NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Tata Sky Limited will be held on Wednesday, January 15, 2020 at 4.00 p.m. at the Meeting room 203, 2nd Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001, to transact the following business :-

Item No. 1

Ratification of an arrangement with Tata Teleservices 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)(n) of the Articles of Association of Tata Sky Limited, approval of the members be and is hereby accorded for entering into a transaction with Tata Teleservices Limited, a related party of the Company, for providing SMS Pipe Services for the purpose of sending SMS to Tata Sky subscribers for a period of 1 year with effect from December 1, 2019, transaction value being INR 44 crores (excluding tax);

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. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘Act’), setting out material facts concerning the business under item no. 1 is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Extraordinary General Meeting (‘EGM’).

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.

3. Corporate members intending to send their authorised representative to attend the EGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at 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
Tel: +91-22-66133000, Fax: +91-22-66133030, CIN: U92120MH2001PLC130365, E-mail: contact@tataSky.com, Website: www.tataSky.com
4. Members, Proxies and Authorised Representatives are requested to bring to the EGM, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

5. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the EGM and also at the venue, till the conclusion of the EGM.

6. The route map of the venue of the EGM is appended to this Notice.

7. Members who have not registered their E-Mail Addresses with the Company / Company's RTA are requested to contribute to the Green Initiative announced by the Government of India by registering their E-Mail address, for receiving all future communications through E-Mail.

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

Chanda Makhija Thadani
Company Secretary
Membership No. F6091

Mumbai, November 15, 2019
Registered Office:
Tata Sky Limited
CIN- U92120MH2001PLC130365
Unit 301 to 305, 3rd Floor, Windsor,
Off C.S.T. Road, Kalina, Santacruz (East),
Mumbai 400 098
EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘Act’), sets out material facts relating to the businesses in the accompanying Notice.

Item no. 1

The Company proposes to enter into a Related Party Transaction (‘RPT’) with Tata Teleservices Limited (‘TTSL’), a related party of the Company, being a subsidiary of Tata Sons Private Limited, for providing SMS pipe services for sending SMS to Tata Sky subscribers for a period of 1 year commencing from December 1, 2019, transaction value being INR 44 crores (excluding tax).

Article 13(h)(n) pertains to entering into any transactions with a Related Party in excess of US$2 million or an aggregate of US$5 million in any 12 consecutive calendar months.

Pursuant to the provisions of Article 15(b) read with Article 13(h)(n) of the Articles of Association of the Company (‘Articles’), without the affirmative consent / approval of Tata Sons Private Limited and Network Digital Distribution Services FZ – LLC, obtained at a validly convened Shareholders Meeting, no action set forth in Article 13(h) can be taken by the Company. The Audit Committee and Board have approved the aforementioned RPT at their respective meetings held on November 15, 2019.

Since the value of the proposed RPT is in excess of the limits prescribed in the Articles, approval of the members is being sought by way of an Ordinary Resolution. This RPT is at an arms’ length and in the ordinary course of business of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 1 for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution. Further, Mr. Saurabh Agrawal and Mr. Ankur Verma, common directors on the Board of the Company and Tata Teleservices Limited, 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. F-6091

Mumbai, November 15, 2019
Registered Office:
Tata Sky Limited
CIN- U92120MH2001PLC130365
Unit 301 to 305, 3rd Floor, Windsor,
Off C.S.T. Road, Kalina, Santacruz (East),
Mumbai 400 098
TATA SKY LIMITED
Regd Office: Unit 301 to 305, 3rd Floor, Windsor, Off CST Road, Kalina, Santacruz(East), Mumbai-400098;
Phone:+91 22 66133000 Fax:+91 22 66133030; CIN U92102MH2001PLC130365, Website:www.tatasky.com,
Email: contact@tatasky.com

ATTENDANCE SLIP
(To be presented at the entrance)
EXTRAORDINARY GENERAL MEETING ON JANUARY 15, 2020 AT 4.00 P.M.
at Meeting Room 203, 2nd Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001

Folio No. __________ DP ID No. __________ Client ID No. ________________

Name of Member _______________________________________________________

Signature _______________________________________________________________________

Name of the Proxyholder ______________________________________________________

Signature _______________________________________________________________________

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

Tata Sky Limited
Regd Office: Unit 301 to 305, 3rd Floor, Windsor, Off CST Road, Kalina, Santacruz(East), Mumbai-400098;
Phone:+91 22 66133000 Fax:+91 22 66133030; CIN U92102MH2001PLC130365, Website:www.tatasky.com,
Email: contact@tatasky.com

PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

Name of the Member: _______________________________________________________

Registered address: .................................................................................................

Email id: ..................................................................................................................

Folio id/Client id No. __________ DP ID No. __________

I / We, being the member(s) of .................................. Equity Shares of Tata Sky Limited, hereby appoint:

1. Name: .............................................................................................................. E-mail Id: ......................
   Address: .............................................................................................................. Signature: .............. or failing him/her

2. Name: .............................................................................................................. E-mail Id: ......................
   Address: .............................................................................................................. Signature: ......................

3. Name: .............................................................................................................. E-mail Id: ......................
   Address: .............................................................................................................. Signature: ......................

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting
(EGM) of the Company to be held on January 15, 2020 at 4.00 p.m. at Meeting Room 203, 2nd Floor, Bombay House,
24, Homi Mody Street, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are
indicated below:

<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Resolution</td>
<td>1. Ratification of an arrangement with Tata Teleservices Limited</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

Signature of shareholder.......................... Signature of Proxyholder(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 EGM.