NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Tata Sky Limited will be held at short notice on Tuesday, 7th May 2019 at 9:00 a.m. at the Board Room, Tata Sky Limited, Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098, to transact the following businesses:

Item No. 1

Entering into new business - 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 in accordance with the provisions of Article 15 (b) read with Article 13(h)(a) of the Articles of Association of the Company, approval of the members be and is hereby granted to Tata Sky Broadband Private Limited, wholly owned subsidiary of Tata Sky Limited (‘TSBB’) to enter into the Business of Virtual Network Operator (VNO);

RESOLVED FURTHER THAT Mr. Harit Nagpal, Managing Director and CEO and Mr. Sambasivan Ganesan, Chief Financial Officer 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 the Authorised and Issued 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 in accordance with the provisions of Article 15 (b) read with Article 13(h)(k) of the Articles of Association of the Company, approval of the members be and is hereby granted for increase in the authorised and issued share capital of Tata Sky Broadband Private Limited, wholly owned subsidiary of Tata Sky Limited (‘TSBB’) from existing INR 30,00,00,000 (Rupees Thirty crores) comprising 3,00,00,000 (Three crores) equity shares of Rs. 10 each to upto INR 250,00,00,000 (Rupees Two Hundred Fifty crores) comprising 3,00,00,000 (Three crores) equity shares of Rs. 10 each and 22,00,00,000 (Twenty Two crores) preference shares of Rs. 10 each and that Clause V of the Memorandum of Association of TSBB be altered accordingly;

RESOLVED FURTHER THAT Mr. Harit Nagpal, Managing Director and CEO and Mr. Sambasivan Ganesan, Chief Financial Officer 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:

a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

b) THE PROXY TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.

c) Corporate Members intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the EGM.

d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business mentioned above is annexed hereto.

e) The route map of the venue of the Extraordinary General Meeting is appended to this Notice.

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

[Signature]
Chanda Makhija Thadani
Company Secretary

Mumbai, April 17, 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 all material facts relating to the businesses in the accompanying Notice dated April 17, 2019.

Item nos. 1 and 2

At its meeting held on April 17, 2019, the Board of Directors of Tata Sky Limited had approved the proposal for applying for a VNO (Virtual Network Operator) License by Tata Sky Broadband Private Limited, wholly owned subsidiary of the Company (‘TSBB’). One of the eligibility criteria for applying for this VNO License is that the applicant should have a positive Net Worth. Accordingly, it is proposed to increase the authorised and issued share capital of TSBB from existing INR 30,00,00,000 (Rupees Thirty crores) comprising 3,00,00,000 (Three crores) equity shares of Rs. 10 each to upto INR 250,00,00,000 (Rupees Two Hundred Fifty crores) comprising 3,00,00,000 (Three crores) equity shares of Rs. 10 each and 22,00,00,000 (Twenty Two crores) preference shares of Rs. 10 each.

In accordance with the provisions of Article 15(b) read with Article 13(h)(a) and Article 13(h)(k) of the Articles of Association of the Company, which provides that without the affirmative consent or approval of Tata Sons Limited (now known as 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)(a) pertains to material change in the scope of business of the subsidiary or entering into any business other than DTH business. 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 entering into the business of VNO by TSBB and increase in authorised and issued share capital of TSBB to upto Rs.250 crores. Consequently, the Memorandum of Association of the Company will also be required to be altered to incorporate the increased Authorised Share Capital and approval is also sought for alteration of Capital Clause of Memorandum of Association of TSBB.

All the documents referred to in the Notice and Explanatory Statement are 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 Meeting and will also be available for inspection at the Meeting.

The Board recommends the Ordinary resolutions set out at Item Nos. 1 and 2 for your approval.
None of the Directors and Key Managerial Personnel or their respective relatives are concerned or interested in the passing of these Resolutions.

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

Chanda Makhija Thadani
Company Secretary

Mumbai, April 17, 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
ATTENDANCE SLIP
(To be presented at the entrance)
EXTRAORDINARY GENERAL MEETING ON TUESDAY, MAY 7, 2019 AT 9.00 A.M.
at the Board Room, Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai-400098

Folio No. DP ID No. Client ID No.

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.

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(s):

E-mail Id:

Folio No. / Client ID No.: DP ID No.: 

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

1. Name: E-mail Id:

Address: Signature:

or failing him

2. 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 of the Company to be held on Tuesday, May 7, 2019 at 9:00 a.m. at the Board Room, Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai-400098 and at any adjournment thereof in respect of such resolutions as are indicated in the notice of the EGM.

Signed this day of 2019

Signature of shareholder Signature of Proxyholder(s)

NOTES: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint-holders may use copies of this Attendance slip/Proxy

Tata Sky Ltd.: Unit 301 to 305, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai-400098
CIN: U92120MH2001PLC130365