

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Tata Sky Limited will be held on Thursday, December 17, 2020 at 10.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

Item No. 1

Increase in the Authorised Share Capital – Tata Sky Broadband Private Limited, wholly owned subsidiary of Tata Sky Limited

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

“RESOLVED THAT pursuant to the provisions of Article 15(b) read with Article 13(h)(k) of the Articles of Association of Tata Sky Limited, approval of the members be and is hereby accorded for increase in the authorised share capital of Tata Sky Broadband Private Limited (‘TSBB’), wholly owned subsidiary of Tata Sky Limited from existing ₹ 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores) comprising 2,00,00,000 equity shares of ₹ 10 each and 23,00,00,000 preference shares of ₹ 10 each to upto ₹ 16,50,00,00,000 (Rupees One Thousand Six Hundred and Fifty Crores) comprising upto 142,00,00,000 equity shares of ₹ 10 each and 23,00,00,000 preference shares of ₹ 10 each;

RESOLVED FURTHER THAT Mr. Harit Nagpal - Managing Director and CEO, Mr. Sambasivan Ganesan - Chief Financial Officer and Ms. Chanda Makhija Thadani - Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution.”

Item No. 2

Increase in Issued and Paid Up Share Capital - Tata Sky Broadband Private Limited, wholly owned subsidiary of Tata Sky Limited

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

“RESOLVED THAT pursuant to the provisions of Article 15(b) read with Article 13(h)(k) of the Articles of Association of Tata Sky Limited, approval of the members be and is hereby accorded for issue and allotment of upto 30,00,00,000 equity shares of

Tata Sky Ltd.

Registered Office : Unit 301 to 305, 3rd Floor, Windsor, Off C. S. T. Road, Kalina, Santacruz (East), Mumbai - 400098, India
Tel.: +91-22-66133000, Fax : +91-22-66133030, CIN: U92120MH2001PLC130365, E-mail : contact@tatasky.com, Website: www.tatasky.com

Face Value of Rs. 10 each by Tata Sky Broadband Private Limited ('TSBB'), wholly owned subsidiary of Tata Sky Limited;

RESOLVED FURTHER THAT Mr. Harit Nagpal - Managing Director and CEO, Mr. Sambasivan Ganesan - Chief Financial Officer and Ms. Chanda Makhija Thadani - Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable for the purpose of giving effect to the aforesaid 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 Thursday, December 17, 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 2 of the Notice concerning the business is annexed hereto.
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.

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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.
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, November 3, 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 November 3, 2020.

Item nos. 1 and 2

The Board of Directors at their meeting on November 3, 2020 approved the increase in Authorised Share Capital of Tata Sky Broadband Private Limited (‘TSBB’), wholly owned subsidiary of the Company by Rs. 1400 crores and subscription to upto 30,00,00,000 equity shares of Face Value of Rs.10 each of TSBB aggregating to Rs. 300 crores in one or more tranches

The details of Existing and Proposed Authorised and Issued Share Capital of TSBB are given below:

Particulars	Existing Authorised Share Capital	Proposed Authorised Share Capital	Existing Issued Share Capital	Maximum Issued Share Capital (at par)
No of Equity Shares	2,00,00,000	142,00,00,000	99,69,899	30,99,69,899
Face Value of Equity Shares	₹ 20,00,00,000	₹ 1420,00,00,000	₹ 9,96,98,990	₹ 309,96,98,990
No of Preference Shares	23,00,00,000	23,00,00,000	22,40,13,375	22,40,13,375
Face Value of Preference Shares	₹ 230,00,00,000	₹ 230,00,00,000	₹ 224,01,33,750	₹ 224,01,33,750
Total	₹ 250,00,00,000	₹ 1650,00,00,000	₹ 233,98,32,740	₹ 533,98,32,740

In accordance with the provisions of Article 15(b) read with Article 13(h)(k) of the Articles of Association of the Company, which provides that without the affirmative consent or approval of Tata Sons Private Limited and Network Digital Distribution Services FZ – LLC, obtained at a validly convened Shareholders Meeting, any of the actions set forth in Article 13(h) cannot be taken by the Company. Article 13(h)(k) pertains to change in the authorised or issued share capital of any subsidiary.

Accordingly, approval of the members is being sought by way of Ordinary Resolutions for the above mentioned changes in the authorised and issued share capital of TSBB.

The Board recommends the Ordinary Resolutions set out at Item Nos. 1 and 2 for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution. Further, Mr. Harit

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Nagpal – Managing Director and CEO and Mr. Sambasivan Ganesan – Chief Financial Officer of the Company are also directors on the Board of TSBB, though not interested in accordance with the Companies Act, 2013, may be deemed to be interested as a good governance practice.

**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, November 3, 2020

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