

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Tata Sky Broadband Private Limited will be held on Thursday, July 23, 2020, at 12:30 p.m. at the Registered Office of the Company situated at Unit 306, 3rd Floor, Windsor, Off C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. 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 Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
3. To appoint a Director in place of Mr. Harit Nagpal (DIN: 00481307), who retires by rotation and being eligible offers herself for re-appointment.

**For and on and behalf of
Tata Sky Broadband Private Limited**

Sd/-
Jamshed Patel
Company Secretary
ACS: 40081

Place: Mumbai
Date: May 25, 2020
Registered Office
Unit 306, 3rd Floor, Windsor,
Off C.S.T. Road, Kalina, Santacruz (East),
Mumbai - 400098

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (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.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), 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 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 its Board or governing body Resolution / Authorization to the Company, authorizing 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 and SEBI Circular dated May 12, 2020, 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 – jamshed.patel@tataskybb.com.
13. Members who need assistance with using the technology before or during the AGM, may reach out to the Company Secretary on the following number – 022 6240 4800.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**For and on and behalf of
Tata Sky Broadband Private Limited**

Sd/-
Jamshed Patel
Company Secretary
ACS: 40081

Place: Mumbai
Date: May 25, 2020
Registered Office
Unit 306, 3rd Floor, Windsor,
Off C.S.T. Road, Kalina, Santacruz (East),
Mumbai - 400098

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

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

Mr. Harit Nagpal (DIN: 00481307):

DIN	00481307
Age	59 Years
Qualification	B.E. (Chemical), Punjab University and MBA from FMS, Delhi University
Experience	<p>Prior to joining Tata Sky Limited as Managing Director and CEO on 1 January 2011, he was the Group Marketing Director of Vodafone PLC, and comes with 25 years' experience of which 9 years has been with Vodafone.</p> <p>Mr. Nagpal has previously worked with various other reputed Companies namely Shoppers Stop (VP operations), Pepsi (VP Marketing), Marico (Sales Development Manager) and Lakme (Exports Manager) before joining Vodafone in 2001.</p>
Details of remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	26/08/2015
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	Mr. Nagpal attended Six Board Meetings out of total Six Meetings held during the year
Directorships in other companies	Tata Sky Limited (Holding Company)
Membership/ Chairmanship of Committees of other Boards	<p>Tata Sky Limited:</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member); and - Content Committee (Member)