on his current performance, the Board is of the considered opinion that Mr. Nagpal is best suited for the job.</p>	
5.	Remuneration proposed	As stated in the Explanatory Statement to the Notice.	
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size of the Company, the profile of the appointee, the responsibility shouldered by him and the industry benchmarks, the remuneration proposed to be paid is reasonable and commensurate with the remuneration packages paid to similar senior level appointees in other Companies.</p>	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Nil	

III OTHER INFORMATION

1.	Reason of loss or inadequacy of profits	<p>The Company is passing through a transformation phase. The main reasons of accumulated losses include:</p> <ol style="list-style-type: none"> 1. High Technology & Capital costs; 2. Set Top Box costs; 3. Other operating costs.
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		The gestation period is long and breakeven requires large volume of subscribers.
2.	Steps taken or proposed to be taken for improvement.	There has been a substantial increase in the number of subscribers. The Company is offering a high quality product and understand the preferences of the subscribers.
3.	Expected increase in productivity and profits in measurable terms.	<p>Cost reduction measures have been undertaken to enhance profitability.</p> <p>Aggressive marketing has been undertaken to increase the number of subscribers and improve the quality and revenue per Subscriber. Aggressive strategy to expand in rural and non-DAS areas.</p> <p>Steps are being taken to reduce churn levels.</p>

In compliance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Act, read with Schedule V to the Act, as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Harit Nagpal as Managing Director and CEO as set out above.

Mr. Harit Nagpal is not related to any other Director / Key Managerial Personnel of the Company.

A copy of the draft agreement between Mr. Harit Nagpal and the Company, setting out the terms and conditions is available for electronic inspection without any fee payable by the Members till the conclusion of the EGM.

The Board recommends the Special Resolution at Item No. 1 of this Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Harit Nagpal, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

Item No 2:

Mrs. Vedika Bhandarkar was appointed as an Independent Director of the Company with effect from February 22, 2016 and holds office up to February 21, 2021. The Board on September 29, 2020, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mrs. Bhandarkar and considering her background, experience and contribution and also that the continued association of Mrs. Bhandarkar would be beneficial to the Company, re-appointed Mrs. Vedika Bhandarkar (DIN 00033808) as an Independent Director, subject to shareholders approval, for a second term of three years commencing with effect from February 22, 2021 upto February 21, 2024, not liable to retire by rotation. Further, the Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

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The Company has received from Mrs. Bhandarkar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and (iv) Declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that she has successfully registered herself with the Indian Institute of Corporate Affairs (IICA), for inclusion of her name in the Independent Director's data bank and that she shall renew her application for the same, if required, from time to time, till she continues to hold office as an Independent Director of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, as amended, the re-appointment of Mrs. Bhandarkar as an Independent Director of the Company for a second term commencing from February 22, 2021 upto February 21, 2024 is being placed before the members for their approval by way of a special resolution. Mrs. Bhandarkar, if appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mrs. Bhandarkar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, as amended and is independent of the Management of the Company.

A copy of the draft letter of appointment of Mrs. Bhandarkar as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee payable by the Members till the conclusion of the EGM.

The brief profile of Mrs. Vedika Bhandarkar is mentioned below:

Mrs. Vedika Bhandarkar has more than 25 years of experience building teams and businesses with Indian and international financial institutions. Prior to joining Water.org in January 2016, she served as Vice Chairman and Managing Director at Credit Suisse Securities (India) Private Limited from 2010-2015. Previously, she served as the Managing Director & Head of Investment Banking at J.P. Morgan.

Mrs. Bhandarkar oversees all impact efforts within Water.org and leads the team responsible for working with financial institutions, global investors, and other sector leaders to empower millions of people in need with access to safe water and sanitation. She previously served as Water.org's Managing Director, India.

Mrs. Bhandarkar serves as an Independent Director on the boards of several companies. She has been appointed as a part time member of the Banks Board Bureau, and she also serves as a board member of the Jai Vakeel Foundation, an institution focused on children and adults with intellectual disabilities.

Further details and current directorships have been given in the Annexure to this Notice.

Mrs. Vedika Bhandarkar is not related to any other Director / Key Managerial Personnel of the Company.

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The Board recommends the Special Resolution at Item No. 2 of this Notice for approval of the Members

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Bhandarkar, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

Item No 3:

Mr. Bharat Shah was appointed as an Independent Director of the Company with effect from February 22, 2016 and holds office up to February 21, 2021. The Board on September 29, 2020, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Shah and considering his background, experience and contribution and also that the continued association of Mr. Shah would be beneficial to the Company, re-appointed Mr. Bharat Shah (DIN 00136969) as an Independent Director, subject to shareholders approval. In lines with the Company's policy on retirement age, the second term of Mr. Shah would be for a tenure commencing from February 22, 2021 up to February 18, 2022, not liable to retire by rotation.

Further, the Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received from Mr. Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and (iv) Declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that he has successfully registered himself with the Indian Institute of Corporate Affairs (IICA), for inclusion of his name in the Independent Director's data bank and that he shall renew his application for the same, if required, from time to time, till he continues to hold office as an Independent Director of the Company.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, as amended, the re-appointment of Mr. Shah as an Independent Director of the Company for a second term commencing from February 22, 2021 upto February 18, 2022 is being placed before the members for their approval by way of a special resolution. Mr. Shah, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, as amended and is independent of the Management of the Company.

A copy of the draft letter of appointment of Mr. Shah as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee payable by the Members till the conclusion of the EGM.

Tata Sky Ltd.

