

Notice of the Annual General Meeting

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of Tata Sky Limited will be held on Thursday, July 23, 2020 at 4.30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts - Standalone

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Accounts - Consolidated

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

3 Appointment of Mr. Saurabh Agrawal retiring by rotation

To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Mr. Rohit Sipahimalani retiring by rotation

To appoint a Director in place of Mr. Rohit Sipahimalani (DIN: 00904065), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of Cost Auditor’s Remuneration

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

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 3,85,000 (Rupees Three Lakh Eighty Five Thousand Only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2020-2021.”

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 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 Annual General Meeting (“AGM”) 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 AGM of the Company is being held through VC/OAVM on Thursday, July 23, 2020 at 11.30 a.m. (IST). The deemed venue for the 14th AGM will be Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098.

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.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item no. 5 of the Notice, 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 Annual General Meeting (“AGM”) are also annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Corporate members intending to send their authorised representative to attend the AGM are required to send a scanned copy (PDF/JPG format) a certified copy of it Board or governing body Resolution / Authorization to the Company, authorising them to attend and vote through VC/OAVM on their behalf at the AGM.
5. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.

7. In case of joint holders attending the AGM, 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 AGM along with the Annual Report for the financial year 2019-20, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.
11. 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 date of the AGM.
12. In case of a poll on any resolution at the AGM, 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 AGM, may reach out on the following number – 022 6613 3000.
14. Since the AGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.

Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') to the accompanying Notice

Item No. 5:

Ratification of Cost Auditor's Remuneration

Pursuant to section 148(3) of the Companies Act 2013 ('Act'), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('Rules'), as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records for the specified products of the Company.

On the recommendation of the Audit Committee at its meeting held on May 26, 2020, the Board has, considered and approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), as the cost auditors for the financial year 2020-21 at a remuneration of ₹ 3,85,000/- (Rupees Three Lakh Eighty Five Thousand Only) per annum plus applicable taxes, reimbursement of travel and actual out of pocket expenses, incurred in connection with the cost audit.

M/s. Kishore Bhatia & Associates have furnished a certificate dated March 20, 2020 regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Rules, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought for the proposal contained in the Resolution set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board recommends this resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

**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, May 26, 2020

Registered Office:

Unit 301 to 305, 3rd Floor, Windsor,
Off C.S.T. Road, Kalina,
Santacruz (East), Mumbai – 400 098.
CIN:92120MH2001PLC130365
Tel: +91 22 6613 3112
website: www.tatasky.com

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:

1. Mr. Saurabh Agrawal:

DIN	02144558
Age	50 years
Qualification	Chemical Engineering from IIT Rourkee and PGDM from IIM Kolkata.
Experience	<p>Saurabh Agrawal is the Group Chief Financial Officer of Tata Sons, the holding company and promoter of over 100 Tata companies. Saurabh joined Tata Sons in June 2017 from the Aditya Birla Group where he was the Head of Strategy.</p> <p>In a career spanning over two decades, Saurabh has been the Head of Investment Banking in India for Bank of America Merrill Lynch and also Head of Corporate Finance business in India and South Asia for Standard Chartered bank.</p> <p>Saurabh has a wide-ranging experience in strategy and capital markets where he had a ringside view of the evolution of Indian economy since the mid-90s. He advised clients on transactions valued more than US\$16 billion. In addition, Saurabh has helped various large Indian and Global corporates raise over US\$10 billion from the capital markets. In his advisory capacity, Saurabh has advised several business groups like Tatas, A V Birla, GMR, ICICI, Bharti, DLF, etc.</p> <p>In his role as Group CFO, Saurabh is focused on driving financial performance of the group through rigour and synergy in capital allocation, investment management decisions and portfolio optimization.</p>
Details of remuneration sought to be paid	N.A.
Remuneration last drawn	N.A.
Date of first appointment on the Board	January 16, 2018
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None

Number of Meetings of the Board attended during the year	Four
Directorships in other companies	<ol style="list-style-type: none"> 1. Tata Sons Private Limited 2. Tata Steel Limited 3. Tata Teleservices Limited 4. The Tata Power Company Limited 5. Gradis Trading Private Limited 6. Tata Capital Limited 7. Tata AIA Life Insurance Company Limited 8. Tata AIG General Insurance Company Limited
Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Tata Capital Limited <ul style="list-style-type: none"> - Chairman of Risk Management Committee, Finance & Asset Liability Supervisory Committee and Corporate Social Responsibility Committee - Member of Nomination and Remuneration Committee 2. Tata Teleservices Limited <ul style="list-style-type: none"> - Chairman of Nomination and Remuneration Committee and Finance Committee - Member of Share/Warrant/Debt Allotment & Transfer Committee 3. Tata AIG General Insurance Company Limited <ul style="list-style-type: none"> - Chairman of Investment Committee - Member of Nomination and Remuneration Committee 4. Tata AIA Life Insurance Company Limited <ul style="list-style-type: none"> - Chairman of Corporate Social Responsibility Committee - Member of Audit Committee, Investment Committee, Nomination and Remuneration Committee 5. Tata Steel Limited <ul style="list-style-type: none"> - Member of Audit Committee, Risk Management Committee and Executive Committee of the Board 6. The Tata Power Company Limited <ul style="list-style-type: none"> - Member of Audit Committee

Mr. Rohit Sipahimalani:

DIN	00904065
Age	53 years
Qualification	Bachelor of Arts (Hons) Economics from St. Stephens College, Delhi and MBA from the Indian Institute of Management Ahmedabad.
Experience	<p>Rohit Sipahimalani joined Temasek in 2008 as Head of Telecom, Media & Technology investments. In 2012, he was appointed co-Chief Investment Officer and has since held various roles including Joint Head for Investment Group, Joint Head of Portfolio Strategy & Risk Group as well as Head, India, before assuming his current position in January 2020.</p> <p>Prior to joining Temasek, Rohit spent 11 years with Morgan Stanley holding senior positions across its Mumbai and Hong Kong offices, including Co-Head of the Asia Pacific M&A business in Hong Kong, before his appointment as Managing Director and Head of South East Asia Investment Banking in Singapore.</p> <p>Rohit started his career with Citibank, Mumbai, after which he spent a few years with McKinsey & Company in India as a management consultant, before he joined Morgan Stanley.</p> <p>Rohit holds an MBA from the Indian Institute of Management Ahmedabad. He graduated from St. Stephens College, Delhi with a Bachelor of Arts (Hons) Economics.</p>
Details of remuneration sought to be paid	N.A.
Remuneration last drawn	N.A.
Date of first appointment on the Board	October 11, 2011
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year	Three
Directorships in other companies	<ol style="list-style-type: none">1. Temasek Financial (I) Limited2. Temasek Financial (II) Private Limited3. Temasek Financial (III) Private Limited4. Temasek Financial Holdings Private Limited

	<ul style="list-style-type: none"> 5. Temasek Financial (IV) Private Limited 6. Fullerton Financial Holdings Pte Ltd. 7. Vertex Venture Holdings Ltd 8. Temasek Trustees Pte Ltd
Membership/ Chairmanship of Committees of other Boards	-