Registered Office : Unit 301 to 305, 3rd Floor, Windsor, Off C. S. T. Road, Kalina, Santacruz (East), Mumbai - 400098, India
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The brief profile of Mr. Bharat Shah is mentioned below:

Mr. Bharat D Shah is the Chairman of HDFC Securities Limited, 3M India Limited and Exide Industries Limited. Besides, he is also on the Boards of various prominent companies including Strides Pharma Science Limited, Tata Sky Limited, Digikredit Finance Private Limited, Mahindra Lifespace Developers Limited, Mahindra World City Developers Limited, HDFC Ergo Health Insurance Limited and Spandana Sphoorty Financial Limited. Mr. Bharat Shah has been with HDFC Bank since its inception and has played a key role in the formation of the bank. He joined HDFC Bank as an Executive Director in December 1994. He holds a Bachelor's Degree in Science from University of Mumbai and a Diploma in Applied Chemistry from Borough Polytechnic, London. He has rich experience in the financial services sector and has expertise in the fields of banking, finance, real estate and securities market.

Further details and current directorships have been given in the Annexure to this Notice.

Mr. Bharat Shah is not related to any other Director / Key Managerial Personnel of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Shah, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Special Resolution at Item No. 3 of this Notice for approval of the Members

**By Order of the Board of Directors
For and on behalf of
Tata Sky Limited**

**Chanda Makhija Thadani
Company Secretary
Membership No - FCS 6091**

Mumbai, September 29, 2020

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Annexure to the Explanatory Statement

Pursuant to the provisions of the Companies Act, 2013 and Secretarial Standard – 2, the following information is furnished about the Directors proposed to be appointed/re-appointed:

Particulars	Mr. Harit Nagpal	Mrs. Vedika Bhandarkar	Mr. Bharat Shah
DIN	00481307	00033808	00136969
Date of Birth	November 2, 1961	December 19, 1967	February 18, 1947
Date of Appointment	January 1, 2011	February 22, 2016	February 22, 2016
Qualifications	B.E Chemical from Punjab University and, MBA from FMS, Delhi	Bachelor of Science degree from MS University, Udaipur and PGDBM from Indian Institute of Management, Ahmedabad.	Bachelor of Science degree from the University of Mumbai and a Higher National Diploma in Applied Chemistry from London University
Expertise in specific functional areas	Wide experience in Marketing, Operations and exposure to the media industry	Wide experience in Banking and Finance sector	Wide experience in Banking, Finance and Securities market.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Tata Sky Broadband Private Limited	<ul style="list-style-type: none"> 0 Tata Motors Limited 0 Tata Investment Corporation Limited 0 Tata Motors Finance Limited 0 Tata Motors Finance Solutions Limited 0 TMF Holdings Limited 	<ul style="list-style-type: none"> 0 HDFC Securities Limited 0 3M India Limited 0 Strides Pharma Science Limited 0 Exide Industries Limited 0 Mahindra Lifespace Developers Limited 0 Spandhana Sphoorthy Limited 0 Digikredit Finance Private Limited 0 HDFC Ergo Health Insurance Limited 0 Salisbury Investments Private Limited 0 Mahindra World City Developers Limited
Memberships / Chairmanships of	-	<u>Tata Motors Limited</u> <ul style="list-style-type: none"> 0 Chairperson of Audit and 	<u>HDFC Securities Ltd</u> <ul style="list-style-type: none"> 0 Chairman of Capex Committee 0 CSR Committee

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Particulars	Mr. Harit Nagpal	Mrs. Vedika Bhandarkar	Mr. Bharat Shah
committees of other public companies		Stakeholders Relationship Committee 0 Member of Corporate Social Responsibility Committee <u>Tata Investment Corporation Limited</u> 0 Chairperson of Nomination and Remuneration Committee 0 Member of Asset Liability Committee and Stakeholders Relationship Committee <u>Tata Motors Finance Limited</u> 0 Chairperson of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee 0 Member of Risk Management Committee and Asset Liability Management Committee <u>Tata Motors Finance Solutions Limited</u> 0 Chairperson of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee 0 Member of Asset Liability Management Committee and Risk Management Committee <u>TMF Holdings Limited</u> 0 Chairperson of	Share Allotment and Transfer Committee 0 Member of Nomination and Remuneration Committee <u>3M India Limited</u> 0 Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee 0 Member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee <u>Strides Pharma Science Limited</u> 0 Chairman of Nomination and Remuneration Committee 0 Member of Audit Committee, Risk Management Committee Stakeholders Relationship Committee and Management Committee <u>Exide Industries Limited</u> 0 Chairman of Corporate Social Responsibility Committee <u>Mahindra Lifespace Developers Ltd.</u> 0 Chairman of Nomination & Remuneration Committee 0 Member of Audit Committee, Committee for investment in residential Joint Ventures / Large Format Development and Land Acquisition Committee <u>Spandana Sphoorty Financial Limited</u>

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Particulars	Mr. Harit Nagpal	Mrs. Vedika Bhandarkar	Mr. Bharat Shah
		Nomination and Remuneration Committee and Corporate Social Responsibility Committee 0 Member of Audit Committee, Asset Liability Management Committee and Risk Management Committee	0 Chairman of Nomination and Remuneration Committee 0 Member of Audit Committee and Risk Management Committee <u>HDFC Ergo Health Insurance Limited</u> 0 Chairman of Investment Committee 0 Member of Audit Committee and Policyholder Protection Committee
Number of shares held in the Company	-	-	-
Number of Board Meetings attended during the year	3	3	3
Terms and conditions of Re-appointment	As per attached explanatory statement	As per attached explanatory statement	As per attached explanatory statement
Details of Remuneration sought to be paid	As per attached explanatory statement	Independent Directors are paid only Sitting Fees	Independent Directors are paid only Sitting Fees
Remuneration last drawn	As per attached explanatory statement	--	--

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